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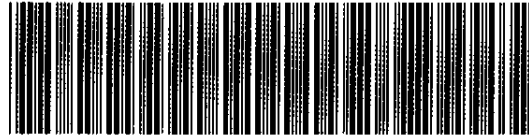
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7 Bush Oct 5 2010

# Locklin, Jones & Saba, P.A.

ATTORNEYS AT LAW

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September 28, 2010

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

Re: The Santa Rosa County Veteran's Memorial Foundation, Inc.  
A not for profit corporation

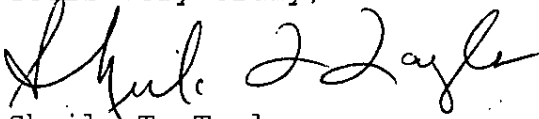
Dear Sirs:

Enclosed are an executed original and one copy of the Articles of Incorporation of The Santa Rosa County Veteran's Memorial Foundation, Inc., a not for profit corporation, and an original and one copy of an executed Certificate Designating the Resident Agent. A check in the amount of \$78.75 in payment of the following fees is also enclosed:

Filing Fee	\$35.00
Certificate Designating Resident Agent	35.00
Certified Copy	8.75
Total .....	<u>78.75</u>

Please file these originals and certify and return the copies of the enclosed Articles of Incorporation and Resident Agent Certification.

Yours very truly,

  
Sheila T. Taylor

/stt  
Enclosures

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2010 SEP 30 PM 4:30

SEC. OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**THE SANTA ROSA COUNTY VETERAN'S MEMORIAL FOUNDATION, INC.**

**ARTICLE I**

The name of this corporation shall be **THE SANTA ROSA COUNTY VETERAN'S MEMORIAL FOUNDATION, INC.**,

**ARTICLE II**

**CORPORATE NATURE**

This is a nonprofit corporation, organized solely for charitable and educational purposes pursuant to the Florida Corporations Not for Profit law set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III**

**DURATION**

The term of existence of the corporation is perpetual commencing on October 1, 2010.

**ARTICLE IV**

**GENERAL AND SPECIFIC PURPOSES**

The general and specific purposes for which this corporation is formed are:

To assist disabled veterans and promotion of the Santa Rosa County Veteran's Memorial.

**ARTICLE V**

**MANAGEMENT OF CORPORATE AFFAIRS**

A. **BOARD OF TRUSTEES**. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the corporation shall not be less than three (3), nor more than fifteen (15), as determined at the

annual meeting of members. The names and addresses of the persons who are to serve as the initial Board of Trustees until the first election are:

Robert Bryant Asmus  
5532 Twin Creek Circle  
Pace, Florida 32571

C. W. Black  
P.O. Box 3636  
Milton, Florida 32570

Murray P. Gandy  
2999 Greystone Drive  
Milton, Florida 32570

Karen Haworth  
7530 Lakeside Drive  
Milton, Florida 32570

Dedrich C. Hohorst  
5462 Pine Barron Road  
Milton, Florida 32570

Cinnamon Holderman  
8661 Bay River Road  
Navarre, Florida 32566

Ralph Nesenson  
81 Bowers Drive  
Milton, Florida 32570

William H. Phillips  
1476 Homeport Drive  
Navarre, Florida 32566

Don Salter  
6000 Chumuckla Highway  
Pace, Florida 32571

Pete Southerland  
324 Dolphin Street  
Gulf Breeze, Florida 32561

Ranaa de la Cruz  
913 Gulf Breeze Parkway, #21A  
Gulf Breeze, Florida 32561

B. **CORPORATE OFFICERS.** The Board of Trustees shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of this corporation may authorize the Trustees to elect from time to time. Officers shall be elected at the annual meeting of the Board of Trustees.

#### **ARTICLE VI**

#### **EARNINGS AND ACTIVITIES OF CORPORATION**

A. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the corporation 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 IV hereof.

B. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal

Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degrees, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## **ARTICLE VII**

### **DISTRIBUTION OF ASSETS**

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **MEMBERSHIP AND DUES**

Any friend of veterans, 18 years or over, who will endeavor to further the purpose for which this corporation is formed, may become a member of the corporation provided the application of such person is first approved by the Board of Trustees. The rules and regulations the Board of Trustees may adopt regarding eligibility for membership shall not discriminate on

the basis of race, color, creed, national origin, religion, sex or age. Members shall pay dues annually in an amount determined by the Bylaws. The Members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments, other than the annual dues as provided for in the Bylaws.

#### **ARTICLE IX**

#### **INCORPORATOR**

The name and address of the Incorporator is as follows:

Name:

Address:

Don Salter

6000 Chumuckla Highway  
Pace, Florida 32571

#### **ARTICLE X**

#### **BYLAWS**

The by-laws of the corporation are to be made by the members and may be altered, amended, or rescinded by a two-thirds vote of the said membership present and voting at any meeting.

#### **ARTICLE XI**

#### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever insure to the benefit of any trustee, officer or member thereof, or to the benefit of any private individual.

**ARTICLE XII**

**REGISTERED AGENT AND OFFICE**

The principal address of this corporation shall be 5191-C Willing Street, Milton, Florida 32570. The address of the corporation's registered agent shall be 6000 Chumuckla Highway, Pace, Florida 32571, and the name of the registered agent at said address shall be Don Salter.

**ARTICLE XIII**

**AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

I, the undersigned, being the Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 23 day of September, 2010.

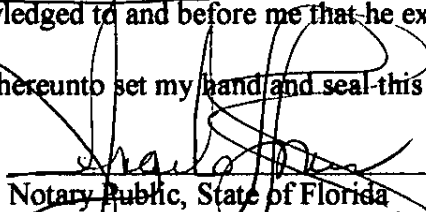
  
\_\_\_\_\_  
Incorporator

**STATE OF FLORIDA  
COUNTY OF SANTA ROSA**

**BEFORE ME**, the undersigned authority, personally appeared Don Salter on behalf of corp. who is personally known to me and who executed the foregoing Articles of Incorporation and he/she acknowledged to and before me that he executed such instrument.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal this 23 day of September, 2010.

(SEAL)

  
\_\_\_\_\_  
Notary Public, State of Florida  
Commission No. \_\_\_\_\_

My Commission expires: \_\_\_\_\_

Commission No.: \_\_\_\_\_



ANGELA J. JONES  
MY COMMISSION # DD 784836  
EXPIRES: August 1, 2012  
Rended thru Budget Notary Services



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
FOR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, AND NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

**THE SANTA ROSA COUNTY VETERAN'S MEMORIAL FOUNDATION, INC.,**  
desiring to organize under the Laws of the State of Florida with its principal office as indicated in the  
Articles of Incorporation at 5191-C Willing Street, Milton, Santa Rosa County, Florida 32570, has  
named **Don Salter**, 6000 Chumuckla Highway, Pace, Florida 32571, as agent to accept service of  
process within the state.

Dated this the 23 day of September, 2010.

**THE SANTA ROSA COUNTY VETERAN'S  
MEMORIAL FOUNDATION, INC.**

BY: Don Salter

**ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place  
designated in this certificate, I hereby accept to act in this capacity and agree to comply with the  
provisions of the act relative to keeping open an office.

Don Salter  
**Don Salter**

FILED  
2010 SEP 30 PM 4:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA