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**FLORIDA PROFIT/NON PROFIT CORPORATION
HISTORICAL FIREARMS FOUNDATION**

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February 26, 2018

FLORIDA DEPARTMENT OF STATE
Division of Corporations

COMITER & SINGER, LLP

SUBJECT: HISTORICAL FIREARMS FOUNDATION
REF: W18000018907

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name must contain a word that will clearly indicate that it is a corporation. This word may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Nadira D McClees-Sams
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**ARTICLES OF INCORPORATION
OF
HISTORICAL FIREARMS FOUNDATION, INC.
(a Florida Not For Profit Corporation)**

Article I. Name

The name of the corporation shall be: HISTORICAL FIREARMS FOUNDATION, INC.
(the "Corporation").

Article II. Purposes

The Corporation is organized exclusively to engage in all lawful acts or activities not for pecuniary profit for which Florida not for profit corporations may be organized. Specifically, the Corporation is organized to establish for:

- (a) To operate an institution of learning;
- (b) To provide the public with the opportunity to view historical firearms and other related items and to obtain instruction in the study of such historical firearms;
- (c) To own and operate a historical museum, together with such real and personal property as may be necessary for the purposes enumerated herein;
- (d) To buy, sell, create, exchange and accept gifts of firearms of all kinds;
- (e) To purchase, sell or lease real estate; and
- (f) To do an undertake such other activities as the Board of Directors shall from time to time determine to be necessary to carry forward the above purposes of the Corporation.

The Corporation shall be organized strictly for charitable and educational purposes as set forth in Code Section 501(c)(3) and Code Section 170. This Corporation is organized to serve the public interest and in no event shall this Corporation be operated for the benefit of private interests. The Corporation shall not be organized or operated for the primary purpose of carrying on or operating a business of a kind regularly carried on for profit.

The Corporation may also hold, invest, reinvest, use, expend, disburse and administer any gifts and grants, without limitations as to origin, amount or value, and to use, expend, disburse or donate the income or principal thereof for charitable purposes consistent with the Corporation's purposes as set forth herein. The Corporation may establish investment policies and guidelines in its bylaws or through Board of Directors' action.

To further support the Corporation's purposes, it shall also have the incidental powers to do all things necessary, suitable, or proper for the accomplishment or furtherance of, or to do such other act or thing incidental to, growing out of, or connected with, the purposes or powers set forth in these Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers, and privileges now or hereafter conferred by law upon a not for profit corporation organized under Chapter 617, Florida Statutes. Provided, however, that nothing herein set forth shall be construed as authorizing the Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by these Articles of Incorporation or forbidden by law to a not for profit corporation

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organized under the laws of the State of Florida or prohibited under Code Section 501(c)(3) or Code Section 170.

Article III. Nonstock Corporation

This Corporation shall not have or issue shares of stock; however, it may have and issue membership certificates.

Article IV. Term of Existence

The Corporation shall have perpetual existence.

Article V. Management

The Corporation's affairs shall be managed by a Board of Directors. The number of directors may be increased or decreased in accordance with the Corporation's bylaws, but shall never be less than three (3). The manner in which the directors are elected or appointed shall be specified in the Corporation's Bylaws.

Article VI. First Board of Directors

The names and addresses of the First Board of Directors are:

- | | |
|--|----------|
| Marc Adler
5825 W. Irlo Bronson Memorial Highway
Kissimmee, FL 34746 | Director |
| Lisa Goldman
5825 W. Irlo Bronson Memorial Highway
Kissimmee, FL 34746 | Director |
| Brian Rahl
5825 W. Irlo Bronson Memorial Highway
Kissimmee, FL 34746 | Director |

These Directors shall serve until the first election under the bylaws of the Corporation.

Article VII. Names of Officers

The names of the officers who are to serve until the first election under the Bylaws of the Corporation are as follows:

<u>Name</u>	<u>Office</u>
Marc Adler	President
Lisa Goldman	Vice President
Brian Rahl	Secretary

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Article VIII. Bylaws

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Directors at the annual meeting of the Directors or at a duly called meeting of the Directors in accordance with the By-Laws.

Article IX. Amendments to the Articles of Incorporation

These Articles of Incorporation may be amended in the manner provided by law.

Article X. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. If the Corporation is at any time deemed not to be a private foundation within the meaning of the Code Section 509(a), no substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). Otherwise, if the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall not conduct any activities consisting of the carrying on of propaganda or otherwise attempt to influence legislation, except as permitted in Code Section 4945. The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) and which entitle contributors to the Corporation to deduct their charitable contribution under Code Sections 170, 2055 or 2522.

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for that period, the Corporation shall distribute its income for each year at such time and in such manner that avoids subjecting the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments subjecting the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

Article XI. Corporation's Principal Office and/or Mailing Address

The principal office address of this Corporation shall be:

5825 W. Irlo Bronson Memorial Highway
Kissimmee, FL 34746

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The mailing address of this Corporation shall be:

5825 W. Irló Bronson Memorial Highway
Kissimmee, FL 34746

Article XII. Initial Registered Agent and Street Address

The name and street address of the initial Registered Agent is:

Brian Rahl
5825 W. Irló Bronson Memorial Highway
Kissimmee, FL 34746

Article XIII. Incorporator

The name and address of the incorporator is:

Andrew R. Comiter, Esq.
3801 PGA Blvd
Suite 604
Palm Beach Gardens, Florida 33410

Article XIV. Dissolution

Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Code Section 501(c)(3), or to an organization exempt under Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any assets not so distributed shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for the foregoing purposes.

Article XV. Indemnification

The directors and officers of the Corporation shall be protected from personal liability to the fullest extent permitted by law.

IN WITNESS WHEREOF, I have set my hand and seal this February 27, 2018.


Andrew R. Comiter, Esq. Incorporator

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of HISTORICAL FIREARMS FOUNDATION, INC., I am familiar with and hereby accept and agree to act in this capacity.

Dated: February 27, 2018.



Brian Rahl