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**EFFECTIVE DATE**  
**07/06/2006**

**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Troop 12, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
Troop 12, Inc.  
(a not-for-profit corporation)**

**EFFECTIVE DATE**  
07/06/2006

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a not for profit corporation (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act"), as follows:

**ARTICLE I**  
**Name**

The name of the Corporation is Troop 12, Inc.

**ARTICLE II**  
**Term of Existence**

Corporate existence will commence on July 6, 2006, in accordance with Section 617.0203(1) of the Act. The Corporation will have perpetual existence thereafter.

**ARTICLE III**  
**Principal Office and Mailing Address**

The principal office and mailing address of the Corporation is 205 2<sup>nd</sup> Avenue, P.O. Box 7, Lutz, FL 33549.

**ARTICLE IV**  
**Purposes**

The purposes for which the Corporation is formed are to hold real property for the benefit of, and to provide general support to, Troop 12 of the Gulf Ridge Council, Boy Scouts of America ("Troop 12") and for all other lawful purposes for a not-for-profit corporation.

**ARTICLE V**  
**Powers**

The Corporation will have all powers granted by law to not-for-profit corporations subject to the limitations described elsewhere in these Articles of Incorporation and as may be required in order for the Corporation to maintain its nonprofit and tax-exempt status under both Florida law and the Internal Revenue Code of 1986, as amended from time to time, or its successor laws and regulations (the "Code"). Notwithstanding any other provision of these Articles of Incorporation, the Corporation will 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 Code; or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code. In attempting to fulfill the general nature of the objects of this Corporation, and to

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ensure that it meets with the requirements of an exempt organization under Section 501(c)(3) of the Code, the Corporation will strictly adhere to the following:

- (1) The Corporation will not engage in any act of self-dealing as defined in the Code that would jeopardize its tax-exempt status;
- (2) The Corporation will not allow its members or directors to have a vested interest in its assets;
- (3) The Corporation will not make any investments which would jeopardize its charitable purpose.

**ARTICLE VI**  
**Limitation on Activities**

No part of the net earnings of the Corporation will inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes). Nothing in these Articles of Incorporation restricts the Corporation from reimbursing the members for funds borrowed by the Corporation or paying reasonable compensation for services performed.

**ARTICLE VII**  
**Dissolution**

Upon dissolution of this Corporation, after providing for all of the Corporation's liabilities, all assets of the Corporation shall be distributed to organizations determined exempt by the Internal Revenue Service under Section 501(c)(3) of the Code (e.g., charitable, educational, religious or scientific organizations) within the meaning of Section 501(c)(3) of the Code (a "Qualified Recipient"). If, at the time of Dissolution, Troop 12 is a Qualified Recipient, all assets of the Corporation shall be placed in Trust for the benefit of Troop 12; if Troop 12 is not a Qualified Recipient, to the extent practicable, such assets shall be distributed to Qualified Recipients that are affiliated with, or provide support for, the Boy Scouts of America. None of the net assets of the Corporation will be distributed to or for the benefit of any member, trustee, officer or director of the Corporation or to any other individual.

**ARTICLE VIII**  
**Directors**

The management and affairs of the Corporation will be vested in a Board of Directors. The Corporation will have five (5) directors initially. Directors may be elected, removed from office and hold office as provided in the Bylaws of the Corporation. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the Corporation, provided that the Corporation will always have at least three (3) directors. The names and addresses of the initial directors of the Corporation, who will serve until their successor(s) are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
Robert P. Jackson	16714 Hanna Road Lutz, FL 33549
Donald R. Genovese	19910 Deer Lake Road Lutz, FL 33548
John W. Morse	18573 Kingbird Drive Lutz, FL 33558
John A. Hisamoto	22819 Southshore Drive Land O Lakes, FL 34639
Douglas R. Webster	516 Old Grove Drive Lutz, FL 33548

**ARTICLE IX**  
**Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 16714 Hanna Road, Lutz, Florida 33549 and the name of its initial registered agent at such address is Robert P. Jackson.

**ARTICLE X**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
David A. Beyer	c/o DLA Piper Rudnick Gray Cary US LLP 101 East Kennedy Boulevard, Suite 2000 Tampa, Florida 33602-5149

**ARTICLE XI**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws will be vested in the Corporation's Board of Directors.

**ARTICLE XII**  
**Indemnification**

The Corporation will indemnify any member, director or officer or any former member, director or officer, to the fullest extent permitted by law.

**ARTICLE XIII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

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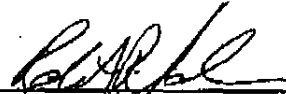
IN WITNESS WHEREOF, the Incorporator of the Corporation has signed these Articles of Incorporation on July 12, 2006.

  
\_\_\_\_\_  
David A. Beyer

**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated in these Articles of Incorporation, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: July 12, 2006

  
\_\_\_\_\_  
Robert P. Jackson

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