

N17000010528

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

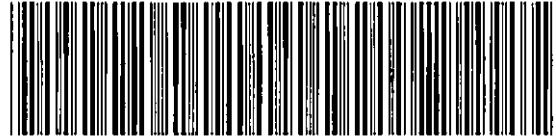
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only

N. SAMS
OCT 20 2017



200304665002

10/19/17--01021--024 **70.00

RECEIVED

17 OCT 19 AM 4:12

FID



Sandman & Lankford, PLLC

October 18, 2017

Via FedEx

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Filing Articles of Incorporation

Dear Sir or Madam:

Enclosed please find proposed Articles of Incorporation and check number 1595 for \$70.00 made payable to the Florida Division of Corporations. Please file the Articles of Incorporation and return the document to this firm. Please do not hesitate to contact me with any questions or concerns.

Sincerely,

Melody Lankford, Esquire

Enclosures

ARTICLES OF INCORPORATION
Volusia County Veterans Memorial Plaza, Inc.

17 OCT 19 AM 4:12

The undersigned incorporators hereby form a not for profit corporation in compliance with Chapter 617, Florida Statutes:

ARTICLE I – NAME

The name of the corporation shall be Volusia County Veterans Memorial Plaza, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal street address and mailing address of the corporation shall be 721 Beville Road, South Daytona, Florida 32119.

ARTICLE III – PURPOSE

Volusia County Veterans Memorial Plaza, Inc. is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code", which each reference to a section of the Code to include the corresponding provisions of any future federal internal revenue laws), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. By way of example, and not limitation, Volusia County Veterans Memorial Plaza, Inc.'s purposes include to:

- a) Provide service to military veterans and their families by creating and supporting the maintenance and operation of a vibrant memorial to the service and sacrifice of all veterans; and
- b) Offer educational, social and multi-media material and events, including philanthropic activities, to support the community and all military veterans and their families and to carry on such related activities that are permitted for corporations not for profit under the laws of the State of Florida and which are exempt from Federal income tax under section 501(c)(3) of the United States Internal Revenue Code of 1986 or the corresponding provisions of any future United States law.

ARTICLE IV – MANNER OF ELECTION

The initial directors of Volusia County Veterans Memorial Plaza, Inc. shall be elected or appointed as follows:

Initial Directors as set forth in Article V hereof, are appointed. Additional Directors may be elected at any time by a majority vote of the serving Directors. All other matters pertaining to Directors, including number, qualifications, terms, groups, eligibility, and elections shall be prescribed by the Bylaws of Volusia County Veterans Memorial Plaza, Inc. ("Bylaws").

The Board of Directors shall adopt the initial Bylaws and the Board of Directors shall have the power to alter, amend or repeal the same or adopt new Bylaws.

The management of the business and the conduct of the affairs of the corporation are vested in its Board of Directors. Except as otherwise provided in these Articles of Incorporation, each Director of Volusia County Veterans Memorial Plaza, Inc. is entitled to one vote per Director on all matters voted or acted upon by the Board of Directors.

ARTICLE V – INITIAL OFFICERS & DIRECTORS

The initial Officers and Directors are:

NAME:	ADDRESS:
Joshua Wagner President, Director	721 Beville Road, South Daytona, Florida 32119
Seth Carlton Director	721 Beville Road, South Daytona, Florida 32119
Pierre Louis Director	721 Beville Road, South Daytona, Florida 32119
Melody Lankford Secretary, Director	721 Beville Road, South Daytona, Florida 32119

17 OCT 19 AM 4:12
FILED

ARTICLE VI – REGISTERED OFFICE AND AGENT

The name of the initial registered agent is Sandman & Lankford, PLLC. The initial registered office of Volusia County Veterans Memorial Plaza, Inc. is located at 112 Orange Avenue, Suite 202, Daytona Beach, Florida 32114.

Having been named as registered agent to accept services of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Melody Lankford
Melody Lankford, Esq., for Sandman & Lankford, PLLC

ARTICLE VII – EFFECTIVE DATE

The effective date for Volusia County Veterans Memorial Plaza, Inc. shall be October 19, 2017.

ARTICLE VIII – POWERS AND RESTRICTIONS

Volusia County Veterans Memorial Plaza, Inc. is organized as a corporation not for profit and shall not issue shares of stock, shall not pay dividends, and no part of the assets or net earnings of Volusia County Veterans Memorial Plaza, Inc. shall inure to the private benefit of any director, officer, or other individual. Notwithstanding the foregoing, Volusia County Veterans Memorial Plaza, Inc. may pay compensation in a reasonable amount to its agents or employees for services rendered.

Volusia County Veterans Memorial Plaza, Inc. shall not make any distribution upon dissolution or final liquidation except as provided herein. Volusia County Veterans Memorial Plaza, Inc. is organized and shall be operated as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), and it may engage only in activities that may be carried on by a corporation exempt from federal income taxation.

No substantial part of the activities of Volusia County Veterans Memorial Plaza, Inc. 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, Volusia County Veterans Memorial Plaza, Inc. shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (ii) 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.

ARTICLE IX – MEMBERS

Volusia County Veterans Memorial Plaza, Inc. shall have no members.

ARTICLE X – DISSOLUTION

In the event of dissolution of Volusia County Veterans Memorial Plaza, Inc., assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the city or county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI – LIMIT ON LIABILITY AND INDEMNIFICATION

Volusia County Veterans Memorial Plaza, Inc. will indemnify and hold harmless each of its Directors, Officers, employees, and agents (and his or her executor, personal representative, and

heirs), whether or not then in office, who were or are a party or are threatened, pending or completed action, suit or proceeding, whether civil, criminal administrative or investigative (including an action or suit by or in the right of Volusia County Veterans Memorial Plaza, Inc.) by reason of the fact that the person is or was a Director, Officer, employee or agent of Volusia County Veterans Memorial Plaza, Inc., against expenses (including all attorneys' fees), judgments, fines and amounts paid in settlement incurred by the person in connection with such action, suit or proceeding, unless there is a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. All attorneys' fees and costs will be reimbursed immediately by Volusia County Veterans Memorial Plaza, Inc. as they are incurred by such person, and promptly will be repaid to Volusia County Veterans Memorial Plaza, Inc. only upon a final adjudication by a court of competent jurisdiction that such person is liable for willful misconduct or a knowing violation of criminal law. The right to indemnification is set forth in this Articles is in addition to and not exclusive of, all other rights to which such Director, Officer, employee or agent may be entitled, including but not limited to any rights under policies of insurance that may be purchased and maintained by Volusia County Veterans Memorial Plaza, Inc.

ARTICLE XII - AMENDMENTS

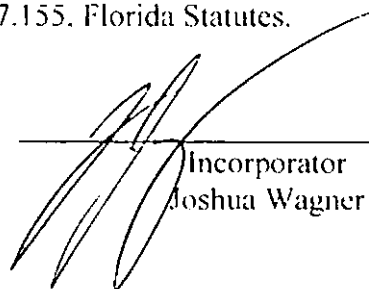
These Articles of Incorporation may be amended under the provisions of the Florida Statutes, except that no amendment may authorize Volusia County Veterans Memorial Plaza, Inc.'s Directors to conduct the affairs of the corporation in any manner or for any purpose contrary to the provisions of the Code section 501(c)(3).

ARTICLE XIII- INCORPORATOR

The name and address of the Incorporator is as follows:

Joshua Wagner
721 Beville Road
South Daytona, Florida 32119

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Incorporator
Joshua Wagner

FILED
17 OCT 19 AM 4:12
TALLAHASSEE, FLORIDA