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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 MAY 24 PM 3:22

APPROVED  
AND  
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WV

## **COVER LETTER**

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

**SUBJECT: CENTURION BATTALION USNSCC, INC.**

Enclosed is an original and two (2) copies of the Articles of Incorporation and a check for:

<input checked="checked" type="checkbox"/>	\$87.50 Filing Fee, Certified Copy & Certificate
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FROM:

**Mark C. Theroux**  
**549 Mount Argyll Court**  
**Apopka, FL 32712-4738**  
**407-415-1681**  
**Mark.theroux@gmail.com**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 13, 2011

MARK C. THEROUX  
549 MOUNT ARGYLL COURT  
APOPKA, FL 32712-4738

SUBJECT: CENTURION BATTALION USNSCC, INC.  
Ref. Number: W11000026749

We have received your document for CENTURION BATTALION USNSCC, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the entity must be identical throughout the document.

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 811A00011965

APPROVED  
AND  
FILED

## ARTICLES OF INCORPORATION

11 MAY 24 PM 3:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation in compliance with the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes, certifies and acknowledges the following Articles of Incorporation:

### ARTICLE I - NAME OF CORPORATION

The name of the Corporation Not for Profit, hereinafter referred to as the "Corporation," shall be:

**CENTURION BATTALION USNSCC, INC.**

### ARTICLE II - DURATION

The duration of the Corporation is perpetual.

### ARTICLE III - PRINCIPAL OFFICE & MAILING ADDRESS

The initial principal office and mailing address of the Corporation is:

<i>Street Address</i>	<i>Mailing Address</i>
4490 North Goldenrod Road Winter Park, Florida 32792-5919	4528 Trescott Drive Orlando, Florida 32817-3160

### ARTICLE IV - PURPOSE

- A. The Corporation is a nonprofit PUBLIC BENEFIT CORPORATION, organized exclusively for **charitable purposes** within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, and under Florida Statute Chapter 617 the Florida Not for Profit Corporation Act, or the corresponding section of any future state corporations code.
- B. The specific purpose of the Corporation, as referenced in Public Law 87-655, is to "encourage and aid American youth to develop an interest and skill in basic seamanship and in its naval adaptations, to train them in seagoing skills, and to teach them patriotism, courage, self-reliance and kindred virtues."

## **ARTICLE V – POWERS**

- A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.
- B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 Article IV hereof.
- C. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.
- D. Notwithstanding any other provisions contained within these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

## **ARTICLE VI – PROPERTY**

The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the assets of the Corporation shall ever inure to the benefit of any member, officer, or director thereof or to the benefit of any private person.

## **ARTICLE VII – DISSOLUTION**

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 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 principle office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII - INDEMNITY**

No member, officer, or director of the Corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of any member, officer, or Director be subject to the payment of the debts or obligations of the Corporation.

## **ARTICLE IX - MEETINGS**

- A. The Board of Directors of the Corporation shall hold meetings in accordance with Chapter 617, Florida Statutes, as amended.
- B. The Board of Directors shall hold an initial organization meeting as soon after incorporation as is practical. Thereafter, future meetings shall occur as prescribed in the bylaws of the Corporation. In no event, shall there be less than one meeting per year.
- C. Unless the Corporation adopts bylaws to the contrary, the Board of Directors of the Corporation may participate in a meeting by, or conduct the meeting through, the use of any means of communication which allows all directors participating to simultaneously hear one another. A director participating in such a meeting is deemed present at the meeting. In the alternative, the board of directors may take actions through signed e-mail communications provided all board members agree.

## **ARTICLE X - ELECTION OF CORPORATE DIRECTORS**

The directors and/or officers of the Corporation shall be elected in accordance with methods and qualifications specified in the bylaws of the Corporation. In no event, shall the number of directors and/or officers be fewer than three.

## **ARTICLE XI – INITIAL CORPORATE DIRECTORS**

The names and addresses of the initial corporate directors are as follows:

MARK C. THEROUX, 549 Mount Argyll Court Apopka, Florida 32712-4738
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JAMES G. MCCLURE, JR. 4528 Trescott Drive Orlando, Florida 32817-3160
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RICHARD L. MEREDITH 22519 Robbins Road Astatula, Florida 34705-9669
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## **ARTICLE XII – REGISTERED AGENT**

The name and address of the registered agent of the corporation is:

Mark C. Theroux 549 Mount Argyll Court Apopka, Florida 32712-4738
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## **ARTICLE XIII – INCORPORATOR**

The name and address of the incorporator is:

Mark C. Theroux 549 Mount Argyll Court Apopka, Florida 32712-4738
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## ARTICLE XIV - REGISTERED AGENT SIGNATURE

Having been appointed the Registered Agent for the Corporation, and to accept service of process for the Corporation at the place designated in this certificate, I hereby accept the appointment and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature of Registered Agent

Mark C. Theroux, Registered Agent May 20, 2011  
Mark C. Theroux, Registered Agent Date

## ARTICLE XV - INCORPORATOR SIGNATURE

These Articles of Incorporation are hereby executed by the incorporator on this 20<sup>th</sup> day of May, 2011.

Signature of Incorporator

Mark C. Theroux, Incorporator May 20, 2011  
Mark C. Theroux, Incorporator Date

11 MAY 24 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
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