

NO8000006271

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400132063764

07/03/08--01001--006 **78.75

RECEIVED
08 JUL -2 PM 12:31
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 JUL -2 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cf. 7-2

USMA Band Alumni Association, Inc.
Mark E. Branham

Requester's Name

Post Office Box 526

Address

Madison, FL 32341 973-8888

City/State/Zip

Phone #

Sally
523-9300

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. USMA Band Alumni Association, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☒ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☒ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

ARTICLES OF INCORPORATION

OF

USMA BAND ALUMNI ASSOCIATION, INC.

FILED

08 JUL -2 PM 12:43

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

Article I. Name

The name of the Corporation is USMA Band Alumni Association, Inc., hereinafter also referred to as "the Corporation".

Article II. Initial Principal Office and Registered Office and Agent

The street address of the initial principal office and the initial registered office of the Corporation is 121 East Rutledge Street, Madison, Florida 32340. The initial registered agent at the initial registered office is Mark E. Branham. The mailing address of the initial principal office of the Corporation is Post Office Box 526, Madison, Florida 32341. The board of directors of the Corporation may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

Article III. Corporate Purposes

The Corporation shall be a nonprofit organization formed and operated exclusively for one or more of the exempt purposes described in Section 501(c)(19)¹ of the Internal Revenue

¹ Internal Revenue Code Section 501(c)(19) states: "(c) List of exempt organizations. The following organizations are referred to in subsection (a): . . . (19) A post or organization of past or present members of the Armed Forces of the United States, or an auxiliary unit or society of, or a trust or foundation for, any such post or organization--

(A) organized in the United States or any of its possessions,

(B) at least 75 percent of the members of which are past or present members of the Armed Forces of the United States and substantially all of the other members of which are individuals who are cadets or are spouses,

Code and Treasury Regulations Section 1.501(c)(19)-1², which purposes shall include the acceptance from any party, from time to time, of contributions and the deriving of income to be used or applied exclusively for the purposes set forth above. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(19) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170(c)(3) or 2522(a)(4) of the Internal Revenue Code, as applicable. No part of the assets or the net earnings of the Corporation shall inure to the benefit of any officer, director, member or any other individual.

widowers, ancestors, or lineal descendants of past or present members of the Armed Forces of the United States or of cadets, and

(C) no part of the net earnings of which inures to the benefit of any private shareholder or individual.”

² Treasury Regulations Section 1.501(c)(19)-1 states: “Exempt purposes.---In addition to the requirements of paragraphs (a)(1) of this section, in order to be described in section 501(c)(19) under paragraph (a)(1) of this section an organization must be operated exclusively for one or more of the following purposes:

- (1) To promote the social welfare of the community as defined in Treasury Regulations Section 1.501(c)(4)-1(a)(2).
- (2) To assist disabled and needy war veterans and members of the United States Armed Forces and their dependents, and the widows and orphans of deceased veterans,
- (3) To provide entertainment, care, and assistance to hospitalized veterans or members of the Armed Forces of the United States,
- (4) To carry on programs to perpetuate the memory of deceased veterans and members of the Armed Forces and to comfort their survivors,
- (5) To conduct programs for religious, charitable, scientific, literary, or educational purposes,
- (6) To sponsor or participate in activities of a patriotic nature,
- (7) To provide insurance benefits for their members or dependents of their members or both, or
- (8) To provide social and recreational activities for their members.”

Unless otherwise indicated, as used in these Articles, all section references are to the Internal Revenue Code of 1986, as amended, including any corresponding provisions of any subsequently enacted federal tax laws.

Article IV. Term of Corporate Existence

The Corporation shall have perpetual existence unless dissolved according to law.

Article V. Corporate Powers

The Corporation shall have and exercise all the powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided hereinabove.

Article VI. Members

The Corporation shall not have capital stock and shall have no voting members or private shareholders. The board of directors may authorize the establishment of nonvoting honorary membership from time to time. The qualification for such members and the manner of their admission shall be regulated by the bylaws of the Corporation, which may establish different classes of membership.

Article VII. Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a board of directors, the number of which may be either increased or decreased from time to time as regulated by the bylaws but shall consist of not fewer than three. The manner and method of election of the board of directors shall be as stated in the bylaws of the Corporation. Where not inconsistent with Chapter 617 of the Florida Statutes and the express provisions of these Articles, the board of directors shall have all the

rights, powers and privileges prescribed by law of directors of corporations for profit.

The initial board of directors of the Corporation shall consist of four members, as set forth below, who shall hold office for such terms as provided in the bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act or death:

Robert Moon
176 Mt. Zion Road
Marlboro, New York 12542

Frank Odell
90 Grand Street
Apartment 7 H
Newburgh, New York 12550

Lawrence C. Skodis
29 Abraham Terrace
Suffield, Connecticut 06078

Mark E. Branham
Post Office Box 526
Madison, Florida 32341

Article VIII. Officers

The Corporation shall have a president, a vice president, a secretary, and a treasurer, each of whom shall be elected by the board of directors at such time and in such manner as prescribed by the bylaws. The Corporation may have such other officers and assistant officers and agents as the board of directors may deem necessary, to be elected by the board of directors or chosen in such other manner as prescribed by the bylaws.

Article IX. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter

provided for by law.

Article X. Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055 or 2522 of the Internal Revenue Code, as applicable, or to the federal government, or to a state or local government for a public purpose. None of the assets shall be distributed to any officer, director or member of the Corporation, or any other individual or organization not described in the preceding sentence.

Article XI. Incorporators

The names and street addresses of the Incorporators of the Corporation are as follows:

Robert Moon

176 Mt. Zion Road
Marlboro, New York 12542

Frank Odell

90 Grand Street
Apartment 7 H
Newburgh, New York 12550

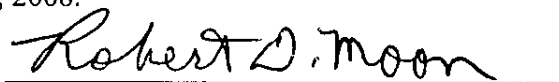
Lawrence C. Skodis

29 Abraham Terrace
Suffield, Connecticut 06078

Mark E. Branham

121 East Rutledge Street
Madison, Florida 32340

Signed by Robert Moon on June 21, 2008.

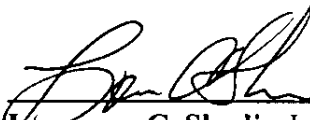


Robert Moon, Incorporator


Signed by Frank Odell on June 21, 2008.


Frank Odell, Incorporator

Signed by Lawrence C. Skodis on June 21, 2008.


Lawrence C. Skodis, Incorporator

Signed by Mark E. Branham on June 21, 2008.


Mark E. Branham, Incorporator

FILED

08 JUL -2 PM 12:43

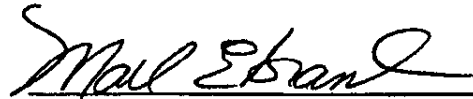
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes, **USMA Band Alumni Association, Inc.**, desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 121 S.E. Rutledge Street, Madison, Florida 32340, as its initial registered office, and has named **Mark E. Branham**, located at that address, as its initial registered agent.

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 617.0503 of the Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

Signed on June 21, 2008.



Mark E. Branham, Registered Agent

FILED
2008 JUL -2 PM 12:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA