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FLORIDA PROFIT/NON PROFIT CORPORATION

USS PERRY REUNION ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
USS PERRY REUNION ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation, desiring to form a corporation not for profit, without capital stock, under the Florida Not For Profit Corporation Act, does hereby accept all of the rights and privileges, benefits and obligations conferred and imposed by the Act and does hereby adopt the following Articles of Incorporation as the Charter of the Corporation hereby organized.

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the Corporation shall be: **USS PERRY REUNION ASSOCIATION, INC.**

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

**ARTICLE III
PURPOSES AND POWERS**

Section 1. The Corporation is organized for the purpose of raising, receiving and maintaining 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 any one or more lawful purposes not for pecuniary profit, and to carry out such other activities as are lawful for a Florida not for profit corporation.

The purposes shall include, but not be limited to:

(a) initiating, organizing, conducting, presenting, carrying on, exhibiting and promoting, alone or in conjunction or cooperation with other organizations that are qualified as exempt organizations under Section 501(c)(3) of Internal Revenue Code of 1986, as amended, programs or projects for assisting and encouraging reunions of veterans of the United States Navy and their families; and in particular, veterans who have served on any United States Navy vessel named in part or in whole the "U.S.S. Perry"; and,

(b) encouraging and assisting with the operations and fundraising efforts for reunions, gifts or honorariums to former shipmates and their families and to

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foster camaraderie among those veterans who served on any United States Navy vessel named in part or in whole the "U.S.S. Perry".

Notwithstanding any other provision of these Articles, the Corporation is organized for exclusively religious, charitable, scientific, literary, and educational purposes within the meaning of IRC 501(c)(3) or the corresponding provision of any future United States Internal Revenue Law. All of the assets and earnings of the Corporation shall be used exclusively for charitable, scientific, literary and educational purposes, and no part of the net earnings of the Corporation shall inure to the benefit of any private shareholder, member or individual, and no substantial part of the Corporation's activities shall be for the purpose of carrying on of propaganda or otherwise attempting to influence legislation.

Section 2. The Corporation shall have all the powers provided by law, subject to the limitations set forth in Article III, Section 3, including but not limited to the following powers:

(a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.

(b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(c) Adopt and use a common corporate seal and alter the same; provided however, that such seal shall always contain the words "Corporation Not for Profit."

(d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for the administration of the affairs of the Corporation and the exercise of its corporate powers.

(f) Increase, by a vote of its directors cast as the Bylaws may direct, the number of its directors, so that the number shall not be less than three (3).

(g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida law in any state, territory, district or possession of the United States or any foreign country.

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(i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal Property or any interest therein wherever situated.

(j) Acquire, enjoy, utilize and depose of Patents, copyrights and trademarks and any licenses and other rights or interests thereunder or therein.

(k) Sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(m) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested except as prohibited by Section 617.0833, Florida Statutes.

(n) Create an executive committee by resolution adopted by a majority of its full board of directors, which committee may have and may exercise all of the authority of the board of directors, except as the exercise of such powers may be limited by the Bylaws.

(o) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.

(p) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.

(q) Do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

Section 3. The powers of the Corporation shall be subject to the following:

(a) The Corporation shall be operated exclusively for, and shall only have the power to perform, activities exclusively within the meaning, requirements and effect of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

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(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(e) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(f) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

(g) The Corporation shall not engage in any prohibited transaction as defined in Section 503(b) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.

ARTICLE IV **MEMBERSHIP**

Section 1. The members of the Corporation shall be any person who has served on any United States Navy vessel named in part or in whole the "U.S.S. Perry" and who has paid his or her annual membership dues as may be established from time to time by the Board of Directors. The members shall have such voting rights as set forth in the Bylaws.

Section 2. The Bylaws may provide for one or more classes of other members, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws.

ARTICLE V **LIMITATION**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers; provided, however, that the

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Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III.

ARTICLE VI DIRECTORS AND OFFICERS

Section 1. Directors. The management of the Corporation shall be vested in a Board of Directors. The Board of Directors shall serve until their successors have been elected and qualified, in the manner provided in the Bylaws. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but may never be less than three (3).

Section 2. Election of Directors. Directors shall be elected for a term of three (3) years, or until their successors have been elected and qualified. Persons shall be elected by to the Board of Directors in the manner provided in the Bylaws.

Section 3. Officers. The Officers of the Corporation shall be a President, such Vice-Presidents as the Board of Directors may by resolution appoint, a Treasurer and a Secretary. The officers shall be elected for such terms and shall hold office in the manner provided in the Bylaws.

ARTICLE VII INDEMNIFICATION

The Corporation shall have the authority to indemnify any Officer, Director, or employee of the Corporation or any former Officer, Director or employee of the Corporation in its Bylaws, or otherwise as permitted under the Florida General Corporation Act and the Florida Not For Profit Corporation Act.

The Corporation, pursuant to Section 617.0831 and Section 607.0850(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or as provided in the Bylaws, or (ii) in situations where indemnification is mandatory under Section 607.0850(3) Florida Statutes, or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.0850(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute; the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850(9).

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ARTICLE VIII
CORPORATE ADDRESS AND
REGISTERED OFFICE AND AGENT

The address of the Corporation is 405 North Reo Street, Tampa, Florida 33609. The street address of the registered office of the Corporation is 210 N. Franklin Street, Suite 2200, Tampa, Florida 33602, and the name of the Registered Agent of the Corporation at that address is MICHAEL J. NOLAN.

ARTICLE IX
AMENDMENT

The Corporation reserves the right, in accordance with the Florida Not For Profit Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation. The Members may not amend the Articles of Incorporation without action by the Directors as provided in Section 617.1002, Florida Statutes. A two-thirds majority of the Members of the Corporation shall be required to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation.

ARTICLE X
INCORPORATOR

The name address of the Incorporator of this Corporation is MICHAEL J. NOLAN, 210 N. Franklin Street, Suite 2200 Tampa, Florida 33602

ARTICLE XI
BYLAWS

The Bylaws of the Corporation may be made and adopted, altered, amended or rescinded by the Board of Directors.

ARTICLE XII
NONSTOCK BASIS

The Corporation is organized on a non-stock basis. The Corporation shall not issue shares of Stock.

ARTICLE XIII
DEDICATION OF ASSETS

The Corporation dedicates that all assets that it may acquire to the charitable and public purposes set forth in Article III hereof. In the event of dissolution, the Corporation

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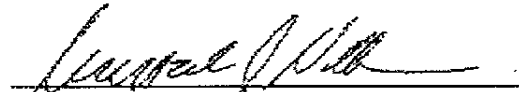
From: Katie Wonsch

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shall distribute all of its assets to one or more organizations which are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of successor law or statute; or to the Federal government; or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the above named Incorporator has hereunto subscribed his name this 23rd day of June, 2006.




Michael J. Nolan, Incorporator

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

IN COMPLIANCE WITH SECTIONS 48.091, 617.0202, 617.0501, AND 617.023,
FLORIDA STATUTES, 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. FURTHER, I CERTIFY THAT I AM FAMILIAR WITH AND AGREE
TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, INCLUDING THE
DUTIES AND OBLIGATIONS PROVIDED FOR IN SECTION 607.0503, RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


Michael J. Nolan, Registered Agent
Dated: June 23, 2006

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