

Law Offices
Gibson & Loggins

PROFESSIONAL ASSOCIATION
WACHOVIA BANK BUILDING
303 BANYAN BOULEVARD, SUITE 400
POST OFFICE BOX 1629
WEST PALM BEACH, FLORIDA 33402-1629

HERBERT C. GIBSON
(FLORIDA BAR BOARD CERTIFIED IN REAL ESTATE LAW)
KATHLEEN J. LOGGINS

TELEPHONE (561) 655-8686
FACSIMILE (561) 832-6236

W. TERRY GIBSON (1898-1960)
HERBERT T. GIBSON (1904-1985)

March 29, 2006

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

Gentlemen:

You will find enclosed Articles of Incorporation of NMCB Fourteen Alumni Association, Inc., together with our check in the amount of \$78.75 for the filing fee and a certified copy which is to be mailed to the undersigned at the above address.

Sincerely yours,


Herbert C. Gibson 

I am
Encl.

FILED
06 MAR 31 AM 7:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
NMCB FOURTEEN ALUMNI ASSOCIATION, INC.

The undersigned hereby submits these Articles of Incorporation for the purpose of forming a nonprofit corporation under Chapter 617 of the laws of the State of Florida.

1. The name of the corporation is NMCB FOURTEEN ALUMNI ASSOCIATION, INC. (hereinafter the "corporation").
2. NMCB means Naval Mobile Construction Battalion and Alumni are those who have served with this Battalion, spouses, or children.
3. The purpose(s) for which the corporation is organized are for charitable and educational support activities, including the provision of the basic necessities of life for widows, children or other family members of current members active or inactive duty and former members of NMCB FOURTEEN, especially for the members that were wounded or killed in conflict while on Active Duty with the armed forces of the United States of America, including, for such purposes, but not limited to the making of distributions to organization or organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Law).
4. It is the intent in the forming of this corporation that it qualify as a 501 (c)(3) organization and that it will operate within the qualifying requirements of 501 (c)(3) of the Internal Revenue Code ("the code") and all regulations published pursuant to said section of the code. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its, Directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered including room and board for official officer and director meetings, to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. 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. Notwithstanding any other provision 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 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

5. The corporation shall have the following original organizational members:

George R. Brockway, Captain USNR, Retired
(President)

Randall K. Bushey, Captain USNR, Retired
(Treasurer)

Commander Joe Schweigart, Commander USNR, Retired
(Vice President)

Command Master Chief William Purkis, USNR, Retired
(Secretary)

The original members shall organize the corporation and create its bylaws, and seek alumni who shall be alumni members. An original member may resign, and upon such resignation shall be replaced by a majority of the remaining organizational members. Members shall have power and duties as are set forth in the bylaws. The organizational members shall remain and retain a status as organization members, and the organizational members will solicit alumni members to carry out the purposes of the corporation, and otherwise continue as service leaders of the organization.

6. In furtherance of its business, the corporation shall have all powers required in order to meet its stated purpose and these powers shall include, but not be limited to, all powers that are specified in Florida Statute 617.0302, effective as of the date of these Articles of Incorporation, and those later given by Statutory Law. (Certain powers as specifically enumerated shall be reserved to the Member, or members, and the balance of the powers shall be exercised by a Board of Directors who will serve as the directors of the corporation).
7. The address of the initial registered office of the corporation in the State of Florida is: 303 Banyan Blvd, Suite 400, West Palm Beach, FL 33402-1629. And the name of its initial registered agent at such address is: Herbert C. Gibson, 303 Banyan Blvd., Suite 400, West Palm Beach, FL 33402-1629.
8. The street address and mailing address of the principal office of the corporation is: 303 Banyan Blvd., Suite 400, West Palm Beach, FL 33402-1629.

9. The corporation will receive donations in cash or stock, estates, insurance and by other means, including proper fund raising activities and administer the funds in accord with the wishes of the donor but consistent with the provisions of this charter.
10. The corporation will serve as preserver or investor of the funds made available to it as endowment for uses described in paragraph 3, above.
11. Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all 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 and educational, purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of, shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes, that are consistent with the charter and the not for profit corporation laws of the State of Florida.
12. To the fullest extent permitted by the Florida Nonprofit Corporation Laws as it exists or may hereafter be amended, no person who is serving or who has served as a director of the corporation shall be personally liable for monetary damages for breach of any duty as a director. No amendment or repeal of this article, nor the adoption of any other amendment to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or adoption.
13. The name and address of the incorporators are:
 - George R. Brockway, Captain USNR, Retired
(President)
5217 Misty Morn Road.
Palm Beach Gardens, FL 33418-7807
 - Randall K. Bushey, Captain USNR, Retired
(Treasurer)
13140 A Quiet Woods Road
Wellington, FL 33414

Commander Joe Schweigart, Commander USNR, Retired
(Vice President)
Post Office Box 19581
West Palm Beach, FL 33416-9581

Command Master Chief William Purkis, USNR, Retired
(Secretary)
1788 S. W. County Road 769
Arcadia, FL 34266-8593

14. These articles are to be effective upon filing.
15. The incorporators signing below shall be the original Board of Directors. They will serve until election as provided in the bylaws for the Board of Directors and officers of the corporation. They shall serve as the initial officers of the corporation in the capacity as designated in the signature block. The Board of Directors shall have all of the powers provided by law consistent with the bylaws.
16. These Articles of Incorporation may only be amended after unanimous amendment approval by the organizational Members, and approval by the Board of Directors. A special meeting of the Members and the Board of Directors will be required to consider any amendment. Notice and vote requirements are set forth in the By-Laws.

By: George R. Brockway 3-23-06
George R. Brockway, Date
Captain USNR, Retired,
INCORPORATOR
(President)

By: Randall K. Bushey 23 Mar 06
Randall K. Bushey, Date
Captain USNR, Retired,
INCORPORATOR
(Treasurer)

By: Joe Schweigart 3-23-06
Date
Joe Schweigart
Commander, USNR, Retired
INCORPORATOR
(Vice President)

By: William Purkis 23 March 06
Date
William Purkis
Command Master Chief, USNR, Retired
INCORPORATOR
(Secretary)

IN WITNESS WHEREOF, the above signed subscriber has executed these Articles of Incorporation, this 23rd day of March 2006.

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above appeared **George R. Brockway**, Captain USNR, Retired, Incorporator, who is personally known to me, **Randall K. Bushey**, Captain USNR, Retired, who produced a Florida Driver's License # PERSONALLY KNOWN TO ME as proof of identification, **Joe Schweigart**, Commander USNR, Retired (Vice President), Incorporator who produced a Florida Driver's License # PERSONALLY KNOWN TO ME as proof of identification and **William Purkis**, Command Master Chief USNR, Retired, Incorporator who produced a Florida Driver's License # PERSONALLY KNOWN TO ME as proof of identification, all known by me to be the persons who executed these Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHERE OF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 23rd day of March, 2006.



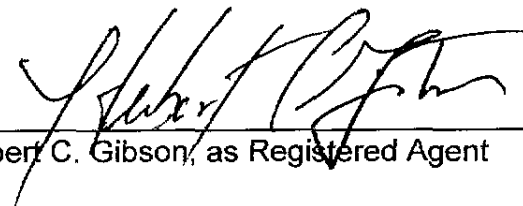
Herbert C. Gibson
Print Name of Notary
NOTARY PUBLIC
Commission Number: _____
Commission Expires: _____

ACCEPTANCE BY REGISTERED AGENT

I HEREBY CERTIFY that I am a permanent resident of Palm Beach County, Florida, with my residence located at 6309 Washington Road, West Palm Beach, FL 33405. I do hereby accept the foregoing designation of Registered Agent.

I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Florida Statute §607.0501.

DATED at West Palm Beach, Florida, this 23rd day of March, 2006.

By: 
Herbert C. Gibson, as Registered Agent

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Fla. Stat. § 607.325, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

NMCB FOURTEEN ALUMNI ASSOCIATION, INC.
2. The name and address of the registered agent and office is

Herbert C. Gibson, Esq.
303 Banyan Boulevard, Suite 400
West Palm Beach, Florida 33401

By: George R. Brockway 3-23-06
George R. Brockway, Date
Captain USNR, Retired,
INCORPORATOR
(President)

By: Randall K. Bushey 3-23-06
Randall K. Bushey, Date
Captain USNR, Retired
INCORPORATOR
(Treasurer)

By: Joe Schweigart 3-23-06
Joe Schweigart Date
Commander, USNR, Retired
INCORPORATOR
(Vice President)

By: William Purkis 23 Mar 06
William Purkis Date
Command Master Chief, USNR, Retired
INCORPORATOR
(Secretary)

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF §607.325, FLORIDA STATUTES.

Herbert C. Gibson 3-23-06
Herbert C. Gibson Date