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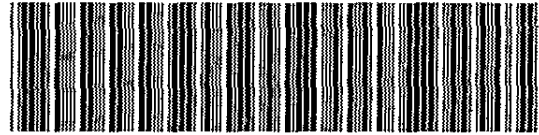
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TALLAHASSEE, FLORIDA

D. WHITE AUG -7 2006

COVER LETTER

3 August 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee FL 32314

SUBJECT: The Windstar Special Operations Foundation, Inc. (WFI)

:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 representing the Filing Fee, a Certified Copy and a Certificate.

FROM: Merritt H. Powell, Attorney
631 South Ridgewood Avenue
Daytona Beach FL 32114-4931
(386) 255-4564 (phone & FAX 24 hours).
derfritz@attl.net

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ARTICLES OF INCORPORATION

of the

The Windstar Special Operations Foundation, Inc.SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, each a natural person competent to contract, with other persons being desirous of forming a corporation not-for-profit under the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation not for profit is **Windstar Special Operations Foundation, Inc.**, hereinafter referred to in this document as **WFI**. Its membership shall consist of past, present and future members of "Chapter 74 of The Special Forces Association and the friends thereof." The Special Forces Association, Inc., a non-profit corporation chartered in the State of North Carolina. **WFI** expressly disclaims any status within the meaning of Section 617.0401(d) Florida Statutes that it is in any way "connected" with a federal government agency or corporation chartered under the laws of the United States except as set forth in Article II, "*Purposes*" below.

SFA Chapter 74 (**SFA74**), organizer of **WFI**, is one of many generally unincorporated Chapters of the Special Forces Association, Inc., hereinafter referred to as **SFA**, located around the United States and the world; however, **WFI** is not to be deemed subordinate to **SFA** in any business way and since members of **WFI** may be deployed overseas by the United States Army or have homes of record located elsewhere in the United States, it was decided to incorporate in the State of Florida where the undersigned attorney, a retired "Green Beret," a life member of **SFA** and member of **SFA74** and **WFI** is resident and licensed to practice law.

ARTICLE II. PURPOSES OF THE CORPORATION

This corporation is organized for all lawful purposes including, but not limited to, the following:

1. To acquire and administer funds and property, real or personal, from dues, contributions, grants and the earnings of members which, after payment of all reasonable costs and operating expenses, shall be devoted solely to accomplishment of the corporate *Purposes* as stated herein provided all such activities comply with those permitted to such organizations with tax exempt status granted by **IRC Sections 501(c)(19) and 170(c)(3)** or other related IRC provisions, as they now exist or as they may be hereafter amended;
2. To provide direct support in all feasible ways to **SFA74**, other Special Operations Forces of the United States Army, and associated military services and to their members, survivors and dependents including, but not limited to, assisting such families and dependents while their sponsor is deployed on foreign service around the world;

3. Foster and perpetuate fellowship and camaraderie among the membership by providing a fraternal atmosphere and social, recreational and educational activities;

4. Enhance the dignity and honor of military service and to encourage such service among young people by dedicating the deeds and aspiration of this corporation to the memory of our comrades who gave their lives while serving in Special Operations over the past fifty years;

5. Support legislation and policy enacted by Congress and national officials which favorably address military readiness and the morale and the welfare of service personnel and their families;

6. Sponsoring and participating in activities of a historic, educational or patriotic nature;

7. Making appropriate charitable contributions;

8. Furthering the benevolent activities of SFA74 that contribute to the improvement and well being of our communities with an emphasis upon programs and organizations that support and benefit the youth of our communities, to include such activities that may be initiated directly by the **WFI**;

9. By publishing a periodic magazine or newsletter and/or by operating electronic informational sources such as a web site for members or engaging in any similar activities to promote these corporate *Purposes* and provide the membership of **WFI, Group, SFA** and its other Chapters around the United States with news of corporate activities and events.

ARTICLE III. ADMISSION AND QUALIFICATION OF MEMBERS

All persons who support the corporate *Objects and Purposes* and meet the membership requirements set forth below shall be accepted as members of this corporation without regard to race, creed, age or sex. There will be three classes of membership:

(1) **Regular (voting) Members:** Those who have been selected by the Executive Board of the **WFI** who meet the requirements of IRC Sections 501(c)(19) and 170(c)(3) pertaining to War Veterans of the United States, as amended from time to time, their Spouses, Widows and Widowers, shall be deemed Regular (voting) Members of the corporation and shall possess all other corporate membership rights and privileges.

(2) **Associate Members:** Those who support the *Objects and Purposes* of this corporation but do not qualify for regular membership may be awarded Associate Membership by the Executive Board of the **WFI**. Associate Members shall only be entitled to those membership rights and privileges as are authorized by IRC Section 501(c)(19), as amended.

(3) **Honorary members:** Membership awarded by Executive Board of the **WFI** to those deemed worthy of special honor for deeds or services to **WFI**, the Special Operations community, other military services or to the United States of America.

Regular members in good standing only shall possess full voting and other rights; Associate Members do not possess such rights except to the extent permitted such members by IRC Sections 501(c)(19) and 170(c)(3) as now or hereafter amended.

This corporation shall exist perpetually commencing on the date of approval of these Articles by the Secretary of State of Florida.

ARTICLE V. ORIGINAL SUBSCRIBERS

The names and residences of the subscribers to these articles are:

Name:	Address:	Telephone #:
1. Robert Meyer	4305 Derbyshire Trace SE, Conyers, GA 30094	(770)679-4359
2. John Plant	5282 Tanner Rd., Spring Hill, FL 34609	(352) 688-5454
3. Nelson Herbert	23614 Shining Star DR., Land O Lakes, FL 34639	(813) 996-6725

ARTICLE VI. OFFICERS AND DIRECTORS

1. The operating officers of WFI shall be a President, one or more Vice Presidents, a Secretary and a Treasurer; each of whom shall also be a director. The By-Laws may provide for such other permanent officers with such duties and responsibilities as may be deemed necessary or desirable. The names and addresses of the persons to serve as officers at the time of submission of these Articles are:

Office:	Name:	Address:	Telephone #:
1. CEO	Robert Meyer	4305 Derbyshire Trace SE, Conyers, GA 30094	(770)679-4359
2. Pres.	John Plant	5282 Tanner Rd., Spring Hill, FL 34609	(352) 688-5454
3. V.P.	Nelson Herbert	23614 Shining Star DR., Land O Lakes, FL 34639	(813) 996-6725
4. Sec.	Richard Garvey	2659 Derbyshire Rd., Maitland, FL 32751	(407) 830-1639
5. Treas.	John Laska CPA	Columbus, GA	(706) 653-9066

2. WFI shall have such number of Directors as may be provided in the By-Laws, however, there shall never be less than three such directors. The names and addresses of the initial Board are:

Office:	Name:	Address:	Telephone #:
Director	Robert Meyer	4305 Derbyshire Trace SE, Conyers, GA 30094	(770)679-4359
Director	John Plant	5282 Tanner Rd., Spring Hill, FL 34609	(352) 688-5454
Director	Nelson Herbert	23614 Shining Star DR., Land O Lakes, FL 34639	(813) 996-6725
Director	Richard Garvey	2659 Derbyshire Rd., Maitland, FL 32751	(407) 830-1639
Director	John Laska CPA	Columbus, GA	(706) 653-9066

The business affairs of WFI shall be managed by a Board of Directors consisting of the officers and directors named above who shall be elected as provided in the By-Laws from the membership in good standing plus such appointive officers as may be from time to time needed and who shall serve at the pleasure of the President but will not be deemed to be voting members of the Board of Directors. The By-Laws may provide for an Executive Committee.

ARTICLE VII. QUORUM

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A quorum for meetings of the membership shall be a majority of the active membership present in good standing at the time. A quorum for meetings of the Board of Directors shall be a majority thereof. Meetings of the Board may be conducted by telephone or e-mail as well as in person at reunions or regular or specially-called meetings or any combination thereof.

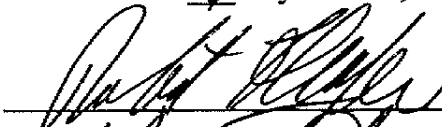
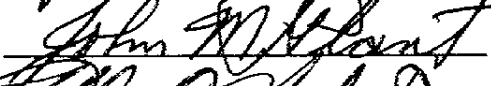
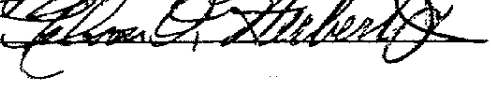
ARTICLE VIII. ALTERATION AND AMENDMENT

Amendments to these Articles shall require a majority affirmative vote of the Board of Directors. All proposed amendments shall be submitted in writing with a copy to each member of the Board of Directors not less than thirty (30) days prior to any regular meeting at which the vote is to be taken or at any special meeting called therefor. *Notice of such proposed change(s) shall be given to the membership by any expeditious and effective means prior to such meeting but the failure to reach all of the membership shall not be a bar to said vote.*

ARTICLE IX. SAVINGS CLAUSE

Should any provision of these Articles or any By-Law adopted hereunder, ever be declared by any court of competent jurisdiction to be unconstitutional or invalid for any reason, the same shall not affect the validity of said Articles or By-laws as a whole or any part thereof other than the part judicially determined to be invalid.

IN WITNESS WHEREOF, the undersigned incorporators of this Corporation Not For Profit have made and subscribed these Articles this 30TH Day of June, 2006.

 , Incorporator
 , Incorporator
 , Incorporator

This Document Prepared By:
 Merritt H. Powell, Attorney
 631 South Ridgewood Avenue
 Daytona Beach FL 32114-4931
 (386) 255-4564
 Florida Bar #064090

ARTICLE XII. PRINCIPLE OFFICE.

1. As fully stated in the corporate "Purposes" of Article II, this corporation not for profit will not be doing business in Florida in the usual sense nor will it be dealing with the general public or soliciting funds or contributions therefrom within the meaning of Chapter 496 F.S. It is an organization of U. S. veterans, and some presently-serving members, of the several Special Operations Commands of the U. S. Armed Forces who reside throughout the State and elsewhere who will be involved with serving the casualties, dependants or survivors thereof and such other charitable organizations as may from time to time be thought worthy of its financial support.

2. As such, it will not have a principle place of business in Florida but its initial mailing address can always be the home/office of the undersigned attorney who may also be deemed an incorporator and the designated initial corporate president, COL(ret) John Plant, 5282 Tanner Road, Spring Hill FL 34609.

3. The Charter draft circulated for signatures also somehow lost a final page stating that the printed names and addresses of the three incorporator signatures Robert Meyer, John Plant and Nelson Herbert whose addresses are listed in Articles V, Original Subscribers.

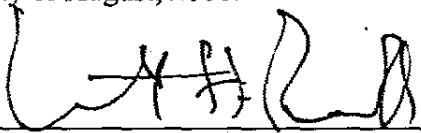
ARTICLE XIII. INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent of Windstar Special Operations Foundation, Inc., is **Merritt H. Powell, Attorney; 631 South Ridgewood Avenue, Daytona Beach FL 32114-4931.**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated at Daytona Beach, Florida, on this 3d Day of August, 2006.

Merritt H. Powell, Fla. Bar # 064090
631 South Ridgewood Avenue
Daytona Beach FL 32114-4931
(386) 255-4564 (Phone & FAX 24 hours)
derfritz@att.net



Signature Registered Agent and Incorporator

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TALLAHASSEE, FLORIDA