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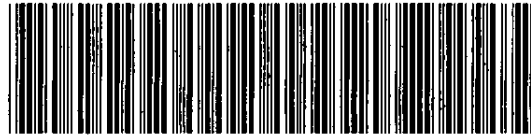
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TALAHASSEE, FLORIDA

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LAW OFFICES OF
ROBERT J. RIGGIO, P.A.
Attorneys & Counselors at Law

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(386) 255-6233

July 15, 2008

Florida Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Dear Sir or Madam,

I am writing to you today on behalf of my client, the John Locke Society Alumni Association (JLSAA). The JLSAA seeks to incorporate as a non-profit corporation in Florida, and is seeking 501(c)(3) status. Enclosed with this letter, please find a copy of the proposed articles of incorporation, and a check for Eighty-Seven Dollars and Fifty Cents (\$87.50) in order to cover the costs of filing the articles and the cost of designating a registered agent. In addition, the cost covers my client's request for a certified copy of the articles of incorporation and a certificate of status. Please send both of these documents to this office.

Thank you for your kind attention to this matter. Should there be any questions or concerns please do not hesitate to contact me.



Patrick Thompson, Esquire

ARTICLES OF INCORPORATION
OF THE JOHN LOCKE SOCIETY ALUMNI ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

Name

The name of the corporation is the John Locke Society Alumni Association, Inc. (hereinafter the "Association"). It is organized under the Florida Not for Profit Corporation Act (the "Act").

ARTICLE II

Principal Office and Mailing Address

The street address of the initial principal office and mailing address of the Association is 130 James River Drive, Newport News, Virginia, 23601.

ARTICLE III

Purposes and Powers

Section One: The Association is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code (hereinafter "the Code") which include, but are not limited to, funding, administering, implementing, operating and assisting programs that:

1. Inform the student body at the College of William and Mary
2. Further conservative and/or classical liberal philosophies
3. Provide service to the public by educating the populace as a whole.

The Association may use its assets and earnings for these purposes, including, but not limited to those assets and earnings derived from individual donations and dues.

Section Two: In General: The Association shall have all powers provided for in the Act.

ARTICLE IV

Limitations

No part of the net earnings of the Association shall inure to the benefit of or be distributable to its members (if any), directors, officers, or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation

for services rendered, and to make payments and distributions in furtherance of the purposes set forth in Article III. The Association shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or corresponding section of any future federal tax code.

ARTICLE V

Members

Section One: Each member of the Association shall be a person who is interested in the purposes of the Association.

Section Two: Members shall be admitted after filling out the requisite application and paying the applicable fees as determined by the Board of Directors. Members shall not be admitted until after approval of the applicant's membership by a simple majority vote of the Board of Directors.

Section Three: Members shall remain members so long as they are in good standing and do not resign, are expelled, or otherwise exit the Association. A member shall be in good standing if that member has paid all dues and fees associated with membership.

Section Four: Each member shall be entitled to one vote at meetings of the members of the Association, but no member of the Association shall have any vested right, privilege or interest of, in or to the assets, functions, affairs, or franchise of the Association, or any right, interest, or privilege which may be transferable or inheritable or which shall continue if the member's membership ceases or while the member is not in good standing.

Section Five: A member shall be expelled for cause upon a vote of sixty percent (60%) of the Board of Directors, together with a simple majority vote of the members of the Association.

Section Six: Meetings of the members may be called in the manner provided in the Bylaws.

ARTICLE VI

Term and Dissolution

The Association shall have perpetual existence. In the event of dissolution, all of the remaining assets and property of the Association, after payment of indebtedness, and expenses necessary to the dissolution and winding up of the affairs of the Association,

shall be distributed to such organization or organizations organized and operated exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding section of any future federal tax code, or shall be distributed to the federal government, or state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the registered agent's office of the Association is then located, exclusively for such purposes to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

Directors and Non-Executive Officers

Section One: All corporate powers must be exercised by or under the authority of, and the affairs of the Association managed under the direction of, a Board of Directors. This Board shall consist of no fewer than five (5) directors and no more than nine (9) directors. The initial directors shall be set below in Article 7.2. After incorporation, the Board of Directors may determine its size by simple majority vote within the contours of this section.

Section Two: The names and addresses of the initial directors shall be:

Adam T. Boltik, who resides at 7421 Golden Horseshoe Court,
Springfield, Virginia, 22153

W. Clifford Dunn, who resides at 130 James River Drive, Newport News,
Virginia, 23601

David K. Edmonson, who resides at 118 Braddock Road, Hampton,
Virginia, 23661

Joshua J. Huffman, who resides at 211 Dixie Avenue, Harrisonburg,
Virginia, 22801

Jeremy B. Utt, who resides at 161 Shelter Cove Way, Apartment 202,
Carrollton, Virginia, 23314

Section Three: In the event of a vacancy on the Board of Directors, a new director shall be named pending election by sixty percent (60%) of the then sitting directors together with a plurality of those members entitled to vote.

Section Four: Directors shall be allowed to remain in their position pursuant to the following rules:

(a) A director shall be eligible to remain a director so long as he or she is a member in good standing and has not resigned, been expelled, or otherwise been removed from the Board of Directors.

(b) Directors may be expelled upon a vote in favor of expulsion consisting of not less than sixty percent (60%) of the then-sitting Board of Directors, together with a simple majority of voting members.

Section Five: The Chairman of the Board of Directors shall preside over all meetings of the Board, and shall set the agenda for Board meetings. The Chairman's agenda shall be subject to approval by a simple majority vote of the Board. The Chairman shall call meetings of the Board, but must give a minimum of seven (7) days notice to the Board members. The Chairman will sign any deeds, bonds, contracts, or other instruments or documents which the Board has authorized to be executed, and will perform all such duties as may be prescribed by the Board. As with the executive officers, the Chairman shall be elected by a simple majority vote of the Board. Removal procedures likewise will follow the procedures for removing executive officers of the Association.

Section Six: The Vice Chairman shall assume the duties of the Chairman when the Chairman is unable to fulfill the duties of office. The Vice Chairman cannot succeed to the position of Chairman when a vacancy in this position is created, and instead shall only assume the Chairman's duties until the Board can elect a new Chairman. As with the executive officers, the Vice Chairman shall be elected by a simple majority vote of the Board. Removal procedures likewise will follow the procedures for removing executive officers of the Association.

Section Seven: The Board of Directors shall have the power to create committees. These committees' powers shall be defined by the Board of Directors, and the committees may be both created and dissolved at any time by a simple majority vote of the Board.

ARTICLE VIII

Executive Officers

Section One: Subject to the authority and direction of the Board of Directors, the affairs of the Association shall be managed and administered by a President, a Vice-President, a Secretary, a Treasurer, and such other executive officers as the Board of Directors shall from time to time deem desirable. The President shall be the chief executive officer of the Association, and the Treasurer shall be the chief financial officer of the Association. All officers not already members of the Board of Directors shall be ex-officio non-voting members. However, the executive officers of the Association shall in no way count toward quorum on the Board of Directors.

Section Two: The President shall be the ceremonial representative of the Association, and shall preside over all meetings of the Association, excluding the Board of Directors. The President shall have the power to appoint the chairmen and members of the Board-created committees, subject to the approval of a simple majority vote of the Board of Directors.

Section Three: All officers shall be appointed by a simple majority vote of the Board of Directors.

Section Four: All officers shall hold office for a term of two (2) years, and may be reappointed by the Board of Directors.

Section Five: Any officer may be removed by a sixty percent (60%) vote of the Board of Directors.

ARTICLE IX

Bylaws

The Board of Directors of the Association shall make and adopt Bylaws for the Association. The Board of Directors of the Association shall have the power to alter, amend, or repeal the Bylaws or adopt new Bylaws by simple majority vote.

ARTICLE X

Directors and Officers Compensation

Directors of the Association shall not receive compensation, directly or indirectly, for their services as directors. This prohibition shall not preclude reimbursement of a director or duly appointed committee member for expenses or advances made for the Association that are reasonable in character and amount and approved for payment in the manner provided in the Bylaws.

ARTICLE XI

Amendment

Section One: Notice of the subject matter of a proposed amendment to these Articles shall be included in the notice of the meeting at which a proposed amendment is considered.

Section Two: These Articles of Incorporation may be amended upon the approval of a resolution adopting a proposed amendment or amendments by a sixty percent (60%) vote of the Board of Directors of the Association.

Section Three: Any amendment approved by sixty percent (60%) of the Board of Directors shall become effective upon filing with the Secretary of State as provided by law.

ARTICLE XII

Miscellaneous

Section One: The Association may receive, by contribution, gift, bequest, devise, or in any other manner, money assistance, and any other form of real, personal, or mixed property, from any person, firm, or corporation to be used in the furtherance of the purposes of the Association, provided, however, that gifts shall be subject to acceptance by the Association in the manner provided by the Board of Directors.

Section Two: These Articles of Incorporation do not require the approval of the members, and have been approved by the initial Board of Directors of the Association.

Dated this 7th day of July, 2008.

Jeremy B. Utt
Jeremy B. Utt, Chairman and Incorporator

The name of its initial registered agent is Patrick Thompson, Esquire, who is located at 400 South Palmetto Avenue, Daytona Beach, Florida, 32114. Having been named as registered agent to accept service of process for this corporation at the place designated above, the undersigned states that he is familiar with and accepts the obligations of his position, accepts the appointment as registered agent, and agrees to act in this capacity.

Dated this 10th day of July, 2008

Patrick Thompson
Patrick Thompson, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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