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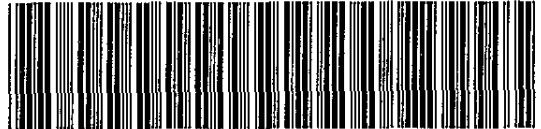
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CLERK OF STATE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

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

SUBJECT: VERO BEACH NEST 308 FRATERNAL
ORDER ORIOLES, 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: HOWARD M. FALLIS
Name (Printed or typed)

605 10TH COURT
Address

VERO BEACH, FL 32962
City, State & Zip

772-231-1440
Daytime Telephone number

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
VERO BEACH NEST 308 FRATERNAL ORDER ORIOLES, INC.

Notice is hereby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florid Statutes and we do hereby accept all the rights, privileges, benefits and obligations conferred and imposed by such laws, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I – NAME

The name of the corporation is Vero Beach Nest 308 Fraternal Order Orioles, Inc.

ARTICLE II – PRINCIPAL OFFICE

The Principal place of business for the Corporation is:
1624 14th Avenue, Vero Beach, FL 32960
The Mailing address for the Corporation is:
84A S Harbor Drive, Vero Beach, FL 31960

ARTICLE III– CORPORATE PURPOSE

The object and purpose of the Corporation shall be to raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable, religious or educational purposes.

ARTICLE IV – MANAGEMENT

Section 1. A Board of Trustees shall manage the affairs of the Corporation. The Board of Trustees shall consist of not less than four (4) and not more than nine persons, four of which must be current officers. Trustees shall be elected or removed in accordance with the procedure provided in the By-Laws.

Section 2. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. These officers shall be elected and shall hold office in a manner provided by the By-Laws of the Corporation.

ARTICLE V – INITIAL OFFICERS AND DIRECTORS

The names and residence addresses of the directors/officers who are to manage all the affairs of the Corporation until the first annual meeting are:
President:
James Gearhardt - 84A South Harbor Drive, Vero Beach, Fl 32960
Vice President:

John E. Quigley - 3428 11th Street, SW, Vero Beach, Fl 32968
Secretary:
H. Michael Fallis - 605 10th Court, Vero Beach, Fl 32962
Treasurer:
Alice Davis - 2235 10th Lane, Vero Beach, Fl 32962

ARTICLE VI – REGISTERED OFFICE AND REGISTERED AGENT

The above-named incorporators, desiring to organize this corporation under the laws of the State of Florida, hereby designate the Corporation's registered principal office to be located at 84A S. Harbor Drive, Vero Beach, Florida 32960 and hereby designate and appoint James Gearhardt as Registered Agent of the Corporation, to accept service of process within the State, to serve in such capacity until his successor is selected and duly designated.

ARTICLE VII – INCORPORATOR

The incorporator for the Corporation is:
H. Michael Fallis, CPA
605 10th Court, Vero Beach, FL 32962

ARTICLE VIII – MEMBERSHIP

Section 1. Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the By-Laws of the Corporation.

Section 2. Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

Section 3. Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty days prior written notice to the Board of Directors.

ARTICLE IX – DURATION

The Corporation shall have perpetual existence.

ARTICLE X – LAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The By-Laws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting; provided that notice thereof, which shall include the text of the By-Laws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the By-Laws is to be voted upon.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the Board of Trustees present or

voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the of the change to the Articles of Incorporation has been furnished in writing to each voting member Board of Trustees at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with Florida Statutes regarding amendments to articles of incorporation on not for profit corporations.

ARTICLE XI – GENERAL

All income and assets of the Corporation, above necessary expenses, shall be donated to local charitable organizations and yearly scholarships to students in the Indian River County School District who have shown scholastic ability and a financial need. Th Corporation shall have no capital stock and shall pay no dividends to its incorporators, trustees, officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, trustees or officers.

ARTICLE XII – INDEMNIFICATION

The Corporation shall indemnify any officer, trustee or employee on the Corporation, or any former officer, trustee or employee of the Corporation, to the full extent permitted and as set forth the Florida General Corporation Act.

ARTICLE XIII – PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.
2. Allow any part of its net income to inure to the benefit of officers, trustees or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.
3. Conduct any activities not permitted to be carried on by organizations exempt under Section 501 (c) (8) of the Internal Revenue Code of 1954, as amended, and its regulations as they now exist or as they may hereafter be amended, or by any organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII – DEDICATION OF ASSETS

The Corporation dedicates all assets, which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more

organizations which themselves are exempt as organizations described in Section 501 (c) (8) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a State or Local government for exclusive public purpose.

IN WITNESS THEREOF, the undersigned have subscribed their names under seal this 10 day of JANUARY, 2005.

James E. MacLure
President

John E. Quigley II
Vice President

Samuel M. Telle
Secretary

Alice L. Davis
Treasurer

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BEFORE ME, the undersigned authority, personally appeared

JAMES GEARHARDT, JOHN QUIGLEY II, HOWARD FALLS, and

ALICE DAVIS, who subscribed their names to the foregoing Articles of Incorporation for the purposes therein expressed.

Witnessed my hand and official seal in the aforesaid County and State, this
10 day of JANUARY 2005.

Gerry L. Waite
Notary Public, State of Florida



Gerry L. Waite
Commission # DD 027880
Expires May 22, 2005
Bonded Thru
Atlantic Bonding Co., Inc.

My Commission Expires: MAY 22, 2005
Type of I.D. produced: FLORIDA DRIVER'S LICENSE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA