

N120000/1440

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

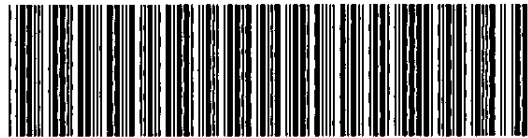
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

~~W12-59164~~

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

October 3, 2012

DIVISION OF CORPORATIONS

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32314

RE: VFW POST 7721 MEN'S AUXILIARY, INC.,
a Florida not-for-profit corporation

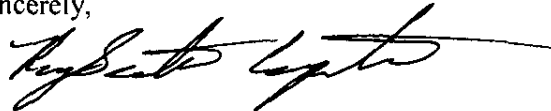
Dear Sir or Madam:

Enclosed herein please find articles of incorporation for the above referenced corporation. Also enclosed is our check in the amount of \$78.75 to cover the cost of filing and the cost of a certified copy of the filed articles. 87.00

Please also note that corporate existence of the corporation commences October 3, 2012.

Please file the foregoing articles and send a certified copy of the filed articles to me at the above address. I appreciate your assistance in this matter.

Sincerely,



Ray Scott Carpenter



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 27, 2012

RAY SCOTT CARPENTER
800 NEFFS WAY
NAPLES, FL 34116

SUBJECT: VFW POST 7721 MEN'S AUXILIARY, INC.
Ref. Number: W12000059164

We have received your document for VFW POST 7721 MEN'S AUXILIARY, 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 person designated as incorporator in the document and the person signing as incorporator must be the same.

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

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) 245-6052.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 412A00028210

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

VFW POST 7721 MEN'S AUXILIARY, INC., *a Florida not-for-profit corporation*

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:

FIRST: The name of the corporation (the "Corporation") is:

VFW POST 7721 MEN'S AUXILIARY, INC.,
a Florida not-for-profit corporation

SECOND: The principal office or mailing address of the Corporation is:

800 Neffs Way
Naples, Florida 34116

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

FOURTH: The street address of the initial registered office of the Corporation is:

800 Neffs Way
Naples, Florida 34116

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

RAY SCOTT CARPENTER

FIFTH: The number of directors constituting the initial Board of Directors of the Corporation is **TEN (10)**, 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	TODD PATTERSON	800 Neffs Way Naples, Florida 34116
Sr. Vice-President	MARK HOGLE	800 Neffs Way Naples, Florida 34116
Jr. Vice-President	RAY SCOTT CARPENTER	800 Neffs Way Naples, Florida 34116
Treasurer	MIKE MENTES	800 Neffs Way Naples, Florida 34116
Secretary	MARSHALL SCIALDO	800 Neffs Way Naples, Florida 34116
First Year Trustee	RON GANNON	800 Neffs Way Naples, Florida 34116
Second Year Trustee	ROBERT BUTCHER	800 Neffs Way Naples, Florida 34116
Third Year Trustee	DAVID SCIALDO	800 Neffs Way Naples, Florida 34116
Chaplain	JAMES GRAY	800 Neffs Way Naples, Florida 34116
Guard	TOM CHAVIE	800 Neffs Way Naples, Florida 34116

Directors of the Corporation other than said initial 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)**.

SIXTH: The name and address of the sole incorporator is:

RAY SCOTT CARPENTER
800 Neffs Way
Naples, Florida 34116

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

The Corporation shall function as provided in Section 501(c)(19) of the Internal Revenue Code of 1986, as amended, and any corresponding section of any future federal tax code (the "Code").

EIGHTH: 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.

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

TENTH: 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 SEVENTH 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.

ELEVENTH: 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.

TWELFTH: Corporate existence of the Corporation shall commence on the 3 day of OCTOBER, 2012.

THIRTEENTH: (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 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, or 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 attorneys' 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 its 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 THIRTEENTH** to cover attorneys' 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 or 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 THIRTEENTH**. Furthermore, no monies shall be advanced under this **ARTICLE THIRTEENTH** if 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.

FOURTEENTH: Any claim, controversy or dispute arising between any Member and the Corporation, any Member and any other Member, any Member and any

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TALLAHASSEE, FLORIDA

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 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 the 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 the 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 3 day of OCTOBER, 2012.



RAY SCOTT CARPENTER

I, **RAY SCOTT CARPENTER**, having been designated to act as registered agent, hereby agree to act in such capacity.



RAY SCOTT CARPENTER
Initial Registered Agent