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LAW OFFICES OF CORNETT, GOOGE & ASSOCIATES, P.A.

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August 17, 2010

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: LANCE CORPORAL JUSTIN J. WILSON (U. S. MARINES)
MEMORIAL FOUNDATION, INC.

Gentleman and Ladies:

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$87.50 to cover the filing fee, certified copy and certificate.

Please acknowledge the filing using the extra copy of this letter and the enclosed self addressed envelope.

Very truly yours,


Charles W. Singer Esq.

CWS/ldg

encl:

**ARTICLES OF INCORPORATION
OF
LANCE CORPORAL JUSTIN J. WILSON (U.S. MARINES)
MEMORIAL FOUNDATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE I

Effective Date

NAME

09-01-10

The name of this corporation shall be:

Lance Corporal Justin J. Wilson (U.S. Marines) Memorial Foundation, Inc.

ARTICLE II

TERM OF EXISTENCE

This corporation shall exist perpetually.

ARTICLE III

PURPOSE

- A. This Corporation is organized exclusively for charitable, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or any successor section) and for the additional purposes of providing financial assistance and support for needy members or veterans of the United States Armed Services and their spouses and children and for needy families or family members seeking to visit members of the United States Armed Services deploying to or returning from overseas or other assignments.

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- B. Notwithstanding any other provision contained in these Articles of Incorporation, this Corporation shall not conduct any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or successor section.
- C. Notwithstanding any other provision contained in these Articles of Incorporation, no substantial part of the corporation's activities shall consist of attempting to influence legislation by propaganda, or otherwise attempting to influence legislation in any fashion not permitted under applicable Treasury Regulations. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office and shall further comply with the requirements of all applicable Treasury Regulations.
- D. This Corporation, not-for-profit, shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, or to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property acquired or money borrowed; and to do all other acts as are necessary or convenient to carry out the purposes set forth in these Articles.
- E. This Corporation, not-for-profit, may conduct and transact any activity lawfully authorized and not prohibited by Chapter 617, Florida Statutes, entitled "The Florida Not-For-Profit Corporation Act", as the same may be, from time to time, amended.

ARTICLE IV

MEMBERSHIP

- A. This Corporation is authorized to issue membership in this Corporation as stated in Section 617.0601 of the Florida Statutes. The qualifications for members and the manner of their admission will be regulated by the Bylaws of the Corporation.
- B. The initial members and their addresses are:

Frances H. Wilson
1470 SW Dyer Point Rd.
Palm City, Florida 34990

Jamie-Ella Wilson
1470 SW Dyer Point Rd.
Palm City, Florida 34990

Lance T. Wilson
1470 SE Dyer Point Rd.
Palm City, Florida

Donna M. Forte
5391 SE Moseley Dr.
Stuart, Florida 34967

ARTICLE V

ADDRESS OF PRINCIPAL OFFICE

The principal office and the mailing address of this corporation shall be:

1470 SW Dyer Point Dr.
Palm City, FL 34990

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

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

1470 SW Dyer Point Rd.
Palm City, Florida 34990

The name of the initial registered agent of this corporation at that address is:

FRANCES H. WILSON

ARTICLE VII

DIRECTORS

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than three (3). The qualifications of members of the Board of Directors and the manner of their election will be prescribed by the bylaws of the corporation. The names and addresses of the initial Directors of this corporation are:

1. Frances H. Wilson
1470 SW Dyer Point Rd.
Palm City, Florida 34990
2. Jamie- Ella Wilson
1470 SW Dyer Point Rd.
Palm City, Florida 34990
3. Lance T. Wilson
1470 SW Dyer Point Rd.
Palm City, Florida 34990
4. Edwin J. Forte
437 SW Sundance Trail
Port St. Lucie, Florida 34953
5. Donna M. Forte
5391 SE Moseley Drive
Stuart, Florida 34967

ARTICLE VIII

INCORPORATOR

The name and address of the person signing these articles is:

Frances H. Wilson
1470 SE Dyer Point Rd.
Palm City, Florida 34990

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to them by the members and approved at a members' meeting by at least a majority of the membership entitled to vote, unless all of the directors and all of the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

EFFECTIVE DATE

The effective date of this corporation is September 1, 2010.

ARTICLE XI

LIMITATION ON THE DISTRIBUTION OF CORPORATE ASSETS AND NET EARNINGS

- A. No part of the Corporation's net earnings shall inure to the benefit of, or be distributable to, its directors, members, officers or other private individuals as prescribed in applicable Treasury Regulations, provided, however, the Corporation is authorized and empowered to pay reasonable compensation for services rendered

and to make payments and distributions in furtherance of the purposes of this Corporation.

- B. In the event of the Corporation's dissolution, the Corporation's residual assets will be (I) distributed for one or more exempt purposes for which this Corporation was organized, (ii) turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, or Successor Sections, or (iii) distributed to Federal, State, or local government exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 17th day of August, 2010.

Frances H. Wilson
Frances H. Wilson

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, Lance Corporal Justin J. Wilson (U.S. Marines)) Memorial Foundation, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in that capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 17th day of August, 2010.

Frances H. Wilson
Frances H. Wilson
Registered Agent

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