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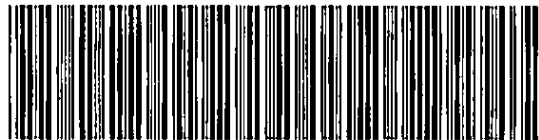
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FRANCHISING  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



**Alan B. Taylor & Associates**  
*Professional Association*

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7065 Westpointe Blvd., Suite 311  
Orlando, Florida 32835

Phone: (407) 992-8740  
Facsimile: (407) 650-2811

July 18, 2022

Department of Corporations  
Florida Secretary of State  
Attn: New Non-Profit Filings  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Washington Artillery Florida, Inc.

Dear Sir or Madam:

Enclosed please find the original executed Articles of Incorporation for Washington Artillery Florida, Inc. for filing with your office. In addition, a check payable to the Florida Department of State for \$70.00 is enclosed.

Should you have any questions or concerns, please let us know immediately.

Sincerely,

Dorothy L. Vela  
Legal Assistant to Alan B. Taylor, Esquire

Enclosures

**ARTICLES OF INCORPORATION  
OF  
WASHINGTON ARTILLERY FLORIDA, INC.  
(A Florida Not-For-Profit Corporation)**

**ARTICLE I  
Name**

**1.01 Name.**

The name of this corporation shall be WASHINGTON ARTILLERY FLORIDA, INC., a Florida not-for-profit corporation.

**ARTICLE II  
Duration**

**2.01 Duration.**

The period of duration of the Corporation is perpetual.

**ARTICLE III  
Purpose**

**3.01 Purpose.**

WASHINGTON ARTILLERY FLORIDA, INC. (sometimes hereafter the "Corporation"), is a Florida not-for-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. WASHINGTON ARTILLERY FLORIDA, INC. is established as a non-profit charitable and educational organization with the purpose of facilitating the development of, and participation in battle reenactments and living history of the war between the states era (1861-1865) to include historical periods earlier and later in the 19<sup>th</sup> century, as well as educating the public on the historical aspects and events of that time. These purposes further include working with non-profit reenacting associations, historical organizations, schools, federal, state, and local governments, and parks and recreation agencies to participate in public events.

**3.02 Public Benefit.**

WASHINGTON ARTILLERY FLORIDA, INC. is designated as a non-profit, public benefit corporation.

**ARTICLE IV  
Non-Profit Nature**

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

#### **4.01 Non-Profit Nature.**

WASHINGTON ARTILLERY FLORIDA, INC. is organized exclusively for charitable and educational purposes and for no other purpose. No part of the net earnings of WASHINGTON ARTILLERY FLORIDA, INC. shall inure to the benefit of, or be distributable to its members, if any, its 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.

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 any candidate for public office.

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.

WASHINGTON ARTILLERY FLORIDA, 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 charitable purposes as described in Article III, Section 3.01, above. No part of the directors, 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 and applicable law.

#### **4.02 Personal Liability.**

No officer or director of this Corporation shall be personally liable for the debts or obligations of WASHINGTON ARTILLERY FLORIDA, 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 the Corporation.

#### **4.03 Dissolution.**

Upon termination or dissolution of WASHINGTON ARTILLERY FLORIDA, 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 WASHINGTON ARTILLERY FLORIDA, INC. hereunder shall be selected by the discretion of a majority of the Board of Directors of

WASHINGTON ARTILLERY FLORIDA, INC., and if its Board of Directors cannot so agree due to a deadlock, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against WASHINGTON ARTILLERY FLORIDA, INC. by one (1) or more member(s) of the Corporation's Board of Directors, 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 the State of Florida.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this Corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Florida to be added to the general fund.

#### **4.03 Prohibited Distributions.**

No part of the net earnings, properties of the Corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, if any, 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.

#### **4.04 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.

#### **4.05 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**

#### **5.01 Governance.**

WASHINGTON ARTILLERY FLORIDA, INC., shall be governed by its Board of Directors, which Board of Directors shall never be less than three (3).

### **5.02 Initial Directors.**

The initial directors and officers of the corporation shall be:

<b>Name</b>	<b>Title</b>
T. Tarry Beasley, II	Director and President
Alan B. Taylor	Director and Secretary
Ross Cramer	Director and Treasurer

## **ARTICLE VI Membership**

### **6.01 Membership.**

WASHINGTON ARTILLERY FLORIDA, INC. may admit members under such lawful conditions as determined by the Board of the Directors of the Corporation. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the Corporation's Bylaws.

## **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 initial physical address of the Corporation is:

1224 Shelter Rock Road, Orlando, Florida 32835

The initial mailing address of the Corporation is:

1224 Shelter Rock Road, Orlando, Florida 32835

## **ARTICLE IX Appointment of Registered Agent**

#### **9.01 Registered Agent.**

The name and address of the Registered Agent of the Corporation shall be:

Alan B. Taylor, Esquire  
Alan B. Taylor & Associates, P.A.  
7065 Westpointe Boulevard, Suite 311  
Orlando, Florida 32835

#### **ARTICLE X Incorporators**

The incorporator of the Corporation is as follows:

##### **Name**

Alan B. Taylor  
1224 Shelter Rock Road  
Orlando, Florida 32835

#### **Certificate of Adoption of Articles of Incorporation**

I, the undersigned, do hereby certify that the above stated Articles of Incorporation of WASHINGTON ARTILLERY FLORIDA, INC., were approved by the initial Board of Directors and constitute a complete copy of Articles of Incorporation of the WASHINGTON ARTILLERY FLORIDA, INC.

Name, addresses and signature of initial incorporator is below.

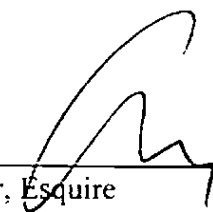
Dated this 18<sup>th</sup> day of July, 2022.

\_\_\_\_\_  
Alan B. Taylor  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above named Corporation, at the place designated in this Certificate, I hereby accept this appointment and agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 18<sup>th</sup> day of July, 2022.

  
\_\_\_\_\_  
Alan B. Taylor, Esquire  
Alan B. Taylor & Associates, P.A.  
Registered Agent