

N180000012S37

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

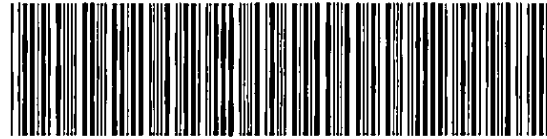
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500321394665

11/28/18--01007--016 **70.00

RECEIVED
18 NOV 28 PM 12:01

FILED
18 NOV 28 PM 1:22
SEALING UNIT
FALL MASSACHUSETTS

NOV 29 2018
T SCHROEDER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

NORTHWEST FLORIDA WINGMEN

MC INCORPORATED

Signature _____

Requested by: BA

11/28/18

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

**ARTICLES OF INCORPORATION
OF
NORTHWEST FLORIDA WINGMEN MC INCORPORATED**

In compliance with the requirements of Chapter 617, Florida Statutes, (Not for Profit) the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I.

Corporate Name

The name of the corporation is Northwest Florida Wingmen MC Incorporated, hereinafter called the "the Corporation."

ARTICLE II.

Corporation Not For Profit

The Corporation is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

ARTICLE III.

Principal Place of Business

The initial mailing address of the Corporation shall be 160 Cayson Avenue, Crestview, Florida 32536. The principal office of the Corporation shall be located at the mailing address or at any other place as may be subsequently designated by the Directors of the Corporation.

ARTICLE IV.

Registered Agent

The name and address of the initial registered agent is Lawrence G. Elder, whose address is 77 Country Club Road, Shalimar, Florida 32579, and who is appointed the initial registered agent of the Corporation and who is authorized to accept service of process within the State of Florida for the Corporation.

FILED
18 NOV 28 PM 1:22
STATE OF FLORIDA
CLERK OF THE SUPREME COURT

ARTICLE V.

Purpose and Powers of the Association

The Corporation is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers. The Corporation is organized exclusively for charitable, educational and community support, 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. Specifically the Corporation is an organization, fraternal order and social club organized for the purpose of establishing a NWFL Wingmen MC Scholarship fund and general fund to provide community outreach, service and support.

The organization will engage in activities permissible under section 501 (c) (3) including: establishing the NWFL Wingmen MC Scholarship Fund and general fund to provide community support. The Corporation will conduct benefit motorcycle rides to raise donations to support their community, their scholarship fund and Making Strides for Cancer. The organization agrees that with the resources available to advocate on behalf of the issues mentioned above to the extent that no substantial part of the activities of which it is carrying on will be based on propaganda, or otherwise attempting to influence legislation, except as is otherwise provided by section 501 (h) of the Internal Revenue Code. No part of any activities of the organization will include participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office.

This Corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this Corporation may make payments of reasonable compensation for services rendered.

The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

ARTICLE VI.

Voting Rights

All Directors shall be entitled to one vote each.

FILED
18 NOV 28 PM 1:22
CLERK OF SUPERIOR COURT
JANUARY 1, 2019

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Number of Directors: The affairs of the Corporation shall be managed and governed by a board of directors consisting of at least three (3) directors, who need not be members of the Corporation. The number of directors may be changed by amendment of the bylaws of the Corporation. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name:	Address:
Lawrence G. Elder (Chairman)	77 Country Club Road, Shalimar, Florida 32579
Alexis Campagne	5777 Wayne Rogers Road, Crestview, FL 32539
Charlie Berrios	5624 Prairie Meadows Ct., Pace, FL 33571
Joseph Hernandez	4 Wallace Dr. Daleville, AL 36322
Duane Flores	2946 Wallace Lake Road, Pace, Florida 32571

Section 2. Attendance of Meetings: Action By Directors Without A Meeting: Members of the board of directors may participate in a meeting of the board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the board may be taken without a meeting if a consent in writing, setting forth the action to be taken, is signed by all of the directors and filed in the minutes of the proceedings of the board. The consent shall have the same effect as a unanimous vote.

FILED
18 NOV 28 PM 1:22
NOTICE OF FILING
CLERK OF DISTRICT COURT
U.S. DISTRICT COURT
NORTH DAKOTA
FBI

ARTICLE IX.

Officers

The affairs of the Corporation shall be administered by a president, a vice president, a secretary and a treasurer and any other officers as may be designated from time to time by the directors. The officers shall be elected or designated by the board of directors at its initial meeting and at the first meeting following the annual meeting of the members of the Corporation.

ARTICLE XI.

By-Laws

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this Corporation. The By-Laws shall govern the operation of this Corporation unless any By-Law conflicts with these in which case the Articles Of Incorporation shall govern.

ARTICLE XII.

Term

The term of the Corporation shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to hereto. If the Corporation and 501 (c) (3) were to dissolve the facility and building would remain in the ownership of the individuals or entity it was in prior to the formation of this document.

ARTICLE XIII.

Amendments

Amendments to the articles of incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the board of directors or by the members of the Corporation. A majority vote rules.

Section 3. Limit on amendments: No amendment shall make any changes in the qualifications for Directors nor in the voting rights of Directors, without approval in writing by all Directors.

FILED
8 NOV 23 PM 1:22

Section 4. Certification: A copy of each amendment shall be certified by the secretary of state.

ARTICLE XIV.

Incorporator

The name and address of the incorporator of these articles of incorporation is as follows:

Name

Lawrence G. Elder

Address

77 Country Club Road, Shalimar FL 32579

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, we have executed these Articles of Incorporation on the 13 day of November, 2018.

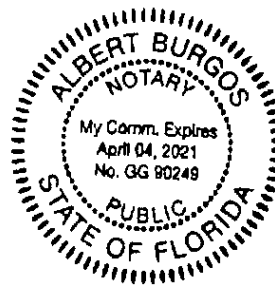
Lawrence G. Elder
Lawrence G. Elder

State of Florida

County of Okaloosa

Before me, the undersigned authority, personally appeared Lawrence G. Elder who after being duly sworn, acknowledges that he executed the above articles of incorporation for the purposes expressed in them on the 13 day of November, 2018.

[Signature]
Notary Public State of Florida:
My Commission Expires: 04/04/2021



FILED
18 NOV 28 PM 1:22
NOTARY PUBLIC
STATE OF FLORIDA

CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida:

1. The name of the corporation is:

Northwest Florida Wingmen MC Incorporated

2. The name and address of the registered agent and office is:

Lawrence G. Elder
77 Country Club Road
Shalimar, Florida 32579
(850) 428-7014

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.

Lawrence G. Elder

FILED
18 NOV 28 PM 1:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA