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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch FEB 20 2007

GLENN ANDERSON
COUNSELOR AT LAW
56 Fourth Street NW
Winter Haven, FL 33881
(863) 299-7348

February 8, 2007

Division Records Bureau
Division of Corporations
Department of State
P.O. Box 6327
Tallahassee, FL 32301

Attention: Troop 413 Association, Inc.

Dear Sir:

Enclosed you will find an original and a copy of the Articles of Incorporation for the caption entity. Please certify the copy and return it to this office.


Also enclosed, is my trust check #3436 in the amount of \$78.75 to cover the following items of costs concerning this transaction:

Filing Fees:	\$ 35.00
Certified copy of Articles	\$ 8.75
Certificate of Registered Agent	<u>\$ 35.00</u>
TOTAL	\$ 78.75

Please note that we have designated the Registered Agent in the Articles of Incorporation.

Thank you for your continued courtesy and cooperation in this matter.

Sincerely,


GLENN ANDERSON
Counselor at Law

GA/nls
Encl.

6 February 2007

Articles Of Incorporation Of Troop 413 Association, Inc.

A Florida Not-For-Profit Corporation

Article I. Corporate Name

- 1.1 The name of this corporation is "Troop 413 Association, Inc.", a Florida non-profit corporation.
- 1.2 The corporation's principal offices are located at:
2080 West Granada Boulevard, Ormond Beach, Florida 32174-2531
- 1.3 The corporation's mailing address is:
Post Office Box 730612 Ormond Beach, Florida 32173-0612

Article II. Nature of Business

- 2.1 The purposes for which the corporation is formed are exclusively religious, charitable, scientific, literary, or educational within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law.
- 2.2 In carrying out such purposes, this corporation shall have all of the powers and authorities granted by statute and law, including:
 - a) the power and authority to accept gifts, devices and other contributions for charitable purposes
 - b) to hold and administer the funds and properties received
 - c) to expend, contribute and otherwise dispose of funds in the operation of Boy Scout Troop 413, a chartered member of the Boy Scouts of America, which is so chartered by the Congress of the United States of America.
- 2.3 The mission of Troop 413 Association, Inc., is to provide a permanent structure for the preservation and operation of the assets and funds of Boy Scout Troop 413 of Ormond Beach, Florida, of the Central Florida Council of the Boy Scouts of America. The corporation will be responsible for holding and management of properties donated to, or acquired by, Boy Scout Troop 413.

Article III. Authority

- 3.1 The corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things, and engage in any and all lawful activities, which may be necessary, useful, desirable, suitable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized, and aid or assist other organizations whose activities are such as to further, accomplish, foster or attain any of such purposes.

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TALLAHASSEE, FLORIDA

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3.2 Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are set forth in the furtherance of the exempt purposes of organizations set forth in section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its regulations as the same now exist or as they may be hereafter amended from time to time.

Article IV. Membership

4.1 The membership of this corporation shall be limited to the members of the board directors and shall consist initially of these persons hereinafter named as directors and such other persons as from time to time may become members as set forth in the by-laws.

Article V. Terms of Existence

5.1 The date when corporation existence shall commence shall be the date of the filing of these articles of incorporation in the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

Article VI. Incorporator

6.1 The name and address of the incorporator of the articles of incorporation are as follows:

<u>Name</u>	<u>Address</u>
David R. Case	7 Windsor Drive Ormond Beach, Florida 32174-3853

Article VII. Officers

7.1 The officers of the corporation shall be:

- a) President
- b) Vice-President
- c) Secretary
- d) Treasurer
- e) such other officers as may be provided by the bylaws.

7.2 Officers shall be elected every two (2) years by the board of directors at its annual meeting. The names of the persons who are to serve as officers of the corporation until the first annual meeting of the board of directors are:

<u>Office</u>	<u>Name</u>
President	William G. Lang
Vice-President	David R. Case
Secretary	Linda Lang
Treasurer	Justin K. Bost

Article VIII. Directors

8.1 A Board of Directors shall be manage the affairs of the corporation.

8.2 The members of the Board of Directors shall be elected every two years.

8.3 The number of directors shall be fixed as set forth in the bylaws of the corporation but shall never be less than three (3). The names and addresses of the first board of directors, consisting of three (3) persons who shall serve until their successors are duly elected and qualified, shall be as follows:

Office	Name
Chairman of Board	William G. Lang, 1077 Wexford Way, Port Orange, Florida 32129-4107
Director	David R. Case, 7 Windsor Drive, Ormond Beach, Florida 32174-3853
Director	Andy Johnston, 177 Pine Woods Road, Ormond Beach, Florida 32174-8040

Article IX. Initial Registered Office and Agent

9.1 The name of the initial registered agent is:

David R. Case

9.2 The street address of the initial registered office of this corporation is:

7 Windsor Drive, Ormond Beach, Florida 32174-3853

Article X. By-laws

- 10.1 The Board of Directors of this corporation shall provide such by-laws for the conduct of its business and the carrying out of its purposes, as they may deem necessary from time to time.
- 10.2 The minimum requirements to qualify as a member of the Board of Directors that may be constituted under the bylaws of the corporation are as follows:
- a) Election to the Board of Directors will occur every two (2) years
 - b) Those eligible to hold a position on the Board of Directors must meet the following qualifications:
 - a. Have membership as a registered adult leader in the Boy Scouts of America
 - b. Have membership in Riverbend Community Church of Ormond Beach, Florida
- 10.3 The Board of Directors shall consist of not less than three (3) members and no more than five (5) members. At no time should there be an Even number of members on the board of directors, thus preventing a tie vote.
- 10.4 The directors have the authority to make all decisions deemed necessary for the management, operation and control of the corporation, all decisions must be arrived at by the method of voting and such voting must be open to witness by all members of the 413 family of units.
- 10.5 The Board of Directors must meet a minimum of one (1) time a year, and must give two (2) weeks notice prior to any unscheduled meeting in which a vote is to occur with the following exception(s):
- a) In the case of an emergency that affects the well being of the corporation, a quorum must exist to effect the vote; this emergency vote is to be reviewed for its worthiness at the next regular meeting of the board.
- 10.6 The position of Chairman of the Board of Directors must be elected from the then seated body of the Board of Directors.

- 10.7 Removal of a member of the board of directors must be by a vote of two / thirds majority of the board of Directors.
- 10.8 Upon proper notice the bylaws may be amended, altered or rescinded by a two / thirds majority vote of the members of the board of directors at any regular meeting.
- 10.9 The board of directors must meet in a regular meeting a minimum of one (1) time a year for the purpose of conducting the business of the corporation.

Article XI. Amendments

- 11.1 Amendments to these articles of incorporation shall be proposed by the officers of the corporation.
- 11.2 For an amendment to take effect, it must be approved by the Board of directors by a two / thirds vote of all members who must be present or vote by a witnessed proxy vote.
- 11.3 Amendments may only be voted on at a regularly scheduled meeting of the board.

Article XII. Limitations of Actions

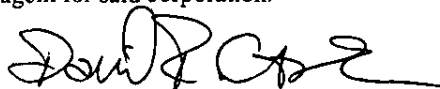
- 12.1 All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth including the payment of expenses incidental thereto.
- 12.2 No part of the net earnings shall inure to the benefit of, or be distributable to, its members, trustees, officers or any of the private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make distributions and payments in the furtherance of the purposes set forth in Article II hereof.
- 12.3 No substantial part of its activity shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or interfere in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any political candidate.
- 12.4 Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).
- 12.5 The corporation shall have no capital stock, pay no dividends, distribute no part of its net income to any member, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the corporation.
- 12.6 In particular, without limitation of the generality of the foregoing paragraph, during such time as the corporation may be considered a private foundation as defined section 509(a) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) it shall not:
 - a) fail to distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by section 4942 of the internal revenue code of 1986 (or corresponding provisions of any subsequent revenue laws);
 - b) engage in any act of self-dealing as defined in section 494(d) of the internal revenue code of 1986 (or corresponding provisions of any subsequent revenue laws);
 - c) retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);

- d) make any investment in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws);
- e) make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws).

Article XIII. Dissolution

13.1 Upon the dissolution of the corporation, all its assets remaining after payment of all costs and expenses of such dissolution, shall be distributed to an organization described in the Sections 501(c)(2) and 501(c)(3) of the Internal Revenue Code of 1986, or to the corresponding provisions of any prior or future laws, as shall be selected by the last Board of directors. None of the assets will be distributed to any member, officer or director of this corporation.

In witness whereof, the undersigned incorporator executed these Articles this 6th day of February, 2007 and accepts the duty of the registered agent for the above named corporation and is familiar with and accepts the duties and responsibilities as such registered agent for said corporation.


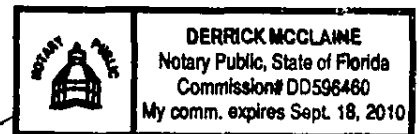


David R. Case, Registered Agent

State of Florida
County of Volusia

Swore to and subscribed before me this 6th day of February, 2007

By David R. Case



(Signature of notary - State of Florida)

Personally known _____ or produced identification FLDL # C200176623890
Type of identification produced Florida driver's license.

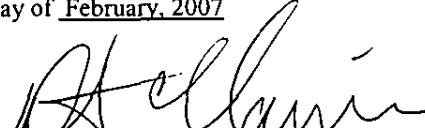


David R. Case, Incorporator

State of Florida
County of Volusia

Swore to and subscribed before me this 6th day of February, 2007

By David R. Case



(Signature of notary - State of Florida)

Personally known _____ or produced identification FLA # C200176623890
Type of identification produced Florida driver's license.

