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2011 JAN 26 AM 10:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JAN 27 2011

COVER LETTER

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

SUBJECT: Veterans Memorial Park at San Marco Plaza, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUTEL)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: William R. Wallace  
Name (Printed or typed)

4683 Willow Wood Cr.  
Address

Sarasota, Florida 34241  
City, State & Zip

(941) 378-0085  
Daytime Telephone number

wallib@comcast.net  
E-mail address: (to be used for future annual report notification)

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TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

## **ARTICLES OF INCORPORATION**

**In compliance with Chapter 617, F.S., (Not for Profit)**

### **ARTICLE I NAME**

The name of the corporation shall be:

**Veterans Memorial Park at San Marco Plaza, Inc.**

### **ARTICLE II PRINCIPAL OFFICE**

Principal **street** address  
11705 Boyette Road  
Suite 221  
Riverview, Florida 33569

Mailing address, if different is:  
4683 Willow Wood Circle  
Sarasota, Florida 34241

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### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

(A) To create, develop and maintain a significant, unique memorial on the west coast of Florida for all military veterans, past and present.

(B) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, the Incorporator, Officers, Directors, 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 the preceding Article III (A). 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 or in opposition to any candidate for public office. 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, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(C) Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a 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 principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as that Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected and appointed:

All Directors shall be elected annually by a majority vote of all Directors then serving. Any vacancy in the Board of Directors shall be replaced by a majority vote of the remaining Directors at a special meeting of the Board of Directors called with notice, and such new Director(s) shall serve until the next annual election of all Directors. The initial Directors as listed below by Article V, and any replacement(s), shall serve until the next annual election. The Chairman, or Co-Chairmen, shall be elected by majority vote of the Directors immediately after the annual election of all Directors. A majority of Directors shall constitute a quorum for the transaction of business.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Robert Moffa  
Chairman, Director  
Address: 11705 Boyette Road  
Suite 221  
Riverview, Florida 33569

Name and Title: William R. Wallace  
Treasurer, Director  
Address: 4683 Willow Wood Road  
Sarasota, Florida 34231

Name and Title: Richard Allen  
Director  
Address: 3847 South School Avenue  
Sarasota, Florida 34239

Name and Title: David J. Neff  
Director  
Address: 4937 Breakwater Drive  
Bradenton, Florida 34203

Name and Title: Dell Hyland  
Director  
Address: 8209 Natures Way  
Bradenton, Florida 34202

Name and Title: Pamela Rice  
Secretary, Director  
Address: 7335 Manatee Street  
Sarasota, Florida 34243

**ARTICLE VI REGISTERED AGENT**

The **name and Florida street address** (~~P.O. Box NOT acceptable~~) of the registered agent is:

Name: Robert Moffa  
Address: 11705 Boyette Road, Suite 221, Riverview, Florida 33569

**ARTICLE VII INCORPORATOR**

The **name and address** of the Incorporator is:

Name: William R. Wallace  
Address: 4683 Willow Wood Road, Sarasota, Florida 34231  
Email: walljb@comcast.net

**Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity**

  
Required Signature of Registered Agent

1/15/2011  
Date

**I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.**

  
Required Signature of Incorporator

1/15/2011  
Date

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