

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

N010000004150

75th Ohio Volunteer Infantry
Regiment One

100004420031--8

-06/14/01--01034--014
*****70.00 *****70.00

FILED
01 JUN 14 PM 12:01
TALLAHASSEE, FLORIDA
CLERK OF STATE

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File **J. BRYAN JUN 14 2001**
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by: LW 6/14 10:46
Name Date Time

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
75th OHIO VOLUNTEER INFANTRY REGIMENT, INC.**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes and certify as follows:

**ARTICLE I
NAME AND PRINCIPAL ADDRESS**

The name of the corporation is **75th OHIO VOLUNTEER INFANTRY REGIMENT, INC.**, and the principal address and principal place of business is 159 Memory Lane, Palm Bay, Florida 32907.

**ARTICLE II
REGISTERED OFFICE AND AGENT**

The address of its registered office in the State of Florida is c/o STEVEN W. MOORE, P.A., 8200 Bryan Dairy Road, Suite 300, in the City of Largo, County of Pinellas, Florida 33777. The name of its registered agent at such address is Steven W. Moore, Esquire.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is to be organized are exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and, to that end, to take and hold be bequest, devise, gift, grant, purchase, lease or otherwise any property, real personal tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as in the judgment of the Directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any laws applicable thereto; to promote, advance and sponsor recreational and authentic production and reenactment of the American Civil War for the period from 1860 through 1870 by specifically:

1. Reenactments of pre and post Civil War events and the period of reconstruction post Civil War;
2. Performance and Reenactments of battle field events which happened during the Civil War;
3. Performance and reenactments of battle field living conditions during Civil War;
4. Performance and reenactments of specific Civil War battles which involved the 75th Ohio Infantry Regiment;
5. Performance and reenactment of Civil War battle field conditions for education and entertainment purposes.

to conduct any and all lawful business and activity as permitted by Section 503(c)(3) of the Internal Revenue Code of 1986; and to do any other act or thing incidental to or connected with the foregoing purposes and objectives or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the provisions of Chapter 617, Florida Statutes.

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TALLAHASSEE, FLORIDA

ARTICLE IV
LIMITATIONS AND RESTRICTIONS

- A. No part of the net earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes) and no Member, Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.
- 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 distributing of statements) any political campaign on behalf of any candidate for public office.
- C. No part of the Corporation's activities shall involve the provision of athletic facilities or equipment.
- D. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 503(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may be hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.
- E. Upon the dissolution of the Corporation or the winding up of its affairs, the assets or of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary or educational organizations, other organizations fostering national or international amateur sports competition, so long as part of its activities involve the provision of athletic facilities or equipment, which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and its Regulations as they now exist or as they may hereafter be amended and not of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE V
TERM

This Corporation shall exist perpetually, unless terminated by due process of law.

ARTICLES VI
MEMBERS

The Members of the Corporation shall constitute all persons hereinafter named as Directors and such other persons as, from time to time hereafter, may become Members, in the manner provided in the Bylaws of the Corporation or as may be elected by the Members at each annual meeting.

ARTICLE VII
MANNER OF ELECTION OF DIRECTORS

The Directors shall be elected on an annual basis by the members of the corporation. The duties, removal of and restrictions concerning the Directors, shall be governed by the Bylaws.

ARTICLE VIII
BOARD OF DIRECTORS

- A. The business and affairs of the corporation shall be managed by the board of directors, and the directors need not be elected by ballot unless required by the bylaws of the corporation but not less than three (3) Directors. Directors need not be Members of the Corporation.
- B. Directors of the Corporation shall, at the annual meeting of the Members of the Corporation, be elected and hold office in the manner determined by the Bylaws of the Corporation. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.
- C. The names and mailing addresses of each person who is to initially serve as a Directors until the first annual meeting of the stockholders or until a successor is elected and qualified, are as follows:

Warren Johnson	159 Memory Lane, Palm Bay, Florida 32907
Stacey Dovel	159 Memory Lane, Palm Bay, Florida 32907
Anita Smith	159 Memory Lane, Palm Bay, Florida 32907

ARTICLE IX
OFFICERS

- A. The affairs of the Corporation shall be administered by the Officers designated in the Bylaws of the Corporation.
- B. The Officers of the Corporation shall be the President, Vice President, Secretary, Treasurer (which may be combined with another office as allowed by law) and such other Officers as may be provided in the Bylaws of the Corporation.
- C. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Corporation and shall serve at the pleasure of the Board of Directors.
- D. The names of the Officers who shall serve until their successors are elected by the Board of Directors are as follows:

Barry King	President
Anita Smith	Vice President and Secretary

William Whitehead Treasurer

ARTICLE X
BYLAWS

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as such Directors may deem necessary from time to time. The Bylaws may be altered, amended or repealed at any meeting of the members of the Corporation in the manner provided in the Bylaws.

ARTICLE XI
AMENDMENTS

The Articles of Incorporation may be amended by two-thirds (2/3) vote of the Membership of the Corporation at a regular meeting or at a duly called special meeting of the Membership upon notice given, as provided by the Bylaws, of intention to submit such amendments to the membership of the Corporation.

ARTICLE XII
DEFENSE AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall defend, indemnify and hold harmless every Registered Agent, Director or Officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a Director or Officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

ARTICLE XIII
SUBSCRIBERS

Steven W. Moore, Esquire
8200 Bryan Dairy Road, Suite 300
Largo, Florida 33709

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 12 day of June, 2001.

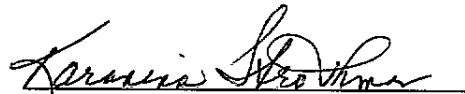
I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

By: 

Steven W. Moore, Esquire / Incorporator /
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PINELLAS)

THE FOREGOING INSTRUMENT was acknowledged before me this 12 day of June, 2001 by Steven W. Moore, who is personally known to me.


Notary Public
State of Florida
My Commission expires:



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01 JUN 14 PM 12:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA