

CHESSER & BARR, P.A.

1201 Eglin Parkway
Shalimar, Florida 32579

Telephone: (850) 651-9944

Facsimile: (850) 651-6084

D. MICHAEL CHESSER
Board Certified, Real Estate Lawyer

HARRY E. BARR
Board Certified, Civil Trial Lawyer

KAREN L. ARNETT

THOMAS REED

LOUIS L. LONG, JR.

LESLIE D. SHEEKLEY

CHRISTA L. SWANICK

Of Counsel

JEROME A. ZIVAN

mike@chesserbarr.com

Thursday, December 16, 2004

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

**Re: Michael H. Minger Memorial Foundation
Our File Number: 200237-00002**

Dear Sir or Madam:

Please find enclosed an original and one copy of the following documents:

1. Articles of Incorporation; and
2. Check in the amount of \$78.75.

Please file the original document into your records and return the copy to me in the self addressed envelope with postage prepaid, which I have included for your convenience. Should you have any questions concerning this matter, please feel free to call.

Thanking you for your attention to this matter, I remain,

Sincerely,



Lisa R. Rivais, Legal Assistant to
D. Michael Chesser, Esquire

Enclosures.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 22, 2004

CHESSER & BARR, P.A.
1201 EGLIN PARKWAY
SHALIMAR, FL 32579

1-12

SUBJECT: MICHAEL H. MINGER MEMORIAL FOUNDATION
Ref. Number: W04000046734

We have received your document for MICHAEL H. MINGER MEMORIAL FOUNDATION. However, the document has not been filed and is being returned for the following:

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

An effective date may be added to the Articles of Incorporation if a 2005 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 004A00071109

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Monday, January 10, 2005

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

Re: Michael H. Minger Memorial Foundation
Our File Number: 200237-00002

Dear Sir or Madam:

Please find enclosed the following documents:

1. Original and one copy of Revised Articles of Incorporation; and
2. Copy of letter from your office dated December 22, 2004.

Please file the original document into your records and return the copy to me in the self addressed envelope with postage prepaid, which I have included for your convenience. Should you have any questions concerning this matter, please feel free to call.

Thanking you for your attention to this matter, I remain,

Sincerely,



Lance D. Clouse, Esquire

Enclosures.

ARTICLES OF INCORPORATION
OF
MICHAEL H. MINGER
MEMORIAL FOUNDATION, INC.

FILED
2005 JUN 12 P 2:23
SECRET
TALLAHASSEE, FLORIDA

We, the undersigned residents of the State of Florida, being twenty-one (21) years or more of age, do hereby associate ourselves together for the purpose of forming a nonprofit corporation under the statutes of the State of Florida.

ARTICLE I
NAME AND LOCATION

The name of the corporation shall be the "Michael H. Minger Memorial Foundation, Inc.", and its location shall be 1350 East John Sims Parkway, City of Niceville, County of Okaloosa, State of Florida.

ARTICLE II
PURPOSE

Said corporation is organized to improve or enhance fire safety systems and standards on college and university campuses and engage in any lawful act or activity for which corporations may be organized under Chapter 617 of the Florida Statutes and that such organizations exist exclusively for charitable, religious, and educational purposes as determined under Sections 501(c)(3) and 170 of the Internal Revenue Code or corresponding section of any future federal tax code. This corporation is founded to honor the life of Michael H. Minger, an outstanding young man, who lost his life in a college dormitory fire.

ARTICLE III
DURATION

The period of duration of this corporation shall be perpetual.

ARTICLE IV PROHIBITED ACTS

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 purposes set forth in ARTICLE TWO. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt for Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V STOCK

The corporation shall be a nonstock corporation, and no dividends or pecuniary profits shall be declared or paid to the members thereof.

ARTICLE VI DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the names and addresses of the persons who are to serve as initial directors are as follows:

Name	Address
<u>Gail L. Minger</u>	<u>1350 E. John Sims Parkway, Niceville, Florida 32578</u>

John Minger 1350 E. John Sims Parkway, Niceville, Florida 32578

Melissa Faye Minger 761 Shell Sand Circle, Charleston, South Carolina 29412

Members of the Board of Directors shall be elected and hold office in accordance with the By-Laws.

ARTICLE VII GENERAL OFFICERS

The general officers of the corporation shall be the president, vice-president, and secretary/treasurer. The By-Laws shall provide the qualifications to hold office, the duties of each office, and the duration of each officer's term. The initial officers of the corporation shall be:

Name	Office
<u>Gail L. Minger</u>	<u>President</u>
<u>John Minger</u>	<u>Secretary/Treasurer</u>
<u>Melissa Faye Minger</u>	<u>Vice President</u>

ARTICLE VIII MEMBERSHIP REQUIREMENTS

The conditions and regulations of membership and the rights and other privileges of the classes of membership shall be determined and fixed by the bylaws.

ARTICLE IX AMENDMENTS

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the directors present at a meeting of the Board of Directors.

**ARTICLE X
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon the 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 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, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XI
INCORPORATOR**

The incorporator is Gail L. Minger, of 1350 E. Sims Parkway, City of Niceville, County of Okaloosa, State of Florida.

**ARTICLE XII
REGISTERED AGENT**

The registered agent is D. Michael Chesser, Esq., of 1201 Eglin Parkway, City of Shalimar, County of Okaloosa, State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute these Articles of Incorporation on January 7, 2005.

Gail L. Minger
Incorporator

ACKNOWLEDGEMENT

STATE OF FLORIDA

COUNTY OF OKALOOSA

Before me, the undersigned officer, personally appeared the above signed Gail L. Minger, Incorporator, for the purpose of lawfully executing these Articles of Incorporation.



Sarah L. Steinen
MY COMMISSION # DD253757 EXPIRES
September 28, 2007
BONDED THROUGH F&N INSURANCE, INC.

Sarah L. Steinen
Notary Public

My Commission Expires:

ACCEPTANCE BY THE REGISTERED AGENT

I, D. Michael Chesser, hereby accept appointment as registered agent for the corporation, and acknowledge my acceptance with my signature below on June 7, 2005, 2005.

D. Michael Chesser
Registered Agent

FILED
2005 JUN 12 P 2:28
TALLAHASSEE, FLORIDA