

N 020000003587

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ATTORNEY AT LAW

1800 SECOND STREET

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May 6, 2002

VIA FEDEX AIRBILL 8311 6850 4650

Florida Department of State

Division of Corporations, New Filing

409 East Gaines Street

Tallahassee, Florida 32314

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Re: Navy Musicians Association, Inc.

Dear Sir/Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above-captioned proposed Florida Non-Profit corporation. Also enclosed is a check payable to your order in the amount of \$87.50 to cover the cost of the following:

Filing Fee	\$35.00
Certified copy of Articles	8.75
Registered agent designation	35.00
Certificate of Status	<u>8.75</u>
	\$87.50

Please file the Articles of Incorporation and forward a certified copy to us. Let me know if you have any questions.

Sincerely,

William H. Namack, III

WHN:mlo
Enclosures

\\RUMPOLE\OFFICE\WHN\Navy Musicians Association\2002\Cover Letter FILE Articles of Incorporation 05-06-02.doc

FILED
02 MAY -7 AM 8:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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02 MAY -7 AM 8: 02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

***ARTICLES OF INCORPORATION
OF
NAVY MUSICIANS ASSOCIATION, INC.***

(A Florida Corporation Not for Profit)

The undersigned, being a citizen of the United States, desiring to form a non-profit corporation under the provisions of Ch. 617 of the Florida Statutes, the Florida Not For Profit Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be Navy Musicians Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

Section 1.

The street address of the initial principal office of this corporation shall be:

1800 Second Street, Suite 714
Sarasota, FL 34236

Section 2.

The mailing address of this corporation shall be:

1800 Second Street, Suite 714
Sarasota, FL 34236

ARTICLE III. NON-PROFIT PURPOSES

Section 1. Internal Revenue Code.

All references made herein to provisions of the Internal Revenue Code shall mean the Internal Revenue Code of 1986 (herein called the "Code"), and shall be deemed to include corresponding sections of any future such code and amendments thereto.

Section 2. IRC Sections 170(c)(3) and 501(c)(19) Purposes.

The Navy Musicians Association, Inc. is organized exclusively as a war veterans' organization which qualifies for exemption under the Section 501(c)(19) of the Code, contributions to which are deductible under section 170(c)(3) of the Code. The Navy Musicians Association, Inc. shall have no purpose not authorized for a war veterans' organization under section 501(c)(19) of the Code.

Section 3. Existence.

The Navy Musicians Association, Inc. shall be perpetual in existence and shall have such general powers as are set forth for corporations not for profit under and pursuant to Chapter 617 of the Florida Statutes, except that at no time will the Navy Musicians Association, Inc. have any power which would be inconsistent with the purposes authorized for a war veterans' organization under Section 501(c)(19) of the Code.

Section 4. Limitations.

No part of the net earnings of the Navy Musicians Association, Inc. shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Navy Musicians Association, Inc. shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes of the Navy Musicians Association, Inc.. Notwithstanding any other provision included in these By-Laws, the Navy Musicians Association, Inc. shall not carry on any activities which are not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(19) of the Code, or by a corporation, contributions to which are deductible under section 170(c)(3) of the Code.

Section 5. Dissolution.

Upon the dissolution of the Navy Musicians Association, Inc., after paying or making provisions for the payment of all of the liabilities of the Navy Musicians Association, Inc., all of the assets of the Navy Musicians Association, Inc. shall be distributed for a public purpose to the federal government, an agency or agencies thereof, or to an organization or organizations exempt from Federal income tax as an organization or organizations described in section 501(c)(3) or section 501(c)(19) of the Code, and contributions to which are deductible under section 170(c)(3) of the Code. Any of such assets not so distributed shall be distributed by the

Court in the county in which the principal office of the Navy Musicians Association, Inc. is at the time located, exclusively for the same purposes as the Navy Musicians Association, Inc. or to such organization or organizations exempt from Federal income tax as an organization or organizations described in section 501(c)(3) or section 501(c)19 of the Code, and contributions to which are deductible under section 170(c)(3) of the Code.

Section 6. Section 170(c)(3).

The Navy Musicians Association, Inc. is intended to comply with section 170(c)(3) of the Code, which provides an income tax deduction for contributions to a war veterans' organization. These By-Laws shall be construed accordingly, and all rights, powers and activities of the Navy Musicians Association, Inc. shall be limited accordingly. The Navy Musicians Association, Inc. has been organized in the State of Florida. No part of its net earnings shall be permitted to inure to the benefit of any private shareholder or individual. The Navy Musicians Association, Inc. must satisfy both a membership requirement and a purpose requirement to be treated as a war veterans' organization. To be eligible to receive tax deductible contributions under section 170(c)(3) of the Code, at least ninety percent (90%) of the members of the Navy Musicians Association, Inc. must be war veterans. Substantially all of the other members must be either veterans, cadets, or spouses, widows, or widowers of war veterans, veterans, or cadets. The term "substantially all" means ninety percent (90%) or more. The term "war veterans" is defined as persons who have served in the United States Armed forces during a period of war. The periods are as follows:

- A. April 21, 1889, through July 4, 1902;
- B. April 6, 1917, through November 11, 1918;
- C. December 7, 1941, through December 31, 1946;
- D. June 27, 1950, through January 31, 1955;
- E. February 28, 1961, through May 7, 1975; in the case of a veteran who served in the Republic of Vietnam during that period;
- F. August 5, 1964, through May 7, 1975; and
- G. August 2, 1990, and ending on the date prescribed by Presidential Proclamation or by law.

Section 7. Purposes Under Section 170(c)(3).

As a war veterans' organization, the Navy Musicians Association, Inc. shall be organized and operated primarily for the following purposes:

- A. Furthering comradeship among persons who are or have been members of the Armed Forces,
- B. Honoring the memory of deceased veterans and members of the Armed Forces and aiding and comforting their survivors,
- C. Encouraging patriotism, and/or
- D. Aiding hospitalized, disabled and needy war veterans and their dependents.

Section 8. Section 501(c)(19).

The Navy Musicians Association, Inc. is intended to comply with section 501(c)(19) of the Code. These By-Laws shall be construed accordingly, and all rights, powers and activities of the Navy Musicians Association, Inc. shall be limited accordingly. To be eligible as a qualifying veterans' organization under section 501(c)(19) of the Code, the Navy Musicians Association, Inc. must have been organized in the United States and no part of its net earnings may inure to the benefit of any private shareholder or individual. The Navy Musicians Association, Inc. has been organized in the State of Florida and no part of its net earnings shall be permitted to inure to the benefit of any private shareholder or individual. To be eligible as a qualifying veterans' organization under section 501 (c)(19) of the Code, at least seventy-five percent (75%) of the Navy Musicians Association, Inc.'s membership must be composed of past or present members of the Armed Forces of the United States (herein called "Veterans"), and substantially all of the other members must be cadets or spouses, widows, or widowers of Veterans or cadets. The term "substantially all" means ninety percent (90%) or more, so that of the twenty-five percent (25%) of the members that do not have to be Veterans, twenty-two and one-half percent (22.5%) are required to be cadets or spouses, widows or widowers of Veterans or cadets. Only two and one-half percent (2.5%) of the Navy Musicians Association, Inc.'s total membership may consist of individuals not mentioned above.

Section 9. Purposes Under Section 501(c)19.

As a veterans' organization established under section 501(c)(19) of the Code, the Navy Musicians Association, Inc. shall be organized and operated primarily for the following purposes:

- A. Promoting the social welfare of the community
- B. Assisting needy and disabled veterans, widows, or orphans of deceased veterans;
- C. Providing entertainment, care and assistance to hospitalized veterans or members of the Armed Forces of the United States;
- D. Perpetuating the memory of veterans and comforting their survivors;
- E. Conducting programs for religious, charitable, scientific, literary, or educational purposes;
- F. Sponsoring or participating in patriotic activities;
- G. Providing insurance benefits to members or members' dependents; and/or
- H. Providing social and recreational activities for members.

Section 10. Specific Objectives and Purposes.

The specific general objectives and purposes of the Navy Musicians Association, Inc., in addition to those established herein under sections 170(c)(3) and 501(c)(19) of the Code, shall be:

- A. Promoting fellowship of the Navy Musicians Association, Inc.;
- B. Supporting educational and charitable undertakings by extending financial and other aid to the members of the Navy Musicians Rating;
- C. Supporting other charitable and educational undertakings; and/or
- D. Sponsoring musical and educational publications, radio and television broadcasts.

Section 11. Limitations on Activities.

Notwithstanding any other provision of these By-Laws, the Navy Musicians Association, Inc. shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(19) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(3) of the Code.

Section 12. Private Foundation Requirements and Restrictions.

In any taxable year in which Navy Musicians Association, Inc. is a private foundation as described in Section 509 (a) of the Code, the Navy Musicians Association, Inc. shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Code; shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code; shall not retain any excess business holdings as defined in Section 4943 (c) of the Code; shall not make any investments in such manner as to subject the Navy Musicians Association, Inc. to tax under Section 4944 of the Code; and shall not make any taxable expenditures as defined in Section 4945 (d) of the Code.

ARTICLE IV. MANNER OF ELECTION

The manner in which the directors are elected or appointed shall be as stated in the By-Laws.

ARTICLE V. INITIAL DIRECTORS

The name and addresses of the initial directors are:

Earl L. Bengé
P.O. Box 149939
Orlando, FL 32803-6646

Kim R. Holl
3004 Damascus Trail
Virginia Beach, VA 23456

Robert J. Leketa
808 Kemp Meadow Drive
Chesapeake, VA 23320-5029

William H. Namack, III
1800 Second Street, Suite 714
Sarasota, FL 34236

Cecil B. Strange
5301 Stafford Road
Plant City, FL 33565-6145

James D. Thumpston
5567 Marty Road
Orlando, FL 32822-2080

ARTICLE VI. INITIAL OFFICERS

The names and addresses of the Initial Officers are:

PRESIDENT:
Robert J. Leketa
808 Kemp Meadow Drive
Chesapeake, VA 23320-5029

VICE PRESIDENT:
Kim R. Holl
3004 Damascus Trail
Virginia Beach, VA 23456

SECRETARY:
James D. Thumpston
5567 Marty Road
Orlando, FL 32822-2080

TREASURER:
Cecil B. Strange
5301 Stafford Road
Plant City, FL 33565-6145

***ARTICLE VII. INITIAL REGISTERED AGENT
AND REGISTERED OFFICE***

Section 1.

The name of this corporation's initial registered agent, is:

William H. Namack, III
1800 Second Street, Suite 714
Sarasota, FL 34236

Section 2.

The Florida street address of this corporation's initial registered office is:

William H. Namack, III
1800 Second Street, Suite 714
Sarasota, FL 34236

ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator under these articles is:

William H. Namack, III
1800 Second Street, Suite 714
Sarasota, FL 34236

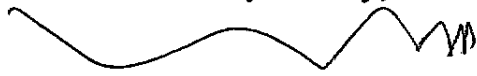
ARTICLE IX.

The undersigned, having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity this 6th day of May, 2002.



William H. Namack, III, as
Registered Agent

IN WITNESS WHEREOF, the undersigned subscribed these Articles of Incorporation, as incorporator thereof, this 6th day of May, 2002.



WILLIAM H. NAMACK, III, as
Incorporator

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA