

N 01000002561

TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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-04/06/01--01075--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** USS DONNER MEMORIAL ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**FROM:** GERALD T. TESAR  
Name (Printed or typed)  
1167 Peak Circle  
Address  
Deltona, Florida 32738  
City, State & Zip  
(407) 860-05254  
Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION  
Of  
Florida Nonprofit Corporation

ARTICLE I

CORPORATE NAME

The name of this corporation is USS DONNER MEMORIAL ASSOCIATION, INC.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of The Florida Statutes.

ARTICLE III

DURATION

The term of existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

- A. For the advancement of education and any other related or corresponding Charitable purposes by the distribution of its funds for such purposes.
- B. To locate all former crew members that served aboard the USS DONNER LSD-20, hold reunions and keep members aware of all activities concerning same. To educate the general public about the U.S. Naval and Marine Amphibious Forces. To salvage and restore the USS DONNER LSD-20 as a War and Peace Time Floating Memorial, commemorating her service from 1944 through 1970 as a tribute to The Gator Navy. To solicit donations from the general public and corporate community. Also to solicit grants from the Federal and State level.
- C. To operate exclusively in any other manner for such educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt

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organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE V

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of not less than (3), provided however, that such number may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve a term of one (1) year until the annual meeting of members following the election of Directors and until the qualification of successors in office. Annual meetings shall be held at St. Petersburg, Florida on May 8<sup>th</sup> of each year at 2000 hours, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

NAME	ADDRESS
GERALD T. TESAR	1167 Peak Circle Deltona, Florida 32738
DIANA C. TESAR	1167 Peak Circle Deltona, Florida 32738
DEBORAH LOW	1056 Peak Circle Deltona, Florida 32738

## ARTICLE VI

### EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.
- B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.
- C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 ( or the corresponding provision of any future United States Internal Revenue Law).
- D. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for education purposes as shall at the time qualify as an exempt organization of organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

The qualification for members and the manner of their admission shall be regulated by the bylaws for this corporation.

ARTICLE IX

SUBSCRIBERS

The name and residence address of the Subscriber of this corporation is as follows:

NAME	ADDRESS
GERALD T. TESAR	1167 Peak Circle Deltona, Florida 32738

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the Limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the By-Laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to education purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XII

REGISTERED AGENT AND OFFICE

The address of the corporations registered office shall be 1167 Peak Circle in Deltona, Florida 32738 and the name of its registered agent at said address shall be GERALD T. TESAR.

ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the Subscriber and Incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 3rd day of April, 2001.

WITNESSED BY;

Joseph Anthony  
Cynthia Lewis

Gerald T. Tesar  
SUBSCRIBER

Diana C. Tesar  
SUBSCRIBER

Reborah A. Low  
SUBSCRIBER

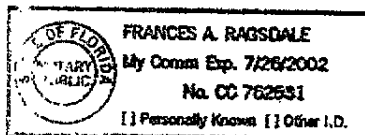
(SUBSCRIBERS)

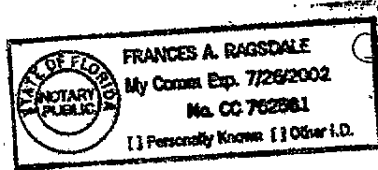
Gerald T. Tesar  
Registered Agent

STATE OF FLORIDA  
COUNTY OF Volusia

BEFORE ME, the undersigned authority, personally appeared and Gerald T. Tesar Diana C. Tesar  
Reborah A. Low (to me known to be the persons who executed the foregoing  
Articles of Incorporation and they acknowledged to and before me that they executed  
such instrument.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 3 day of  
April, 2001.





*Frances A. Ragsdale*  
Notary Public  
My Commission Expires:

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TALLAHASSEE, FLORIDA