

N/200001182

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

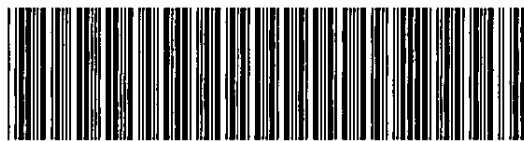
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900241955559

11/29/12--01009--026 **87.50

FILED
12 NOV 29 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K 11/30/12

COVER LETTER

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

SUBJECT: **VFW POST 4254 MEN'S AUXILIARY, 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: **Scott E. Aly**
Name (Printed or typed)

10972 K-Nine Dr.
Address

Bonita Springs, FL 34135
City, State & Zip

(239) 992-0023
Daytime Telephone number

scottaly@rocketmail.com
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

OF

VFW POST 4254 MEN'S AUXILIARY, INC.,
A Florida not-for-profit corporation

FILED
12 NOV 29 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Not For Profit Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I: The name of the corporation (the "Corporation") is:

VFW POST 4254 MEN'S AUXILIARY, INC.,
A Florida not-for-profit corporation

ARTICLE II: The principle office or mailing address of the Corporation is:

10972 K-Nine Dr.
Bonita Springs, FL 34135

ARTICLE III: The period of duration of the Corporation is perpetual, unless dissolved according to law.

ARTICLE IV: The street address of the initial registered office of the Corporation is:

10972 K-Nine Dr.
Bonita Springs, FL 34135

And the name of the Corporation's initial registered agent at such address is:

CHARLES NORMAN SCHREIBER

ARTICLE V: The number of directors constituting the initial Board of Directors of the Corporation is **SEVEN (7)**, which shall consist of the Initial Officers and Trustees of the Corporation, and the names and addresses of the persons who are to serve as directors of the Corporation until the first annual meeting of the members of the Corporation, or until one or more successors have been elected and qualify, are as follows:

TITLE	NAME	ADDRESS
President	Nathan Aly	10972 K-Nine Dr. Bonita Springs, FL 34135
Sr. Vice President	Dennis Balik	10972 K-Nine Dr. Bonita Springs, FL 34135
Jr. Vice President	Patrick Manion	10972 K-Nine Dr. Bonita Springs, FL 34135
Treasurer	Charles Schreiber	10972 K-Nine Dr. Bonita Springs, FL 34135
Secretary	Scott Aly	10972 K-Nine Dr. Bonita Springs, FL 34135
Trustee (1-Year)	George Dowdal	10972 K-Nine Dr. Bonita Springs, FL 34135
Trustee (2-Year)	Charles Lancaster	10972 K-Nine Dr. Bonita Springs, FL 34135
Trustee (3-Year)	John Cannata	10972 K-Nine Dr. Bonita Springs, FL 34135

Directors of the Corporation other than said Board of Directors shall be elected as provided in the Corporation's Constitution and By-Laws, as from time-to-time in existence; provided, however, that the number of Directors of the Corporation shall never be less than **THREE (3)**.

ARTICLE VI: The name and address of the sole incorporator is:

SCOTT EDWARD ALY
10972 K-Nine Dr.
Bonita Springs, FL 34135

ARTICLE VII: The purpose for which the Corporation is organized is to constitute an auxiliary unit of a post or organization of past or present members of the Armed Forces of the United States:

- (A) organized in the United States or any of its possessions,
- (B) at least 75 percent of the members of which are past or present members of the Armed Forces of the United States and substantially all of the other members of which are individuals who are cadets or are spouses, widows, widowers, ancestors, or lineal descendants of past or present members of the Armed Forces of the United States or of cadets, and

FILED
 12 NOV 29 AM 11:31
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

- (C) no part of the net earnings of which inures to the benefit of any private shareholder or individual.

ARTICLE VIII: The qualifications for members of the corporation and the classes of memberships shall be as established in the Corporation's Constitution and By-Laws, as from time-to-time in existence.

ARTICLE IX: The Corporation is organized under a non-stock basis.

ARTICLE X: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 VII** of these Articles of Incorporation. Notwithstanding any other provision of the Corporation's Articles of Incorporation, as amended from time-to-time, the Corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(19) of the Code.

ARTICLE XI: Upon dissolution of the Corporation, assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(19) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Circuit Court of the Twentieth Judicial Circuit, in and for Collier County, Florida, exclusively for such purposes or to such organization or organizations as the said honorable Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII: Corporate existence of the Corporation shall commence on December 20, 2012.

ARTICLE XIII: (a) No member, no Director, and no Officer shall be liable to the Corporation or to any other Member for any debts owed by the Corporation to any such Member, or for any actions taken or omissions made in good faith and reasonably believed by such Member, Director, or Officer to be in the best interests of the Corporation, or for errors of judgment, except to the extent such as acts or omissions constitute gross negligence, recklessness or willful misconduct.

(b) To the fullest extent permitted by law, the Corporation shall indemnify each Member, the Director, each Officer, and the Corporation's and each of such Member's, Director's, or Officer's partners, employees, agents and Affiliates (where acting for or as agent of the Corporation or the Member, member of the Director, of Officer in its capacity as such) (any of the foregoing Persons being hereinafter an "**Indemnified Person**") and save and hold them and each of them harmless from and in respect of (i) all fees, costs and expenses, including attorney's fees, incurred in connection with, or resulting from, any claim, action or demand against any such Indemnified Person or the Corporation which arise out of, or in any way relate to,

the Corporation, its properties, business or affairs, and (ii) all such claims, actions and demands and any losses, liabilities or damages resulting therefrom, including amounts paid by such Indemnified Person with the prior written consent of the Corporation in settlement or compromise of any such claim, action or demand; provided, however, that this indemnity shall not extend to any such Indemnified Person to the extent that it acts and omissions shall have been adjudged to constitute a breach of the Corporation's By-Laws, or gross negligence, recklessness or willful misconduct.

(c) The Corporation, at the discretion of the Director, may advance monies of the Corporation to any Indemnified Person who is or may be subject to a claim for which indemnification may be required under this **ARTICLE XIII** to cover attorney's and accountants' fees and disbursements and other similar defense costs or expenses. Such advances may be conditioned by the Director upon satisfaction of such conditions as the Director in its discretion determines are appropriate including, but not limited to, either both of (i) an undertaking by the Indemnified Person to return monies so advanced if it is ultimately determined that indemnification is not required under this Article and (ii) a determination by independent counsel that such Indemnified Person is more likely than not to be entitled to indemnification under this **ARTICLE XIII**. Furthermore, no monies shall be advanced under this **ARTICLE XII** is the making of such advance would, in the reasonable judgment of the Director, render the Corporation insolvent or impair its ability to discharge its other obligations, whether or not accrued, absolute, fixed, or contingent, or would interfere with its ability to carry out the purposes of the Corporation.

ARTICLE XIV: Any claim, controversy or dispute arising between a Member and the Corporation, any Member and any other Member, any Member and any Manager or Director, or any party to the Corporation's By-Laws with any other party to the Corporation's By-Laws, with respect to these Articles, the Corporation's By-Laws, any other contract or agreement by, between, or among any of said persons, or arising out of or asserting any breach or violation of any applicable law, these Articles, the Corporation's By-Laws, or any other contract or agreement (a "**Dispute**"), to the maximum extent allowed by applicable law, shall be submitted to and finally resolved by, mandatory, binding arbitration administered by the American Arbitration Association ("AAA"). AAA shall arbitrate any such claim or controversy in accordance with its Commercial Arbitration Rules. Judgment on the award rendered by any AAA arbitrator may be entered in any court having jurisdiction thereof. The AAA filing fee shall be paid by the moving party. The AAA arbitrator shall award to costs of arbitration, including the arbitrator's fee, against the non-prevailing party as determined by the arbitrator in accordance with Florida law. The arbitrator shall promptly fix the time, date and place of the hearing and notify the parties. The parties shall stipulate that the arbitration hearing shall last no longer than five business days. The arbitrator shall render a decision within 10 days of the completion of the hearing, which decision may include an award of legal fees, costs of arbitration and interest. The arbitrator shall promptly transmit an executed copy of its decision to the parties. The decision of the arbitrator shall be final, binding and conclusive upon the parties. Each party shall have the right to have the decision enforced by any court of competent jurisdiction.

IN WITNESS WHEREOF, the undersigned, being to sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation, this 26th day of November, 2012.


SCOTT EDWARD ALY

I, **CHARLES NORMAN SCHREIBER**, having been designated to act as registered agent, hereby agree to act in such capacity.


CHARLES NORMAN SCHREIBER
Initial Registered Agent

FILED
12 NOV 29 AM 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA