

NO1000003361

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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May 4, 2001

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Secretary of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32301

Re: CHARLOTTE COUNTY UNIT MARINE CORPS LEAGUE AUXILIARY, INC.
A Not For Profit Corporation

Dear Sirs:

Please find enclosed an original and one copy of the Articles of Incorporation for the CHARLOTTE COUNTY UNIT MARINE CORPS LEAGUE AUXILIARY, INC. A Not For Profit Corporation. Also enclosed is our check in the amount of \$75.00 for the filing fee and registered agent fee.

Would you please send the copy of the Articles back to us with the Article Number with the date of filing for our files.

Very truly yours,


J. MICHAEL ROONEY

JMR:gg
enclosures

PS
5/17/01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**CHARLOTTE COUNTY UNIT
MARINE CORPS LEAGUE AUXILIARY, INC.**

We, the undersigned, hereby associates ourselves together for the purpose of becoming incorporated as a corporation not for profit under the laws of the State of Florida, and we do hereby subscribe to and adopt the following articles of incorporation:

ARTICLE 1. - NAME

The name of the corporation is **CHARLOTTE COUNTY UNIT MARINE CORPS LEAGUE AUXILIARY, INC.**

ARTICLE 2. - PURPOSE

A. To preserve the traditions, perpetuate the history and promote the interest of the United States Marine Corps.

B. To create a bond of comradeship between this Auxiliary, the Marine Corps and the Marine Corps League.

C. To aid voluntarily and to render assistance to all Marines as well as to their spouses, parents and orphans.

D. To do such other and further things as is allowed under applicable law.

Including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 3. - QUALIFICATION FOR MEMBERS

A. REGULAR MEMBERSHIP: (See National MCLA By-Laws, Article Six.)

Membership of the Auxiliary shall be open to wives, widows, mothers, grandmothers, sisters, daughters, granddaughters, stepmothers and stepdaughters of a marine eligible to belong to the Marine Corps League, Inc. (Not less than (16) sixteen years of age) and women marines, former, active and reserve.

B. MEMBER AT LARGE: See Marine Corps League Auxiliary by Laws - Section 640.

C. LIFE MEMBER: See Marine Corps League Auxiliary National By-Laws - Section 645= LIFE MEMBERS.

D. ASSOCIATE MEMBERSHIP:

1. Associate Members shall not comprise more than 10% (ten percent) of the total membership of this Unit.

2. Associate Members must be sponsored by (2) two members of the Unit.

3. To fulfill the needs of the this Unit, in addition to requirements set forth in "National MCLA By-Laws, Section 600(b) Associate Member," associate members of this Unit must be the following qualifications:

(a) Must be the wife, widow, daughter, sister, mother, grandmother, or stepmother of a Navy Seabee or Navy Corpsman who served with a Marine unit.

(b) Must present proof of such service and their relationship to said Seabee or Corpsman (for example: military identification card, marriage certificate or birth certificate).

4. Associate members shall have no voting privileges and shall not be eligible to hold any unit office.

E. Dues are to be paid by August 31st of each year. Dues not paid by November 30th will result in termination of membership.

ARTICLE 4. - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 5. - SUBSCRIBERS

The names and residences of the subscribers to these articles are:

<u>NAME</u>	<u>ADDRESS</u>
DONALYNE POUDRIER	4135 Kings Highway #22 Port Charlotte, Florida 33980
FLORENCE DALY	402 Donora Street Port Charlotte, Florida 33948
LYNDA K. KISH	25419 Babette Court Punta Gorda, Florida 33983

ARTICLE 6. - OFFICERS

Section 1. The officers of the corporation shall be a president, a senior vice president, a junior vice president, a Captain of the Guard, a Judge Advocate, a Chaplain and auditors on an ad hoc basis may be elected, or appointed as needed, a secretary and a treasurer, and such other officers as may be provided in the bylaws.

Section 2. The officers shall be elected by the Board of Directors at the annual meeting of the board which shall follow as soon as practicable after the annual meeting of the membership and it shall be no more than thirty (30) days following the annual meeting of the membership. Members of the Board of Directors may serve also as officers of the corporation. No person may hold more

than one office except that the bylaws may provide that the offices of secretary and treasurer shall be combined.

Section 3. Regular members in good standing of this Unit will be considered for any elected or appointed office in this Unit. No member may hold two elected offices at the same time. However an individual may hold an elected office and an appointed office. Any elected or appointed officer may hold an elected or appointed position in a higher level of the Marine Corps Auxiliary, Department or National.

Section 4. No elected officers shall serve more than (2) terms in the same elective position. After serving two years in one office, the member may be elected to another office for a maximum of two (2) years in another office.

Section 5. A new member must be a member one (1) calendar year before holding an elected office, except for a newly chartered Unit.

ARTICLE 7. - BOARD OF TRUSTEES (DIRECTORS)

Section 1. The business affairs of this corporation shall be managed by the Board of Trustees. The Board of Trustees will be President, Senior Vice President, Junior Vice President and Judge Advocate.

Section 2. The Trustees shall be members of the corporation.

Section 3. Members of the Board of Trustees shall be elected at the annual meeting of the membership and shall hold office in accordance with provisions of the bylaws.

Section 4. The names and addresses of the persons who are to serve as Trustees until the first election thereof are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DONALYNE POUDRIER	4135 Kings Highway #22 Port Charlotte, Florida 33980
FLORENCE DALY	402 Donora Street Port Charlotte, Florida 33948
PATRICIA PICKETT	337 Malpelo Avenue Punta Gorda, Florida 33983
ADELE SAXTON	467 Encarnation Street Punta Gorda, Florida 33983

ARTICLE 8. BYLAWS

Bylaws of this corporation shall be made and may be altered or rescinded by majority vote of those members of the Board of Directors present at any regular meeting or at any special meeting called for that purpose, so long as they conform to Section 700 - Authority, National Marine Corps League Auxiliary By-Laws. Notice of any special meeting shall be given as provided in the Bylaws.

ARTICLE 9. - AMENDMENTS

Section 1. These Articles of Incorporation may be amended at any annual meeting of the membership or at any special meeting of the membership called for that purpose, by two-thirds vote of those present.

Section 2. Amendments may also be made by the Board of Trustees at any meeting of the Trustees provided at least ten (10) days notice of such proposed amendment or amendments be given to all members of the corporation by regular U.S. Mail.

ARTICLE 10. - LIMITATIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 elsewhere herein. 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. 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, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE 11. - DISSOLUTION

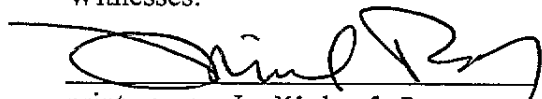
Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.


ARTICLE 12. - PRINCIPAL OFFICE

The location of the principal office of this corporation shall be 306 East Olympia Avenue, Punta Gorda, Florida 33950, but may, from time to time, be changed to any other location in the State of Florida. Meetings of the Board of Trustees and meetings of the membership may be held at any place within or outside the State of Florida, provided notice shall be given as provided by the Bylaws.

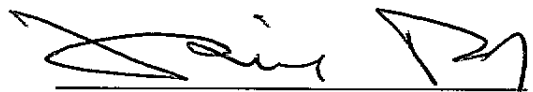
IN WITNESS WHEREOF, the undersigned have hereunto subscribed their names and affixed their seals for the purpose of forming this corporation not for profit under the laws of the State of Florida, this 3rd day of May, 2001.

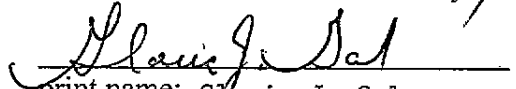
Witnesses:


print name: J. Michael Rooney



print name: Gloria J. Gal

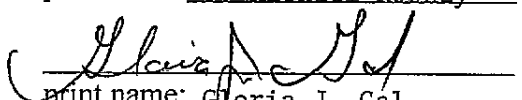

DONALYNE POUDRIER, Incorporator


print name: J. Michael Rooney


print name: Gloria J. Gal


FLORENCE DALY, Incorporator


print name: J. Michael Rooney


print name: Gloria J. Gal

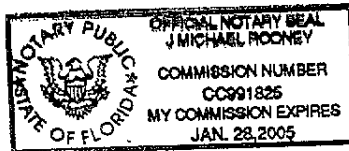
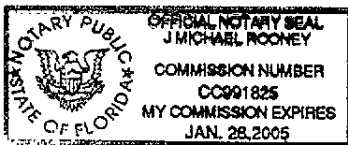

LYNDA K. KISH, Incorporator

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **DONALYNE POUDRIER**, who is ~~personally known~~ to me or who has produced the following form(s) of identification: Fla. D.L. # P366-165-21-644-0 (exp 4/24/04) and who is known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 3rd day of May, 2001.

My commission expires:



NOTARY PUBLIC - State of Florida

J. Michael Rooney

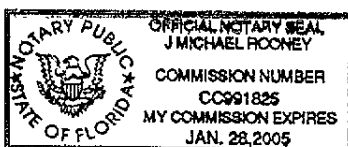
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STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **FLORENCE DALY**, who is ~~personally known~~ to me or who has produced the following form(s) of identification: Fla. D.L. # V400-272-26-643-0 (exp 4-23-03) and who is known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 3rd day of May, 2001.

My commission expires:



NOTARY PUBLIC - State of Florida

J. Michael Rooney

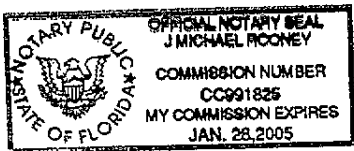
Print/Type/Stamp Name

STATE OF FLORIDA
COUNTY OF CHARLOTTE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared **LYNDA K. KISH**, who is personally known to me or who has produced the following form(s) of identification: Gen. D.L. # K200-531-44-958-0 (Exp. 12-18-06) and who is known to be the person described as Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged that she executed the same for the purposes therein stated.

WITNESS my hand and official seal in the State and County aforesaid this 3rd day of May, 2001.

My commission expires:



J. Michael Rooney
NOTARY PUBLIC - State of Florida

J. Michael Rooney
Print/Type/Stamp Name

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EXHIBIT "A"

**CERTIFICATE DESIGNATING REGISTERED
OFFICE AND REGISTERED AGENT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

That **CHARLOTTE COUNTY UNIT MARINE CORPS LEAGUE AUXILIARY, INC.**, desiring to organize under the laws of the State of Florida, with its principal and registered office, as indicated in the Articles of Incorporation, located at 306 East Olympia Avenue, Punta Gorda, Florida, 33950, has named **J. MICHAEL ROONEY**, located at 306 East Olympia Avenue, Punta Gorda, Florida 33950, and whose mailing address is the same, as its agent to accept service of process within this state

Having been named to accept service of process for **CHARLOTTE COUNTY UNIT MARINE CORPS LEAGUE AUXILIARY, INC.**, the above-named Corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.

Dated: May 3, 2001.


J. MICHAEL ROONEY
Registered Agent