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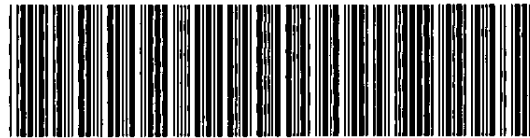
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12 MAY -7 PM 12:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MPD
5/8/12

COVER LETTER

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

SUBJECT: Traveling Florida Confederate Memorial Wall, 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: Robert E. Stemple
Name (Printed or typed)
2020 West Frostproof Road
Address
Frostproof, FL 33843
City, State & Zip
(863) 635-4595
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

TRAVELING FLORIDA CONFEDERATE MEMORIAL WALL, INC.

FILED

12 MAY -7 PM 12:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A NOT FOR PROFIT CORPORATION

PREAMBLE

The undersigned citizens of the United States, desiring to form a not for profit corporation under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, certify and acknowledge the following:

Article I. NAME

The name of this corporation Not for Profit shall be the Traveling Florida Confederate Memorial Wall, Inc.

Article II. DURATION

The duration of the Corporation shall be perpetual.

Article III. PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be:

2020 West Frostproof Road

Frostproof, Florida 33843

Article IV. PURPOSE

The specific purposes for which this Corporation is organized are to construct and publicly display and maintain a portable memorial(s) dedicated to the memory of those who died while serving in Florida's armed forces, and Floridians who served and perished in other Confederate units, during what is commonly referred to as the Civil War. An ancillary purpose will be to act as an educational resource, relating to the aforementioned, that will teach and disseminate educational material to the public, including, but not limited to, material relating to Florida's Confederates, through electronic media, printed publications, lectures, or otherwise.

This corporation is organized exclusively for one or more of the purposes as specified in § 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article V. ELECTION OF CORPORATE DIRECTORS

The directors 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 be fewer than three.

Article VI. POWERS

The powers of the Corporation shall be provided in the bylaws of the Corporation in accordance with Chapter 617, Florida Statutes, with the following limitations within the meaning of § 501(c)(3) of the Internal Revenue Code, as may be amended:

- 1.) No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this 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.
- 2.) No substantial amount of the activities of the Corporation shall be in furtherance of a purpose not set forth in Article IV.
- 3.) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by § 501(h) of the Internal Revenue Code), and this 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.
- 4.) Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code.
- 5.) In the event the Corporation chooses to litigate, using its own staff attorneys on behalf of its members or other clients, the Corporation shall comply with the guidelines provided within Revenue Procedure 92-59, 1992-2 C.B. 411-12, as may be amended, superseded or modified. The bylaws of the Corporation shall adopt these provisions accordingly.

Article VII. MEETINGS

- 1.) After incorporation, the appropriate members of the Corporation shall hold an organizational meeting in accordance with Chapter 617, Florida Statutes, as amended.
- 2.) The board of directors of the Corporation may participate in a regular or special 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 VIII. INCORPORATORS

The name and address of the Incorporators are:

Robert E. Stemple
2020 West Frostproof Road
Frostproof, Florida 33843

John T. Stemple
644 Lake Henry Drive
Winter Haven, Florida 33881

Article IX. REGISTERED AGENT AND OFFICE

The Registered Agent and Registered Office of the Corporation are:

David R. McCallister, Esq.
36741 Laurel Oaks Lane
Dade City, Florida 33525

Article X: INITIAL OFFICERS AND DIRECTORS

The number of initial directors of this corporations is three. Their names, titles and addresses are as follows:

Robert E. Stemple, President
2020 West Frostproof Road
Frostproof, Florida 33843

John T. Stemple, Vice-President
644 Lake Henry Drive
Winter Haven, Florida 33881

Charlene Stemple, Secretary
2020 West Frostproof Road
Frostproof, Florida 33843

Article XI. DISSOLUTION

Upon dissolution and upon payment or adequate discharge of all liabilities and obligations, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of § 501(c)(3) of the Internal Revenue Code, as amended, or shall be distributed to a State or the Federal government for a public purpose.

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the Registered Agent of the Traveling Florida Confederate Memorial Wall, Inc., and to accept service of process for the above stated 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.

Amind R. McCallister

Signature of Registered Agent

4/26/12

Date

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

Robert E. Stemple, President

Signature of Incorporator

4/26/2012

Date

Ph. T. Stemple, Vice-President

Signature of Incorporator

4/26/2012

Date

FILED
12 MAY -7 PM 12:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA