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August 21, 2002

NO 20000006455

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

FILED
02 AUG 23 PM 11:48
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sirs:

Enclosed please find Articles of Incorporation for Boy Scout Troop 544, Inc. to be filed as a new not for profit Florida corporation. The filing fees of \$78.75 are also enclosed. Please forward the certified copy to me at the above address.

If you have any questions or need further information, please contact me.

Very truly yours,


T.G. Blackwell
Certified Public Accountant

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TGB:sln

cc: Boy Scout Troop 544, Inc.

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9/2/02



Boy Scout Troop 544
Orange City, Florida
BOY SCOUTS OF AMERICA

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

21 AUG, 2002

ARTICLES OF INCORPORATION
OF
BOY SCOUT TROOP 544, INC.
A Florida Not for Profit Corporation

ARTICLE I. CORPORATE NAME

THE NAME OF THIS CORPORATION IS THE "BOY SCOUT TROOP 544, INC." A FLORIDA NON-PROFIT CORPORATION. WITH IT'S PRINCIPAL OFFICES LOCATED AT 1825 W. FRENCH AVE, ORANGE CITY, FL 32763

ARTICLE II. NATURE OF BUSINESS

THE PURPOSES FOR WHICH THE CORPORATION IS FORMED ARE EXCLUSIVELY RELIGIOUS, CHARITABLE, SCIENTIFIC, LITERARY, OR EDUCATIONAL WITHIN THE MEANING OF THE SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986 OR THE CORRESPONDING PROVISION OF ANY FUTURE UNITED STATES INTERNAL REVENUE LAW. IN CARRYING OUT SUCH A PURPOSES, THIS CORPORATION SHALL HAVE ALL OF THE POWERS AND AUTHORITIES GRANTED BY STATUTE AND LAW, INCLUDING THE POWER AND AUTHORITY TO ACCEPT GIFTS, DEVICES AND OTHER CONTRIBUTIONS FOR CHARITABLE PURPOSES, TO HOLD AND ADMINISTER THE FUNDS AND PROPERTIES RECEIVED AND TO EXPEND, CONTRIBUTE AND OTHERWISE DISPOSE OF FUNDS IN THE OPERATION OF BOY SCOUT TROOP 544, A CHARTERED MEMBER OF BOY SCOUTS OF AMERICA, WHICH IS SO CHARTERED BY THE CONGRESS OF THE UNITED STATES OF AMERICA.

THE MISSION OF BOY SCOUT TROOP 544, INC., IS TO PROVIDE A PERMANENT STRUCTURE FOR THE PRESEVATION AND OPERATION OF BOY SCOUT TROOP 544 OF ORANGE CITY, FL., OF THE CENTRAL FLORIDA COUNCIL OF THE BOY SCOUTS OF AMERICA. THE CORPORATION WILL BE RESPONSIBLE FOR HOLDING AND MANAGEMENT OF PROPERTIES DONATED TO OR AQUIRED BY BOY SCOUT TROOP 544

ARTICLE III. AUTHORITY

THE CORPORATION SHALL HAVE THE POWER, EITHER DIRECTLY OR INDIRECTLY, EITHER ALONE OR IN CONJUNCTION OR IN COOPERATION WITH OTHERS, TO DO ANY AND ALL LAWFUL ACTS AND THINGS AND ENGAGE IN ANY AND ALL LAWFUL ACTIVITIES WHICH MAY BE NECESSARY, USEFUL, DESIRABLE, SUITABLE, OR PROPER FOR THE FURTHERANCE, ACCOMPLISHMENT, FOSTERING OR ATTAINMENT OF ANY OR ALL OF THE PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED, AND AID OR ASSIST OTHER ORGANIZATIONS WHOSE ACTIVITIES ARE SUCH AS TO FURTHER ACCOMPLISH, FOSTER OR ATTAIN ANY OF SUCH PURPOSES. NOTWITHSTANDING ANYTHING HEREIN TO THE CONTRARY, THE CORPORATION SHALL EXERCISE ONLY SUCH POWERS AS ARE SET FORTH IN THE FURTHERANCE OF THE EXEMPT PURPOSES OF ORGANIZATIONS SET FORTH IN SECTION 501 (c) (3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, AND ITS REGULATIONS AS THE SAME NOW EXIST OR AS THEY MAY BE HEREAFTER AMENDED FROM TIME TO TIME.

ARTICLE IV. MEMBERSHIP

THE MEMBERSHIP OF THIS CORPORATION SHALL BE LIMITED TO THE MEMBERS OF THE BOARD DIRECTORS AND SHALL CONSIST INITIALLY OF THESE PERSONS HEREINAFTER NAMED AS DIRECTORS AND SUCH OTHER PERSONS AS FROM TIME TO TIME MAY BECOME MEMBERS AS SET FORTH IN THE BYLAWS.

ARTICLE V. TERMS OF EXISTENCE

THE DATE WHEN CORPORATION EXISTENCE SHALL COMMENCE SHALL BE THE DATE OF THE FILING OF THESE ARTICLES OF INCORPORATION IN THE OFFICE OF THE SECRETARY OF STATE OF THE STATE OF FLORIDA AND THE CORPORATION SHALL HAVE PERPETUAL EXISTENCE THEREAFTER.

ARTICLE VI. INCORPORATOR

THE NAME AND ADDRESS OF THE INCORPORATOR OF THE ARTICLES OF INCORPORATION IS AS FOLLOWS:

<u>Name</u>	<u>Address</u>
ROBERT B. MCCRAY	1825 W. FRENCH AVE ORANGE CITY, FL 32763

ARTICLE VII. OFFICERS

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, VICE-PRESIDENT, SECRETARY / TREASURER, AND SUCH OTHER OFFICERS AS MAY BE PROVIDED BY THE BYLAWS. OFFICERS SHALL BE ELECTED EVERY TWO (2) YEARS BY THE BOARD OF DIRECTORS AT ITS ANNUAL MEETING. THE NAMES OF THE PERSONS WHO ARE TO SERVE AS OFFICERS OF THE CORPORATION UNTIL THE FIRST ANNUAL MEETING OF THE BOARD OF DIRECTORS ARE:

<u>Office</u>	<u>Name</u>
PRESIDENT	ERIC PISANO 1531 19 TH ST. ORANGE CITY, FL 32763
VICE-PRESIDENT	ROBERT MCCRAY 1825 W. FRENCH AVE ORANGE CITY, FL 32763
SECRETARY/TREASURER	CATHERINE MCCRAY 1825 W. FRENCH AVE ORANGE CITY, FL 32763

ARTICLE VIII. DIRECTORS

THE AFFAIRS OF THE CORPORATION SHALL BE MANAGED BY A BOARD OF DIRECTORS, MEMBERS OF WHICH SHALL BE ELECTED EVERY TWO YEARS. THE NUMBER OF DIRECTORS SHALL BE FIXED AS SET FORTH IN THE BYLAWS OF THE CORPORATION BUT SHALL NEVER BE LESS THAN SEVEN (7). THE NAMES AND

ADDRESSES OF THE FIRST BOARD OF DIRECTORS, CONSISTING OF SEVEN (7)
PERSONS WHO SHALL SERVE UNTIL THEIR SUCCESSORS ARE DULY ELECTED AND
QUALIFIED, SHALL BE AS FOLLOWS:

<u>Office</u>	<u>Name</u>
CHAIRMAN OF BOARD	ERIC PISANO 1531 19 TH STREET ORANGE CITY, FL 32763
OPERATIONS DIRECTOR	ROBERT MCCRAY 1825 W. FRENCH AVE ORANGE CITY, FL 32763
CUB SCOUT DIRECTOR	CATHERINE MCCRAY 1825 W. FRENCH AVE ORANGE CITY, FL 32763
ADVANCEMENT DIRECTOR	JIM VOUGH 1021 HANCOCK AVE DELTONA, FL 32728
ACTIVITIES DIRECTOR	BYRON HARTSHORN 125 SANFORD AVE DEBARY, FL 32713
SEA SCOUT DIRECTOR	JERRY FIFIELD 1531 OLD DAYTONA CT. DELAND, FL 32724
SCOUTING DIRECTOR	DENNIS CASTEEL 1210 18 TH STREET ORANGE CITY, FL 32763

ARTICLE IX. INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 1825 W. FRENCH AVE, ORANGE CITY, FL., 32763 AND THE NAME OF THE INITIAL REGISTERED AGENT IS TERRY G. BLACKWELL, PA CPA, 235 W. FRENCH AVE, ORANGE CITY, FL. 32763.

ARTICLE X. BYLAWS

THE BOARD OF DIRECTORS OF THIS CORPORATION SHALL PROVIDE SUCH BYLAWS FOR THE CONDUCT OF IT'S BUSINESS AND THE CARRYING OUT OF ITS PURPOSES AS THEY MAY DEEM NECESSARY FROM TIME TO TIME. THE MINIMUM REQUIREMENT TO QUALIFY AS A MEMBER OF THE BOARD OF DIRECTORS OR AN ADVISORY BOARD THAT MAY BE CONSTITUTED UNDER THE BYLAWS OF THE CORPORATION ARE AS FOLLOWS.

ELECTION TO THE BOARD OF DIRECTORS WILL OCCUR EVERY TWO (2) YEARS
THOSE ELIGIBLE TO HOLD A POSITION ON THE BOARD OF DIRECTORS MUST
HAVE PREVIOUSLY SERVED ON THE BOARD OF DIRECTORS OR THE ADVISORY

BOARD AS WELL AS HAVE MEMBERSHIP IN THE BOY SCOUTS OF AMERICA AND MUST BE A REGISTERED MEMBER OF CUB PACK 544 OR, BOY SCOUT TROOP 544 OR, VENTURE CREW 544 OR, SEA SCOUT SHIP 544 OR, AND ANY UNIT RECOGNIZED BY THE BOARD OF DIRECTORS AS A MEMBER OF THE 544 FAMILY OF UNITS, IS REQUIRED TO BE ELIGIBLE TO SERVE ON THE CORPORATION BOARD OF DIRECTORS OR THE ADVISORY BOARD OF THE CORPORATION, BOY SCOUT TROOP 544, INC.

A BOARD OF DIRECTORS SHALL CONSIST OF NOT LESS THAN SEVEN (7) MEMBERS AND NO THAN NINE (9) MEMBERS. AT NO TIME SHOULD THERE BE AN EVEN NUMBER OF MEMBERS ON THE BOARD OF DIRECTORS, THUS PREVENTING A TIE VOTE. THE DIRECTORS HAVE THE AUTHORITY TO MAKE ALL DECISIONS DEEMED NECESSARY FOR THE MANAGEMENT, OPERATION AND CONTROL OF THE CORPORATION, ALL DECISIONS MUST BE ARRIVED AT BY THE METHOD OF VOTING AND SUCH VOTING MUST BE OPEN TO WITNESS BY ALL MEMBERS OF THE 544 FAMILY OF UNITS. THE BOARD OF DIRECTORS MUST MEET A MINIMUM OF FOUR (4) TIMES A YEAR, AND MUST GIVE TWO (2) WEEKS NOTICE PRIOR TO ANY UNSCHEDULED MEETING IN WHICH A VOTE IS TO OCCUR, THE EXCEPTION TO THE TWO WEEK RULE APPLIES IN THE CASE OF AN EMERGENCY THAT EFFECTS THE WELL BEING OF THE CORPORATION AND A QUORUM MUST EXIST TO EFFECT THE VOTE, THIS EMERGENCY VOTE IS TO BE REVIEWED FOR ITS WORTHINESS AT THE NEXT REGULAR MEETING OF THE BOARD. THE POSITION OF PRESIDENT OF THE BOARD OF DIRECTORS MUST BE ELECTED FROM THE THEN SEATED BODY OF THE BOARD OF DIRECTORS.

AN ADVISORY BOARD SHALL BE CONSTITUTED OF NOT LESS THAN 3 MEMBERS AND NO MORE THAN 10 MEMBERS. THIS BOARD SHALL HAVE THE POWER TO PRESENT MOTIONS FOR CONSIDERATION AND ACTION TO THE BOARD OF DIRECTORS, THE ADVISORY BOARD HAS THE POWER TO VOTE AMONG THEMSELVES ON A MOTION TO BE PRESENTED TO THE BOARD OF DIRECTORS AND MUST DO SO WITH A TWO / THIRDS MAJORITY VOTE. THE ADVISORY BOARD SHALL NOT HAVE A VOTE WITH THE BOARD OF DIRECTORS AND HAVE NO AUTHORITY TO CONTROL, GUIDE OR DICTATE THE OPERATION OF THE CORPORATION, THAT POWER REMAINS SOLELY WITH THE BOARD OF DIRECTORS. MEMBERSHIP TO THE ADVISORY BOARD IS BY APPOINTMENT BY THE BOARD OF DIRECTORS, A PRESIDENT OF THE ADVISORY BOARD SHALL BE APPOINTED BY THE BOARD OF DIRECTORS, THE PRESIDENT OF THE ADVISORY BOARD SHALL CONDUCT MEETINGS OF THE ADVISORY BOARD IN THE MANNER OF THE VOTE AND WILL FORMALLY PRESENT MOTIONS TO THE BOARD OF DIRECTORS FOR CONSIDERATION AND ACTION. THE ADVISORY BOARD SHALL MEET IN OPEN FORUM WITH THE BOARD OF DIRECTORS AT THE REGULARLY SCHEDULED MEETING OF THE BOARD OF DIRECTORS.

REMOVAL OF A MEMBER OF THE BOARD OF DIRECTORS OR THE ADVISORY BOARD MUST BE BY A VOTE OF THREE / FOURTHS MAJORITY OF THE BOARD OF DIRECTORS.

UPON PROPER NOTICE THE BYLAWS MAY BE AMENDED, ALTERED OR RECINDED BY A THREE/ FOURTHS MAJORITY VOTE OF THE MEMBERS OF THE BOARD OF DIRECTORS AT ANY REGULAR MEETING. THE BOARD OF DIRECTORS MUST MEET IN A REGULAR MEETING A MINIMUM OF FOUR (4) TIMES A YEAR FOR THE PURPOSE OF CONDUCTING THE BUSINESS OF THE CORPORATION.

ARTICLE XI. AMENDMENTS

AMENDMENTS TO THE THESE ARTICLES OF INCORPORATION SHALL BE PROPOSED BY THE OFFICERS OF THE CORPORATION AND APPROVED BY THE BOARD OF DIRECTORS BY A THREE / FOURTHS VOTE OF ALL MEMBERS, WHO MUST BE PRESENT OR VOTE BY A WITNESSED PROXY VOTE. THIS CAN ONLY BE DONE AT A REGULARLY SCHEDULED MEETING OF THE BOARD THAT IS OPEN TO ALL MEMBERS OF THE 544 FAMILY OF UNITS.

ARTICLE XII. LIMITATIONS OF ACTIONS

ALL THE ASSETS AND EARNINGS OF THE CORPORATION SHALL BE USED EXCLUSIVELY FOR THE EXEMPT PURPOSES HEREINABOVE SET FORTH INCLUDING THE PAYMENT OF EXPENSES INCIDENTAL THERETO. NO PART OF THE NET EARNINGS SHALL INURE TO THE BENEFIT OF OR BE DISTRIBUTABLE TO ITS MEMBERS, TRUSTEES, OFFICERS OR ANY OF THE PRIVATE PERSONS, EXCEPT THAT THE CORPORATION SHALL BE AUTHORIZED TO PAY REASONABLE COMPENSATION FOR SERVICES RENDERED AND TO MAKE DISTRIBUTIONS AND PAYMENTS IN THE FURTHERANCE OF THE PURPOSES SET FORTH IN ARTICLE II HEREOF. NO SUBSTANTIAL PART OF ITS ACTIVITY SHALL BE FOR THE CARRYING ON OF A PROGRAM OF PROPAGANDA OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION, AND THE CORPORATION SHALL NOT PARTICIPATE IN OR INTERFERE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS) ANY POLITICAL CAMPAIGN ON BEHALF OF OR IN OPPOSITION TO ANY POLITICAL CANDIDATE. NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY AN ORGANIZATION EXEMPT FROM FEDERAL INCOME TAXATION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS) OR ANY ORGANIZATION, CONTRIBUTIONS TO WHICH ARE DEDUCTABLE UNDER SECTION 170 (c) (2) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS). THE CORPORATION SHALL HAVE NO CAPITAL STOCK, PAY NO DIVIDENDS, DISTRIBUTE NO PART OF ITS NET INCOME TO ANY MEMBER, DIRECTORS OR OFFICERS, AND THE PRIVATE PROPERTY OF THE SUBSCRIBERS, MEMBERS, DIRECTORS AND OFFICERS SHALL NOT BE LIABLE FOR THE DEBTS OF THE CORPORATION.

IN PARTICULAR, WITHOUT LIMITATION OF THE GENERALITY OF THE FOREGOING PARAGRAPH, DURING SUCH TIME AS THE CORPORATION MAY BE CONSIDERED A PRIVATE FOUNDATION AS DEFINED SECTION 509 (a) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS) IT SHALL NOT:

- (a) FAIL TO DISTRIBUTE ITS INCOME FOR EACH TAXABLE YEAR AT SUCH TIME AND IN SUCH MANNER AS NOT TO BECOME SUBJECT TO TAX ON UNDISTRIBUTED INCOME IMPOSED BY SECTION 4942 OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS);
- (b) ENGAGE IN ANY ACT OF SELF-DEALING AS DEFINED IN SECTION 4941 (d) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS);
- (c) RETAIN ANY EXCESS BUSINESS HOLDINGS AS DEFINED IN SECTION

4943 (c) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS);

- (d) MAKE ANY INVESTMENT IN SUCH MANNER AS TO SUBJECT IT TO TAX UNDER SECTION 4944 OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS);
- (e) MAKE ANY TAXABLE EXPENDITURES AS DEFINED IN SECTION 4945 (d) OF THE INTERNAL REVENUE CODE OF 1986 (OR CORRESPONDING PROVISIONS OF ANY SUBSEQUENT REVENUE LAWS).

ARTICLE XIII. DISSOLUTION

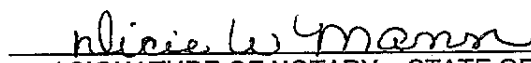
UPON THE DISSOLUTION OF THE CORPORATION, ALL ITS ASSETS REMAINING AFTER PAYMENT OF ALL COSTS AND EXPENSES OF SUCH DISSOLUTION SHALL BE DISTRIBUTED TO AN ORGANIZATION DESCRIBED IN THE SECTION 501 (c) (3) AND (c) (2) OF THE INTERNAL REVENUE CODE OF 1986, OR TO THE CORRESPONDING PROVISIONS OF ANY PRIOR OR FUTURE LAWS, AS SHALL BE SELECTED BY THE LAST BOARD OF DIRECTORS. NONE OF THE ASSETS WILL BE DISTRIBUTED TO ANY MEMBER, OFFICER OR DIRECTOR OF THIS CORPORATION.

IN WITNESS WHEREOF, THE UNDERSIGNED INCORPORATOR EXECUTED THESE ARTICLES THIS 21 DAY OF AUGUST, 2002.


ROBERT B. MCCRAY, INCORPORATOR

STATE OF FLORIDA
COUNTY OF VOLUSIA

SWORE TO AND SUBSRIED BEFORE ME THIS 21st DAY OF AUGUST, 2002
BY ROBERT B. MCCRAY


(SIGNATURE OF NOTARY – STATE OF FLORIDA)

DICIE W. MANN
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC933055
EXPIRES 5/2/2004
BONDED THRU ASA 1-888-NOTARY1

PERSONALLY KNOWN X OR PRODUCED IDENTIFICATION _____
TYPE OF IDENTIFICATION PRODUCED FLORIDA DRIVER'S LICENSE.

BSA TROOP 544; ROBERT MCCRAY; 1825 W. FRENCH AVE.; ORANGE CITY, FL 32763;
TEL: 800/ 694-7161; FAX: 386/775-1130; redbarn@n-jcenter.com