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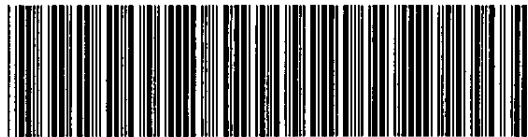
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15 JUN 26 PM 12:22  
SECRETARY OF STATE  
DIVISION OF CORPORATE AFFAIRS

*W15-039358*

*06/29/15*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 5, 2015

ADAM HAROLD SUDBURY, ESQUIRE  
56 E. PINE ST.  
STE. 200  
ORLANDO, FL 32801

SUBJECT: SEMINOLE BATTALION ASSOCIATION, INC.  
Ref. Number: W15000039358

RECEIVED  
15 JUN 25 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for SEMINOLE BATTALION ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

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.

Thomas Chang  
Regulatory Specialist II  
New Filing Section

Letter Number: 015A00011817

## COVER LETTER

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

**SUBJECT:** SEMINOLE BATTALION 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:** Adam Harold Sudbury, Esquire c/o Apellie Legal  
Name (Printed or typed)

56 E Pine St, Ste 200  
Address

Orlando, FL 32801  
City, State & Zip

407-395-4111  
Daytime Telephone number

entities@legal.apellie.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 SEMINOLE BATTALION ASSOCIATION, INC.

*A Florida corporation not for profit*  
(Pursuant to Chapter 617, Florida Statutes)

SECRETARY  
DIVISION OF CORPORATIONS

15 JUN 26 PM 12:22

## ARTICLE I CORPORATE NAME

1.1 The name of the corporation is:

SEMINOLE BATTALION ASSOCIATION, INC.

1.2 The corporation shall hereinafter be referred to as the "Association".

## ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

2.1 The principal office of the Association is:

56 E PINE ST, STE 200  
ORLANDO, FL 32801

2.2 The mailing address of the Association is:

PO BOX 2124  
ORLANDO, FL 32802

## ARTICLE III REGISTERED AGENT

3.1 The following person is hereby appointed to serve as the Association's initial registered agent:

INCorp SERVICES, INC.

3.2 The registered agent's address for all lawful purposes is:

17888 67TH CT N  
LOXAHATCHEE, FL 33470

ARTICLES OF INCORPORATION

of SEMINOLE BATTALION ASSOCIATION, INC.

ARTICLE IV  
PURPOSE AND POWERS OF THE ASSOCIATION

4.1 The Association is a war veteran's organization which has been established in connection with a certain military organization commonly known as the Seminole Battalion and which is formally designated 2nd Battalion, 124th Infantry Regiment, which is at the time of filing of these articles a component of the 53rd Infantry Brigade Combat Team, Florida Army National Guard, and which will hereinafter be referred to as the "Seminole Battalion".

4.2 The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to:

- (a) Promote the common good and general welfare of the people of the local communities in which any component of the Seminole Battalion is headquartered;
- (b) Carry on programs to perpetuate the memory of deceased veterans and members of the Seminole Battalion and to comfort and aid or assist their survivors;
- (c) Conduct programs for religious, charitable, scientific, literary, or educational purposes;
- (d) Sponsor or participate in activities of a patriotic nature;
- (e) Provide insurance benefits for its members or dependents of its members or both;
- (f) Provide social and recreational activities for its members.

4.3 Any activity undertaken by the Association shall be rationally related to one or more of the purposes identified in paragraph 4.2, above. Nothing in these articles shall be construed to require that the Association take any specific action or activity, or provide any specific benefit or sponsor any specific event.

4.4 The Association shall be empowered (but is not required) to assess a membership fee for the privilege of membership in the Association. The Association may have different membership fees for different membership classes.

4.5 The Association shall only pursue activities related to a purpose as required to maintain its status as a Veteran's Organization, specifically a War Veteran's Organization, as such term is defined or may in the future be defined by Section 501(c)(19) (or any successor code section) of the Internal Revenue Code, as amended. Any provision within these articles, or any action undertaken by the

## ARTICLES OF INCORPORATION

### of SEMINOLE BATTALION ASSOCIATION, INC.

Association, which would cause the Association to lose its status as a Veteran's Organization, specifically a War Veteran's Organization, shall be deemed invalid and void.

4.6 The Association shall have and exercise any and all powers, subject to the limitations otherwise stated in this article, which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

## ARTICLE V MEMBERSHIP OF THE ASSOCIATION

5.1 At least 75% of the Association's membership must consist of the past and present officers, noncommissioned officers, warrant officers, and enlisted men and women of the Seminole Battalion, as well as their spouses, widows, widowers, ancestors, or lineal descendants of any of those listed here. For purposes herein, "officers, noncommissioned officers, warrant officers, and enlisted men and women of the Seminole Battalion" shall include the MTOE components of the Seminole Battalion and any attachments thereto.

5.2 At least 90% of the Association's membership must consist of war veterans. The term war veterans means persons, whether or not present members of the U.S. Armed Forces, who have served in the U.S. Armed Forces during a period of war. In order to maintain compliance with the requirements of this paragraph, the Association may provide for one or more classes of affiliations which are not memberships, the privilege for which the Association may assess or levy an affiliation fee.

5.3 Other than the restrictions on qualifications of membership listed in this article, the qualifications for members, the manner of their admission and expulsion, and their voting rights shall be regulated by the Association's bylaws, provided, however, that the Association shall at all times meet the requirements and qualification of recognition as a War Veteran's Organization as defined by Section 501(c)(19) (or any successor code section) of the Internal Revenue Code, as amended.

## ARTICLE VI BYLAWS

6.1 The power to adopt, alter, or repeal bylaws shall be vested in a Board of Directors, and any bylaws adopted may be altered or rescinded by the Board of Directors as said bylaws may provide.

6.2 Any bylaws adopted by the board of directors shall not cause the Association to lose the characteristics of a War Veteran's Organization as defined by Section 501(c)(19) (or any successor code section) of the Internal Revenue Code, as amended.

6.3 The bylaws may provide for the creation of an Auxiliary Unit of the Association, as defined by Section 501(c)(19) (or any successor code section) of the Internal Revenue Code, as amended.

ARTICLES OF INCORPORATION

of SEMINOLE BATTALION ASSOCIATION, INC.

Auxiliary Units of this Association shall only be established with respect to subordinate companies which are attached to or are otherwise a subcomponent of the Seminole Battalion.

ARTICLE VII  
BOARD OF DIRECTORS

7.1 The affairs and property of the Association shall be managed and governed by a Board of Directors, who need not be members of the Association, composed of not less than three (3) natural persons. The first Board of Directors shall have three (3) members, and in the future the number will be determined from time to time in accordance with the provisions of the bylaws of the Association. The number of directors serving on the Board of Directors shall always be an odd number.

7.2 The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

(D) RICHARD BAYSINGER  
30845 DEAL DR  
SORRENTO, FL 32776

(D) WILLIAM REID  
1102 CATALPA LN  
ORLANDO, FL 32806

(D) GEORGE VAUGHN BROWN, JR.  
273 PIZARRO RD  
SAINT AUGUSTINE, FL 32080

(D) EUGENE MEISENHEIMER  
607 LIMONA RD  
BRANDON, FL 33510

(D) LEON CRAIG DUNNING, JR.  
1149 CARDINAL CREEK PL  
OVIEDO, FL 32765

7.3 The term of office for directors shall be three (3) years, and the terms shall be evenly staggered, except that the terms of office for the second initial director shall be two (2) years, and the third initial director shall be one (1) year. The terms of all successor directors shall be three (3) years unless an initial term must be shortened to ensure that the terms of office of directors are evenly staggered. The initial term of a new director shall be determined by the board.

ARTICLES OF INCORPORATION

of SEMINOLE BATTALION ASSOCIATION, INC.

7.4 Election of successor directors shall be by majority of a quorum of the membership of the Association. In the event that a quorum is not present at the annual meeting of the members, the current board of directors may appoint successor directors by majority vote for any expired term of office.

7.5 A quorum of the membership shall be as provided-for in the bylaws. A quorum of directors shall be a majority of the board of directors.

**ARTICLE VIII**  
**OFFICERS**

8.1 The officers of the Association, who shall manage the day-to-day affairs of the Association subject to the direction of the Board of Directors, shall be a President and a Vice President, who shall at all times be members of the Association; and a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors, and thereafter shall follow each annual meeting of members.

8.2 The President of the Association shall be selected from among the board members and shall serve as Chairman of the Board of Directors. The Vice President of the Association shall be responsible for preparation of the agenda, noticing the meetings, calling each meeting to order, and ordering business brought before the Board of Directors.

8.3 The names and addresses of the persons who are to act in the capacity of Officers until the selection of their successors are:

(P) RICHARD BAYSINGER	(President)
30845 DEAL DR	
SORRENTO, FL 32776	

(VP) JEREMY TODD HOPKINS	(Vice President)
5423 RISHLEY RUN WAY	
MOUNT DORA, FL 32757	

(T) RYAN MICHAEL SWINFORD	(Treasurer)
4680 MARSH HARBOR DR	
TAVARES	

(S) ADAM HAROLD SUDBURY	(Secretary)
56 E PINE ST, STE 200	
ORLANDO, FL 32801	



ARTICLES OF INCORPORATION

of SEMINOLE BATTALION ASSOCIATION, INC.

ARTICLE IX  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

9.1 The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding:

(a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Association, or in his capacity as director, officer, employee, or agent of any other corporation, partnership, joint venture, or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit, or proceeding and any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee, or agent of any other corporation, partnership, joint venture, trust, or other enterprise which he served at the request of the Association, against the reasonable expenses, including solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

(c) Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE X  
AMENDMENTS

10.1 Proposals for the alteration, amendment, or rescission of these Articles of Incorporation may be made by a majority of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than seventy-five

## ARTICLES OF INCORPORATION

*of* SEMINOLE BATTALION ASSOCIATION, INC.

percent (75%) of the total number of votes of the voting membership, or unanimous consent of the Board of Directors.

10.2 No amendment to these Articles shall be adopted or approved which shall cause the Association to lose the characteristics of a War Veteran's Organization as defined by Section 501(c)(19) (or any successor code section) of the Internal Revenue Code, as amended. Any Amendment adopted which is determined to have such effect shall be deemed void ab initio.

## ARTICLE XI DISSOLUTION

11.1 The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes in each class of voting members, or by unanimous consent of the board of directors.

11.2 Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any non-profit corporation, association, trust or other organization to be used for the purposes similar to those for which this Association was created.

11.3 Any action under this article is subject to the procedures and requirements of Chapter 617, Florida Statutes.

## ARTICLE XII DURATION

12.1 The existence of the Association shall commence upon the filing of these Articles with the Secretary of State. The Association shall thereafter exist in perpetuity until dissolved by law or according to these Articles.

## ARTICLE XIII INCORPORATOR

13.1 The name and address of the Incorporator is as follows:

ADAM HAROLD SUDBURY, ESQUIRE  
56 E PINE ST, STE 200  
ORLANDO, FL 32801

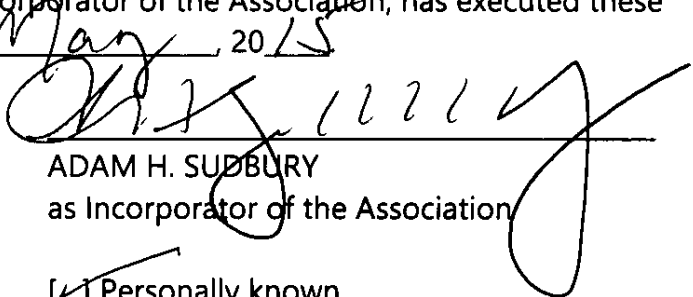
13.2 By act of execution hereunder and filing with the Secretary of State of the State of Florida, the Association is hereby created in existence as a separate legal person from its directors, officers, and fiduciaries:

ARTICLES OF INCORPORATION

of SEMINOLE BATTALION ASSOCIATION, INC.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of the Association, has executed these Articles of Incorporation on this 29<sup>th</sup> day of May, 2015

STATE OF FLORIDA  
COUNTY OF ORANGE

  
ADAM H. SUDBURY  
as Incorporator of the Association

Acknowledged before me, the undersigned authority, by ADAM H. SUDBURY, on this 29 day of MAY, 2015.

☒ Personally known  
☐ Produced identification  
Type: \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public



RICARDO CALZADA  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# EE834534  
Expires 9/12/2016

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 JUN 26 PM 12:22

# Registered Agent Acceptance

for SEMINOLE BATTALION ASSOCIATION, INC.

A Florida corporation not for profit  
(Pursuant to Chapter 617, Florida Statutes)

1. The name and street address of the corporation is:

SEMINOLE BATTALION ASSOCIATION, INC.  
56 E Pine St, Ste 200  
Orlando, FL 32801

2. The name and Florida street address of the registered agent, as designated in the Articles of Incorporation of the corporation, is:

INCORP SERVICES, INC.  
17888 67th Court North  
Loxahatchee, FL 33470

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

4. The registered agent hereby accepts the appointment:

*I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.*

  
on behalf of INCORP SERVICES, INC.

// NOTHING FOLLOWS //

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
15 JUN 26 PM 12:22