

N020000000173

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

700008302927--5  
-10/10/02--01029--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: THE SOLDIER'S ATTIC - In Remembrance 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

FROM: Dennis Short  
Name (Printed or typed)  
12745 Sandridge Drive  
Address  
Jacksonville, Florida 32258  
City, State & Zip  
904-928-8849 office 904-808-0694 home  
Daytime Telephone number

FILED  
02 OCT 24 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

October 14, 2002

DENNIS SHORT  
12745 SANDRIDGE DRIVE  
JACKSONVILLE, FL 32258

SUBJECT: THE SOLIDER'S ATTIC-IN REMEMBRANCE, INC.  
Ref. Number: W02000029535

We have received your document for THE SOLIDER'S ATTIC-IN REMEMBRANCE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6067.

Neysa Culligan  
Document Specialist  
New Filing Section

Letter Number: 902A00057196

**Certificate of Incorporation**  
or  
**The Soldier's Attic - In Remembrance, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name of this corporation is *The Soldier's Attic -In Remembrance Inc.*

**Second:** The Corporation's registered and principal office in the State of Florida is to be located at 12745 Sandridge Drive in the City of Jacksonville , County of Duval , in the State of Florida , 32258. The registered agent in charge there is Dennis Short , and is located at the same address .

**Third:** The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world vis:

This is a non stock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of Florida .

This Corporation shall exist in perpetuity unless dissolved .

Said corporation is organized exclusively for educational purposes, including, for such purposes, the making of distributions of organizations that qualify as exempt 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), to wit:

Providing educational programs , (i.e. Lectures, discussions, first person historical presentations, interactive participation in living history activities) to interested persons ,which includes Middle , High, College , Home School Students and adults . The "programs" will be based on the various United States military protocols, ceremonial functions, military history, instructions on the life and times of the common United States soldier and sailor focusing on the American Revolutionary War , the War Between the States, and World War II. The goal is to provide a forum in which the "student" can experience an intellectual as well as a practical appreciation of United States military history.

**Fourth:** The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

**Fifth:** The name and mailing address of the incorporator is: **Dennis Short , 12785 Sandridge Drive , Jacksonville, Fla. 32258**

**Sixth:** The powers of the incorporator are to be terminated upon filing of the Certificate of Incorporation, and the name and mailing address of the persons who are to serve as directors until successors are elected are as follows:

- 1. *Dennis Short, 12785 Sand Ridge Drive , Jacksonville, Florida 32258***
- 2. *Patrick Adkins , 2324 Willow Oak Drive , Edgewater , Florida 32141***
- 3. *John Zaruba, 1005 Bella Vista Boulevard Apt 119 , St Augustine, Florida 32095***

**Seventh:** The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the By Laws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the By laws or by Statute. Members in this Corporation will be defined by the Bylaws . The Board of Directors shall be elected by the members, as defined by the By Laws , at the annual meeting of the corporation to be held on such date as the Bylaws may provide and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The of Board of Directors may , by resolution or resolutions passed by a majority of the whole Board , designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Directors of the corporation may , if the Bylaws so provide , be classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter , repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provide that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

**Eight:** Meetings may be held outside the State of Florida, if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

**Ninth:** 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 purpose set forth in Article Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements ) any 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).

**Tenth:** Upon the dissolution of the corporation , the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner , as to such organization or organizations and operated exclusively for charitable, educational , religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 designated purposes.

**Eleventh:** The corporation reserves the right to amend, alter , change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

**Twelfth:** Directors of the corporation shall not, be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

**Thirteenth:** The name and mailing address of the Initial Registered Agent is: **Dennis Short , 12785 Sandridge Drive , Jacksonville , Fla. 32258**

**I , THE UNDERSIGN,** being each of the incorporators hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to Chapter 1 of Title 8 of the State of Florida, do make this certificate, hereby declaring and certifying that the facts herein

stated are true, and accordingly have hereunto set my hand this  
8<sup>th</sup> day of February 2002 A.D.

  
Dennis Short  
Signature /Incorporator

Having been named as registered Agent to accept services 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

  
Dennis Short  
Signature/Registered Agent

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