

N21000014592

(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



800377661618

12/28/21--01023--004 **78.75

RECEIVED
2021 DEC 28 AM 10:14

J DEANIS
DEC 28 2021

COVER LETTER.

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: BSA SCOUT TROOP 118 TALLAHASSEE, FLORIDA, INC.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Floyd R. Self

Name (Printed or typed)

313 North Monroe Street, Suite 301

Address

Tallahassee, Florida 32301

City, State & Zip

850-566-6347

Daytime Telephone number

fself@bergersingerman.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

RECEIVED
2021 DEC 28 AM 11:28
JPM

**ARTICLES OF INCORPORATION
OF
BSA SCOUT TROOP 118 TALLAHASSEE, FLORIDA, INC.
A Florida Not-For-Profit Corporation**

The undersigned, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617, Florida Statutes, makes and adopts the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is as follows: BSA SCOUT TROOP 118 TALLAHASSEE, FLORIDA, INC.

ARTICLE II. ADDRESS

The principal address of the corporation at the time of incorporation is 3125 Briarwood Drive, Tallahassee, Florida 32308.

ARTICLE III. EFFECTIVE DATE; DURATION

Corporate existence shall commence on the date these articles of incorporation are filed by the Department of State. The duration of this corporation is perpetual unless dissolved according to law.

ARTICLE IV. PURPOSE

(a) The general purpose for which this corporation is organized is the transaction of any and all business for which nonprofit corporations may be incorporated under the laws of the State of Florida, as may be amended from time to time. Among other things, the purposes of the corporation are to promote, through organization, and cooperation with other agencies, the ability of boys and girls to do things for themselves and others, to train them in scoutcraft, and to teach them patriotism, courage, self-reliance, and kindred virtues, using the methods that were in common use by boy scouts on June 15, 1916. Notwithstanding the foregoing provisions of this Article to the contrary, the corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue

Code of 1986 or the corresponding section of any future federal tax code, 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.

(b) The specific purposes for which this corporation is organized and intends actually to engage in this State, which shall not limit the character of the exempt activities that this corporation may ultimately conduct, are as follows: This corporation shall conduct non-profit activities to serve BSA Scout Troop 118 in regards to fund-raising, community outreach, and volunteer services; to provide an educational program for boys, girls, and young adults to build character, to train in the responsibilities of participatory citizenship, and to develop personal fitness; and to conduct all legal purposes associated with the Boy Scouts of America.

ARTICLE V. NOT-FOR-PROFIT

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. The property of the corporation is irrevocably dedicated to educational purposes. No part of the net earnings of the corporation 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 herein. 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 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.

ARTICLE VI. NO MEMBERS

The corporation shall have no members.

ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the corporation's initial registered office is 313 North Monroe Street, Suite 301, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at that address is Floyd R. Self, who is a resident of the State of Florida.

ARTICLE VIII. SELF-PERPETUATING BOARD OF DIRECTORS

There shall be a board of directors consisting of at least three (3) individuals but not more than seven (7) individuals. The initial directors are hereby elected by the incorporator. After that, each director shall be elected by majority vote of the board of directors in the manner, and at the times, set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds (2/3) of all the directors then in office. The directors named here as members of the initial board of directors shall hold office until the first meeting of the board at which directors are elected or until their successors are elected and assume their duties:

William Boyle
4277 River Chase
Tallahassee, Florida 32309

David L. Cowles, Jr.
2285 Trescott Drive
Tallahassee, Florida 32308

Michael Stehlik
3125 Briarwood Drive
Tallahassee, Florida 32308

John Vargo
2226 Beaver Creek Drive
Havana, Florida 32333

ARTICLE IX. OFFICERS.

The officers of the corporation may consist of a president, vice-president, a

secretary, and a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time, and in such a manner, as may be prescribed by the bylaws or by law.

ARTICLE X. BYLAWS.

The board of directors shall have the power to make, amend, and repeal the bylaws of the corporation (i) by a majority vote of the directors then in office at any regular or special meeting of the board, provided that written notice of intention to amend the bylaws and the text of the proposed amendment have been given at the last preceding meeting or in the notice of the meeting, or (ii) without any such notice by vote of two-thirds (2/3) of all the directors then in office.

ARTICLE XI. DISSOLUTION.

Upon the dissolution of the corporation, 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 county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII. AMENDMENT OF ARTICLES.

The board of directors shall have the power to amend these articles of incorporation (i) by a majority vote of the directors then in office at any regular or special meeting of the board, provided that written notice of intention to amend these articles and the text of the proposed amendment have been given at the last preceding meeting or in the notice of the meeting, or (ii) without any such notice by vote of two-thirds (2/3) of all the directors then in office.

ARTICLE XIII. INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY.

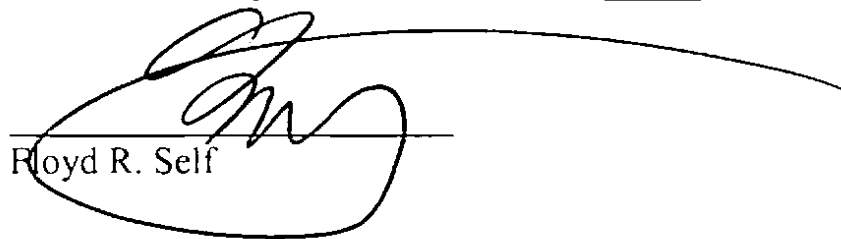
The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Chapter 617, Florida Statutes. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Chapter 617, Florida Statutes, and other similar laws.

ARTICLE XIV. INCORPORATOR.

The incorporator's name and address are:

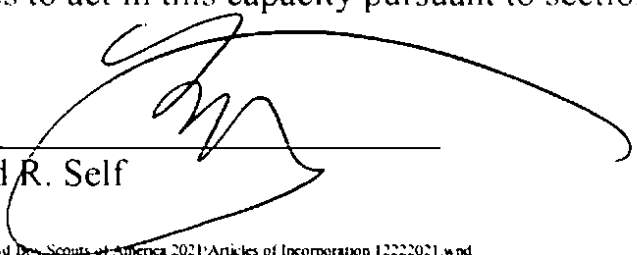
Floyd R. Self
313 North Monroe Street, Suite 301
Tallahassee, FL 32301

The undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit corporation under the laws of Florida, has executed these articles of incorporation on December 22, 2021.


Floyd R. Self

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for BSA SCOUT TROOP 118 TALLAHASSEE, FLORIDA, INC., a Florida nonprofit corporation, at the place designated in the foregoing articles of incorporation, the undersigned is familiar with and accepts the appointment as registered agent and agrees to act in this capacity pursuant to section 617.0501, Florida Statutes.



Floyd R. Self

K:\Self, Floyd Doc, Scouts of America 2021\Articles of Incorporation 12222021.wpd