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**FLORIDA PROFIT/NON PROFIT CORPORATION  
VETERANS ARTISAN DISTILLERS GUILD, INC.**

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**ARTICLES OF INCORPORATION**  
**OF**  
**VETERANS ARTISAN DISTILLERS GUILD, INC.**  
**(A Corporation Not-For-Profit)**

The undersigned incorporator to these Articles of Incorporation hereby associates to form a corporation not-for-profit (the "Corporation") under the Florida Not For Profit Corporation Act and other laws of the State of Florida (*Florida Statutes Chapter 617*) (the "Act").

**ARTICLE I**  
**Name and Address**

The name of the Corporation is **VETERANS ARTISAN DISTILLERS GUILD, INC.** The principal office (and mailing address) is located at **100 North Tampa Street, Suite 2700, Tampa, Florida 33602, Attn: Randolph J. Wolfe**. The Board of Directors may from time to time move the principal office of the Corporation to any other address in the State of Florida.

**ARTICLE II**  
**Purpose of Corporation**

The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code"), and the Treasury Regulations issued thereunder as the same now exist or as they may be hereafter amended from time to time (collectively, the "Revenue Laws"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code. The specific purpose of the Corporation is to serve as a members' guild for veteran-owned and/or veteran-operated craft distilleries and in conjunction therewith to promote, in every lawful manner, the common interests of the members and the licensed craft distilling industry in the United States of America (including without limitation its several states and commonwealths and the federal district of Washington, D.C.) and its territories and possessions.

All references to sections of the Internal Revenue Code contained herein shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

**ARTICLE III**  
**Powers**

The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or in cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation (a) shall exercise only such powers as are set forth in furtherance of

the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereafter amended from time to time, and (b) shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 these Articles of Incorporation.

#### **ARTICLE IV Membership**

The membership of this Corporation shall be limited to the founding member, AMERICAN FREEDOM DISTILLERY, LLC, a Florida limited liability company (the "Founding Member"), and such other persons and entities as from time to time may become members as set forth in the Bylaws. The Founding Member shall be a "Distiller Member", as such term is defined in the Bylaws.

#### **ARTICLE V Term of Existence**

The corporate existence of the Corporation shall commence effective July 4, 2016, and the Corporation shall have perpetual existence thereafter.

#### **ARTICLE VI Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

<b>Name</b>	<b>Address</b>
Randolph J. Wolfe	100 N. Tampa Street, Suite 2700 Tampa, FL 33602

#### **ARTICLE VII Directors**

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than five (5). The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

<b>Name</b>	<b>Address</b>
John R. Koko	100 N. Tampa Street, Suite 2700 Tampa, FL 33602

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Scott Neil	100 N. Tampa Street, Suite 2700 Tampa, FL 33602
Robert Schaefer	100 N. Tampa Street, Suite 2700 Tampa, FL 33602
Travis Barnes	100 N. Tampa Street, Suite 2700 Tampa, FL 33602
Tyler Garner	100 N. Tampa Street, Suite 2700 Tampa, FL 33602

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#### **ARTICLE VIII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is **One Independent Drive, Suite 1300, Jacksonville, Florida 32202** and the name of the initial registered agent at such address is **F&L Corp.**

#### **ARTICLE IX**

##### **Bylaws**

The Board of Directors of this Corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

#### **ARTICLE X**

##### **Amendments**

Amendments to these Articles of Incorporation shall be proposed by one or more of the officers or Directors of the Corporation and approved by the Board of Directors by a four-fifths (4/5) vote of a quorum present at a meeting of the Board of Directors duly called in accordance with the Bylaws of the Corporation.

#### **ARTICLE XI**

##### **Dissolution**

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to an organization described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code, or to the corresponding provisions of any future Revenue Law, as shall be selected by the last Board of Directors, or shall be distributed to the federal government, or to a state or local government, for a public purpose. None of the assets will be distributed to any member, officer or Director of the Corporation. Any such assets not so disposed of shall be disposed of by the court of common pleas of the county in which the principal office of the Corporation is then

located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

1<sup>st</sup> IN WITNESS WHEREOF, the undersigned incorporator executed these Articles this day of July, 2016.

Randolph J. Wolfe  
Randolph J. Wolfe, Incorporator

#### ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the within-named Corporation, at the place designated hereinabove, I hereby accept the designation to act in this capacity, and acknowledge that I am familiar with and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

F&L CORP.

Date: July 1, 2016

By: Randolph J. Wolfe  
Randolph J. Wolfe, Vice President

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