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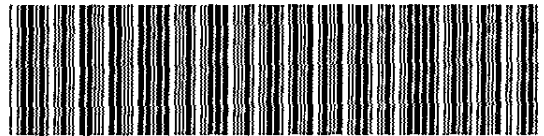
(Business Entity Name)

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TALLAHASSEE, FLORIDA

Bm 11/2

LAW OFFICES OF
ARLENE B. HUBER

TELEPHONE (386) 329-9660
FACSIMILE (386) 329-9662

520 OAK STREET
PALATKA, FLORIDA 32177

ALSO ADMITTED IN OHIO

Transmittal Letter

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

RE: Filing of Articles of DATE: April 2, 2004
Incorporation - Forty-Eight Stars, Inc., a non-profit corp.
PLEASE FIND ENCLOSED:

- | | | | |
|-------------------------------------|--|--------------------------|---------------------------------|
| <input type="checkbox"/> | Complaint/Petition | <input type="checkbox"/> | Motion/Hearing |
| <input type="checkbox"/> | Answer/Reply | | date & time |
| <input type="checkbox"/> | Judgment Entry | <input type="checkbox"/> | Notice of Pre-Trial |
| <input type="checkbox"/> | Recommendation/Report | | date & time |
| | last day to object _____ | <input type="checkbox"/> | Trial Notice |
| <input type="checkbox"/> | Request for Production of | | date & time |
| | Documents | <input type="checkbox"/> | Copy of Correspondence received |
| <input type="checkbox"/> | Demand For Discovery | | |
| <input type="checkbox"/> | Notice of Appearance of Counsel | | |
| <input checked="" type="checkbox"/> | Other: Check for \$78.75 in payment for filing fees, reg.agt.
designation and certified copy; Articles of Incorporation | | |

INSTRUCTIONS AND COMMENTS:

- ☐ The enclosed is for your information and file.
- ☐ Your attendance on the above date is required.
- ☐ Your attendance on the above date is not required.
- ☐ Please sign the enclosed and return to my office.
- ☐ Please examine the enclosed and telephone my office.
- ☐ Please pay the enclosed statement directly to the provider.
- ☐ Please telephone my office for an appointment.
- ☐ Please complete and return to my office by _____
- ☐ Set up an appointment by _____ to discuss the enclosure.
- (IMPORTANT)
- ☒ Other: please file the enclosed Articles and return a
certified copy to the above address.

*Please contact us if you
have questions, comments
or desire more information*

ARTICLES OF INCORPORATION

OF

FORTY-EIGHT STARS, INC.
(a corporation not for profit)

WE, the undersigned, with other persons being desirous of forming a corporation for charitable civic, and educational purposes under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I

Corporate Name

The name of this corporation is **Forty-Eight Stars, Inc.**

ARTICLE II

Initial Principal Office

The initial street address and mailing address of the initial principal office is: 1220 Kirby Street, Palatka, FL 32177.

ARTICLE III

Purposes

This is a non-profit corporation organized exclusively for public civic, charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code and for any lawful purpose not for pecuniary profit pursuant to Florida Corporations Not-For-Profit laws as provided in Section 617 of the Florida Statutes.

The corporation will preserve and/or renovate significant tangible properties and artifacts existent from the "forty-eight

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stars" era, particularly from the World War II era, such efforts to include renovation, display and use as a "living" museum certain sea-going vessels, the initial vessel being used for a water tender; and further, to solicit and preserve oral histories and memorabilia as a partner organization to the Veterans History Project.

The objectives include, but are not necessarily limited to the following:

The gathering and preserving of artifacts and remembrances from forty-eight stars America while oral histories and artifacts remain available for the education of this and future generations.

ARTICLE IV

Duration

This corporation shall exist perpetually from the date it is filed with the Department of State, unless sooner dissolved by law.

ARTICLE V

Management of Corporate Affairs

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The Board of Directors shall be elected as set forth in the Bylaws of the corporation and pursuant to Florida law, Chapter 617, Florida Statutes. The initial number of directors of this corporation shall be five (5); provided, however, that such number may be changed by a majority vote of the membership. The directors hereinafter named shall hold office until the first annual meeting. The names and addresses of such initial directors are as follows:

Name	Address
Boyd Thompson	1220 Kirby Street Palatka, FL 32177
Jeanie Thompson	1220 Kirby Street Palatka, FL 32177
Dan Reaser	11865 Foothills Road Sunol, CA 94586
Arlene B. Huber	520 Oak Street Palatka, FL 32177
Keith E. Cutrer	141 Underwood Drive Palatka, FL 32177

At the first annual meeting, a slate of directors will be elected pursuant to law. Formal written notice as to both regular and special meetings of the Board of Directors shall not be required; and telephonic meetings of the Board are hereby specifically authorized.

ARTICLE VI

Resident Agent and Office

The street address of the initial registered office is 1220 Kirby Street, Palatka, FL 32177, and the name of the initial registered agent at such address is Boyd Thompson.

ARTICLE VII

Membership

The Board of Directors of the corporation shall have the power to admit members to the corporation in such manner, subject to such qualifications, and upon such terms and conditions as may be provided from time to time in the Bylaws of the corporation.

ARTICLE VIII

Amendment of Bylaws

Bylaws of this corporation may be made, altered, rescinded or added to by a

majority vote of the Board of Directors.

ARTICLE IX

Amendment of Articles

Amendments to these Articles of Incorporation may be made by a majority vote of the membership entitled to vote thereon at any duly-called membership meeting of the corporation.

ARTICLE X

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational, charitable, and civic purposes as set forth above, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

ARTICLE XI

Earnings & Activities of Corporation

(a) 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 in Article III hereof.

(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 distribution of statements) any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the corporation shall

not carry on any other activities not permitted to be carried on (i) 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), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation.

ARTICLE XII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization or 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), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

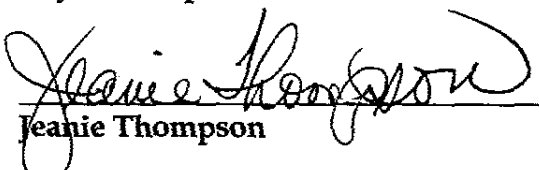
Subscribers

The names and residence addresses of the Subscribers of this corporation are as follows:

Name	Address
Boyd Thompson	1220 Kirby Street Palatka, FL 32177
Jeanie Thompson	1220 Kirby Street Palatka, FL 32177

WE, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 2nd day of April, 2004.

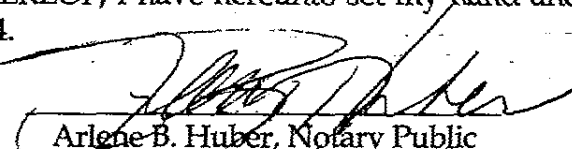

Boyd Thompson


Jeanie Thompson

STATE OF FLORIDA
COUNTY OF PUTNAM

Before me, the undersigned authority, personally appeared **Boyd Thompson and Jeanie Thompson**, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to and before me that they executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 2nd day of April, 2004.


Arlene B. Huber, Notary Public

Stamp:



Arlene B. Huber
My Commission CC960372
Expires September 29, 2004

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS
MAY BE SERVED AND THE PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA**

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

Forty-Eight Stars, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at Palatka, County of Putnam and State of Florida, has named **Boyd Thompson** as its registered agent to accept service of process within this state, who is located at **1220 Kirby Street, Palatka, FL 32177**.

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this Certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said sections relative to keeping open the registered office.


Boyd Thompson, Registered Agent

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