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FLORIDA PROFIT/NON PROFIT CORPORATION

Zephyrhills Museum of Military History, Inc.

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ARTICLES OF INCORPORATION
OF
**ZEPHYRHILLS MUSEUM OF
MILITARY HISTORY, INC.**

A FLORIDA NOT FOR PROFIT CORPORATION

EFFECTIVE OCTOBER 31, 2018

WE THE UNDERSIGNED, a majority of whom are citizens of the United States, desiring to form a Non-Profit Corporation under the Non-Profit Corporations Law(s) of the State of Florida do hereby certify as follows:

ARTICLE I
NAME

1.01 Name

The name of this corporation shall be *Zephyrhills Museum of Military History, Inc.* Any and all business conducted on behalf of the corporation shall be conducted in the name *Zephyrhills Museum of Military History, Inc.*

ARTICLE II
DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

3.1 Purpose

Zephyrhills Museum of Military History, Inc. is a non-profit corporation and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The purpose of the corporation is to collect, maintain, display, preserve, archive, and record the artifacts, pictures and stores of the United States Military and its presence in Florida. Additionally, the corporation's purpose is to preserve, maintain and display the last remaining Barracks building from World War II in Pasco County, Florida.

ARTICLE IV
NON-PROFIT NATURE

4.1 Non-profit Nature

Zephyrhills Museum of Military History, Inc. is organized exclusively for the educational and charitable purpose of preserving, collecting, displaying and maintaining the United States military history.

No part of the net earnings of *Zephyrhills Museum of Military History, Inc.* shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Zephyrhills Museum of Military History, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.2 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of *Zephyrhills Museum of Military History, Inc.* of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.3 Dissolution

Upon termination or dissolution of *Zephyrhills Museum of Military History, Inc.* any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the corporation shall be selected by the discretion of a majority of the managing body of *Zephyrhills Museum of Military History, Inc.* and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against *Zephyrhills Museum of Military*

History, Inc. by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within East Pasco County, Florida with whom the corporation has previously donated or partnered with in prior charitable endeavors.

4.4 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.5 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.6 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by 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 V **BOARD OF DIRECTORS**

5.1 Governance

Zephyrhills Museum of Military History, Inc. shall be governed by its board of directors consisting of at least three (3) members, and not exceeding nine (9) members.

5.2 Initial Directors

The initial directors of the corporation shall be:

Cliff Moffett
1542 Maypop St.
Zephyrhills, FL 33540

Ted Johnson
P.O. Box 2033
Dade City, FL 33526

Sherryl Evans
7456 Alafia Ridge Loop
Riverview, FL, 33569

ARTICLE VI

MEMBERSHIP AND OFFICERS

6.1 Membership

Zephyrhills Museum of Military History, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's Bylaws.

6.2 Officers

Zephyrhills Museum of Military History, Inc. shall have the following slate of initial Officers, who are and shall remain subject to the specific rules governing the corporations' officers as specifically set forth in the Bylaws:

<u>President:</u>	Clifford J. Moffett 1542 Maypop St. Zephyrhills, FL 33540
<u>Vice President:</u>	Ted Johnson P.O. Box 2033 Dade City, FL 33526
<u>Secretary:</u>	Sherryl Evans 7456 Alafia Ridge Loop Riverview, FL, 33569
<u>Treasurer:</u>	Clifford J. Moffett 1542 Maypop St. Zephyrhills, FL 33540

ARTICLE VII
AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Board of Directors.

ARTICLE VIII
ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:

Zephyrhills Museum of Military History, Inc.
39444 South Ave.
Zephyrhills, FL 33542

The mailing address of the corporation is:

Zephyrhills Museum of Military History, Inc.
1542 Maypop St.
Zephyrhills, FL 33540

ARTICLE IX
APPOINTMENT OF REGISTERED AGENT

9.1 Registered Agent

The registered agent of the corporation shall be:

Matthew E. Maggard, Esq.
MAGGARD LAW FIRM, P.A.
13134 U.S. Highway 301
Dade City, Florida 33525

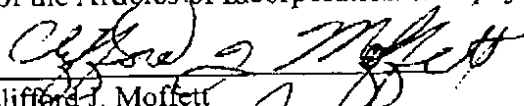
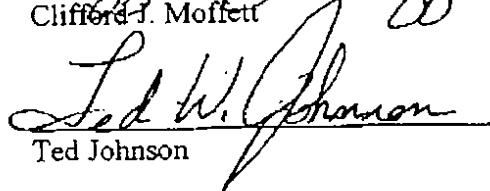
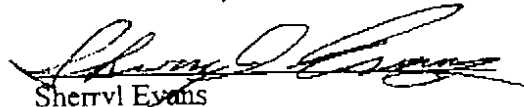
ARTICLE X
INCORPORATOR

The incorporator of the corporation is:

Clifford J. Moffett
1542 Maypop St.
Zephyrhills, FL 33540

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned initial directors, do hereby certify that the above stated Articles of Incorporation of *Zephyrhills Museum of Military History, Inc.* were approved by the board of directors on this 31st day of October, 2018 and constitute a complete copy of the Articles of Incorporation of *Zephyrhills Museum of Military History, Inc.*


Clifford J. Moffett
Ted Johnson
Sherryl Evans

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Matthew E. Maggard, agree to be the registered agent for *Zephyrhills Museum of Military History, Inc.* as appointed herein.



Matthew E. Maggard, Registered Agent

10/31/18
Date