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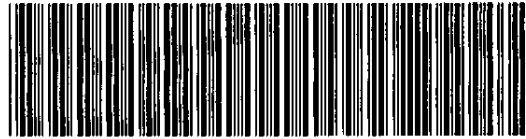
(Business Entity Name)

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2011 JUN 13 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUN 14 2011

COVER LETTER

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

SUBJECT: USS PAUL F. FOSTER ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Jon Powell

Name (Printed or typed)

3449 Tropicaire Blvd

Address

North Port, FL 34286

City, State & Zip

941-468-7793

Daytime Telephone number

jonspowell@yahoo.com

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:

USS PAUL F. FOSTER ASSOCIATION, INC.

## **ARTICLE II**      **PRINCIPAL OFFICE**

The principal street address and mailing address, if different is as follows:

3449 Tropicair Blvd

North Port, FL 34286

## **ARTICLE III**      **PURPOSE**

The Corporation is organized for the purpose of raising, receiving and maintaining a fund or funds of real property, or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated there from, exclusively for any one or more lawful purposes not for pecuniary profit, and to carry out such other activities as are lawful for a Florida not for profit corporation. The purposes shall include, but not limited to initiating, organizing, conducting, present, carrying on, exhibiting and promoting, alone or in conjunction or cooperation with other organizations that qualify as exempt organizations under Section 501(c)(19) of the Internal Revenue Code of 1986, as amended, programs or projects for assisting and encouraging reunions of veterans of the United States Navy and their families; and in particular, veterans who served aboard the United States Navy vessel named in part or in whole the "U.S.S. Paul F. Foster"; and encouraging and assisting with the operations and fundraising efforts for reunions, gifts or honorariums to former shipmates and their families and to foster camaraderie among those veterans who served aboard the U.S.S. Paul F. Foster.

Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for the following purposes within the meaning of IRC 501(c)(19) or the corresponding provision of any future United States Internal Revenue Law of which no part of the net earnings of the Corporation shall benefit any private shareholder or individual:

- (a) to promote the social welfare of the community,
- (b) to assist disabled and needy war veterans, and members of the U.S. Armed Forces and their dependents and the widows and orphans of deceased veterans,
- (c) to provide entertainment, care, and assistance to hospitalized veterans or members of the U.S. Armed Forces,
- (d) to carry on programs to perpetuate the memory of deceased veterans and members of the Armed Forces and to comfort their survivors.
- (e) to conduct programs for religious, charitable, scientific, literary, or education purposes,
- (f) to sponsor or participate in activities of a patriotic nature, and
- (g) to provide social and recreational activities for its members.

## **ARTICLE IV**      **MANNER OF ELECTION**

The management of the Corporation shall be vested in a Board of Directors. The Board of Directors shall serve until their successors have been elected and qualified in a manner provided by the Bylaws.

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TALLAHASSEE, FLORIDA

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

The names, specific titles and addresses of the initial officers and directors are as follows:

**Mike Ziomek**, President

2810 Crabtree Ave  
Woodridge, IL 60517

**Brian Charles**, Vice President

240 Lodge rd  
Boulder Creek, Ca 95006

**Jon Powell**, Secretary

3449 Tropicaire Blvd  
North Port, Fl 34286

**Larry Savage**, Treasurer

2526 Buena Vista Avenue  
Lemon Grove, California 91945

**David Zuchegna**, Director for the Eastern U.S.

2105 Bromley Ct  
Virginia Beach, VA 23454

**Mark Erikson**, Director for the Central U.S.

818 Wilshire Lane  
Papillion, NE 68046

**Byron Sayre**, Director for the Western U.S.

156 Placer Ave  
Ventura, Ca 93004

**ARTICLE VI**      **INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is as follows:

**Jon Powell**

3449 Tropicaire Blvd  
North Port, Fl 34286

**ARTICLE VII**      **INCORPORATOR**

The name and address of the Incorporator is as follows:

**Jon Powell**

3449 Tropicaire Blvd  
North Port, Fl 34286

**ARTICLE VIII**      **POWERS AND LIMITATIONS**

Section 1. The Corporation shall have all powers provided by law, subject to the limitations set forth in Article III including but not limited to the following:

- (a) Have succession by its corporate name for the period set forth in its Articles of Incorporation.
- (b) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) Adopt and use a common corporate seal and alter the same; provided that such seal shall always contain the words "Corporation Not for Profit."
- (d) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

- (e) Adopt, change, amend and repeal Bylaws not inconsistent with law or its Articles of Incorporation for and administration of the affairs of the Corporation and the exercise of its corporate powers.
- (f) Increase by vote of its directors cast as the Bylaws may direct, the number of its directors, so that the number shall not be less than three (3).
- (g) Make contracts and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issues its notes, bonds and other obligations and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
- (h) Conduct its affairs, carry on its operations and have offices and exercise the powers granted by Florida Law in any state, territory, district or possession of the United States or any foreign country.
- (i) Purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property or any interest therein wherever situated.
- (j) Acquire, enjoy, utilize and depose of patents, copyrights and trademarks and any licenses and other rights or interest there under or therein.
- (k) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (l) Purchase, take, receive, subscribe for or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in with shares and other interests in or obligations of other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of other government, state, territory, governmental district, municipality or of any instrumentality thereof.
- (m) Lend money for its corporate purposes, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested except as prohibited by Section 617.0833, Florida Statutes.
- (n) Create an executive committee by resolution adopted by a majority of its full board of directors, which committee may have and may exercise all of the authority of the board of directors, except as the exercise of such powers may be limited by the Bylaws.
- (o) Make donations for the public welfare or for religious, charitable, scientific, educational or other similar purposes.
- (p) Merge and consolidate with other corporations not for profit, domestic or foreign, provided that the surviving corporation is a corporation not for profit.
- (q) Do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objectives or the furtherance of any of the powers herein set forth and to do every other act and thing incidental thereto or connected therewith, to the extent permitted by law.

**Section 2.** The powers of the Corporation shall be subject to the following:

- (a) The Corporation shall be operated exclusively for and shall only have the power to perform activities within the meaning, requirements and effect of Section 501(c)(19) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any successor laws.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any successor laws.
- (c) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any successor laws.

- (d) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any successor laws.
- (e) The Corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended or corresponding provisions of any successor laws.
- (f) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any successor laws.
- (g) The Corporation shall not engage in any prohibited transactions as defined in Section 503(d) of the Internal Revenue Code of 1986, as amended or corresponding provisions of any successor laws.

Section 3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its Members, Directors, or Officers; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article III.

#### **ARTICLE IX**            **INDEMNIFICATION**

The Corporation shall have the authority to indemnify any Officer, Director, or employee of the Corporation or any former Officer, Director, or employee of the Corporation in its Bylaws, or otherwise as permitted under the Florida General Corporation Act and the Florida Not For Profit Act.

The Corporation, pursuant to Section 617.0831 and Section 607.0850(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees, and agents other than (i) pursuant to an express agreement between the officer, director, employee, or agent and the Corporation or as provided in the Bylaws, or (ii) in situations where indemnification is mandatory under Section 607.0850(3) Florida Statutes, or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.850(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute; the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850(9)

#### **ARTICLE X**            **AMENDMENT**

The Corporation reserves the right, in accordance with the Florida Not For Profit Corporation Act, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation. The Members may not amend the Articles of Incorporation without action by the Directors as provided in Section 617.1002, Florida Statutes. A two-thirds majority of the Members of the Corporation shall be required to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation.

#### **ARTICLE XII**            **DURATION**

The Corporation shall have perpetual existence, commencing upon the filing of these Articles of Incorporation with the Department of State, State of Florida.

#### **ARTICLE XIII**            **DEDICATION OF ASSETS**

The Corporation dedicates all assets that it may acquire to the charitable and public purposes set forth in Article III hereof. In the event of dissolution, the Corporation shall distribute all of its assets to one or more organizations which are exempt as described in Section 501(c)(19) and 170(c)(2) of the Internal

Revenue Code of 1986, as amended, or corresponding provision of successor law or statute; or to the Federal government; or to a state or local government for exclusive public purpose.

*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.*

Jon Powell Jon Powell  
Signature/Registered Agent

6-8-11  
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.*

Jon Powell Jon Powell  
Signature/Incorporator

6-8-11  
Date

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