

5/2/2017

Division of Corporations

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From:

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Account Number : 075500004387  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Medal of Honor Convention of Tampa Bay 2019, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
**OF**  
**MEDAL OF HONOR CONVENTION OF TAMPA BAY 2019, INC.**

Pursuant to Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act, the undersigned being of full age, for the purpose of forming a not-for-profit corporation without capital stock, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

**ARTICLE I**  
**NAME**

The name of this Corporation shall be Medal of Honor Convention of Tampa Bay 2019, Inc.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The street address and mailing address of the initial principal office of this Corporation shall be located in the County of Hillsborough at 707 North Franklin Street, 6<sup>th</sup> Floor, Tampa, Florida 33602.

**ARTICLE III**  
**TERM OF EXISTENCE**

The duration of this Corporation shall be perpetual until dissolved according to law.

**ARTICLE IV**  
**CORPORATE PURPOSES**

The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law), including the making of distributions for such purposes. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act. These purposes include the following: (i) facilitate the 2019 Congressional Medal of Honor Convention to be

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held in Tampa, Florida, and (ii) advance education through the awarding of scholarships to students based on need and merit with scholarships being awarded on a non-discriminatory basis.

**ARTICLE V**  
**REGISTERED AGENT**

The registered agent of this Corporation shall be Ronald A. Christaldi. The street address of the registered office of this Corporation shall be: Shumaker, Loop & Kendrick, LLP located at 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602.

**ARTICLE VI**  
**INCORPORATORS**

The name and address of the Incorporator is:

Edward Miyagishima  
707 North Franklin Street, 6<sup>th</sup> Floor  
Tampa, Florida 33602

**ARTICLE VII**  
**BOARD OF DIRECTORS**

The method of election and removal of directors shall be as set forth in the Bylaws of the Corporation.

**ARTICLE VIII**  
**VOTING**

The method of voting on corporate matters shall be as set forth in the Bylaws.

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation may indemnify the incorporator, any officer or director, or any former officer or director, to the fullest extent permitted by law.

**ARTICLE X**  
**DISSOLUTION**

Upon any dissolution of the Corporation, the directors of the Corporation shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or

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to such organization or organizations organized and operated exclusively for purposes as shall at the time qualify the organization as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law).

#### **ARTICLE XI** **AMENDMENT**

These Articles may be adopted, altered, amended or repealed only by a majority vote of the directors present at a regular or special meeting of the Board at which a quorum is present, or by all directors signing a written statement manifesting their intention that these Articles be adopted, altered, amended or repealed, provided, however, in the event of any meeting, notice thereof, which shall include the text of the proposed change to these Articles, shall be furnished in writing to each director, at least five (5) days prior to the meeting at which such alteration shall be voted upon.

#### **ARTICLE XII** **LIMITATION ON ACTIVITIES**

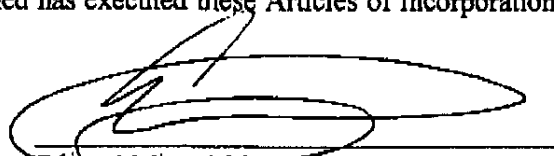
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section

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501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 26 day of April, 2017.

  
\_\_\_\_\_  
Edward Miyagishima  
Incorporator

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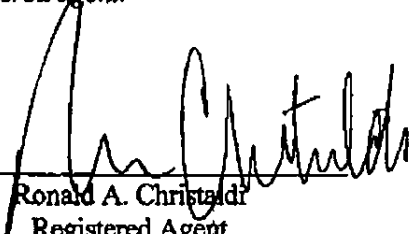
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the corporation is: Medal of Honor Convention of Tampa Bay 2019, Inc.
2. The name and the Florida address of the registered agent are:

Ronald A. Christaldi  
Shumaker, Loop & Kendrick, LLP  
101 East Kennedy Boulevard, Suite 2800  
Tampa, Florida 33602

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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 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.*

  
\_\_\_\_\_  
Ronald A. Christaldi  
Registered Agent

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