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2022 OCT 17 PM 2:32  
TALLAHASSEE, FLORIDA

Cover Letter

Department of State  
Division of Corporations  
PO Box 6327  
2661 Executive Center Circle  
Tallahassee, FL 32301  
T: 850-245-6052

Subject: Filing Articles of Incorporation for: Troop 38 and Pack 38

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  
& Certified of Status

☐ \$78.75 Filing Fee    ☐ \$78.75 Filing Fee  
& Certified Copy        & Certified Copy

ADDITIONAL COPY REQUIRED

Please find 2 copies of the articles of incorporation and payment to file the articles of incorporation.

Please return proof of filing to:

Michael Schefstad  
P.O. Box 941674  
Maitland, FL 32794

If needed, you can contact me at the following phone number:  
407 592 7677  
Or email: [mschefstad@wltic.com](mailto:mschefstad@wltic.com)

# NONPROFIT CORPORATION ARTICLES OF INCORPORATION

Pursuant to §617 of the laws of Florida, the undersigned majority of whom are citizens of the United States, do hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

## ARTICLE 1

### Name

The name of this corporation shall be "Troop 38 and Pack 38, Inc." (the "Corporation")

## ARTICLE 2

### Existence

The Corporation shall have perpetual existence, commencing on the date of execution and acknowledgment of these Articles.

## ARTICLE 3

### Effective Date

The effective date of incorporation shall be October 1, 2022.

## ARTICLE 4

### Members

The membership of the Corporation shall consist of individuals interested in promoting the purpose expressed in these Articles whose applications are approved by the Board of Directors.

## ARTICLE 5

### Purpose

The purpose of the Corporation is to facilitate the functions of Boy Scout Troop 38 and Cub Scout Pack 38 as prescribed in the Boy Scouts of America program, 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.

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TALLAHASSEE FL 32301

## ARTICLE 6

### Registered Agent and Office

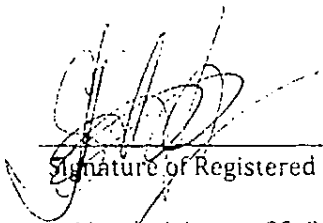
The street address of the initial registered office of the corporation is:

261 Lemon Lilly Court  
Altamonte Springs, FL 32714

The name of the initial registered agent is:

Juan Santiago

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

  
\_\_\_\_\_  
Signature of Registered Agent  
Monday, August 29, 2022

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TALLAHASSEE, FL 32301

## ARTICLE 7

### Principal Office

The Corporation has a principal office. The street address of the principal office is:

261 Lemon Lily Ct  
Altamonte Springs, FL 32714  
Seminole County

## ARTICLE 8

### Mailing Address

P.O. Box 941674  
Maitland, FL 32794  
Orange County

## ARTICLE 9

### Directors

The directors will be elected, maintained, and appointed in accordance with the Corporation's By-laws. The Corporation's initial directors are as follows:

Joe Walter, Chairman  
P.O. Box 941674  
Maitland, FL 32794

Jason Froehlich, Treasury  
P.O. Box 941674  
Maitland, FL 32794

Juan Santiago, Secretary  
P.O. Box 941674  
Maitland, FL 32794

## ARTICLE 10 Powers

The Corporation shall have all the corporate powers enumerated in the Florida Corporation Act under Chapter §617, Florida Statutes.

## ARTICLE 11 By-Laws

The power to adopt, alter, amend, or repeal By-laws shall be vested in the Board of Directors in accordance with the Corporation's By-laws. Notwithstanding the foregoing, nothing contained in the By-laws shall be inconsistent or contrary to these Articles of Incorporation or the laws of the State of Florida

## ARTICLE 12 Officers

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the Board of Directors may deem desirable and proper and may take such action not inconsistent with the Articles of Incorporation, the By-laws of the Corporation, the laws of the State of Florida, or the Internal Revenue Code.

## ARTICLE 11 Indemnification

The Corporation does indemnify any directors, officers, employees, incorporators, and members of the Corporation from any liability regarding the Corporation and the affairs of the Corporation unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the Corporation, or as otherwise provided under the applicable statute.

## ARTICLE 12 Prohibited Activities

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 in Article 5. No substantial part

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F. L. S. 11  
JALINASEL, FL 32794

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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

### ARTICLE 13

#### Distributions Upon Dissolution

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the legal liabilities 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 14

#### Amendment to Articles

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation provided that such amendment does not conflict with federal, or state laws as is or may hereinafter be applicable.

### ARTICLE 15

#### Incorporator

The name and address of the Incorporator is:

Michael Schefstad  
P.O. Box 941674  
Maitland, FL 32794

  
\_\_\_\_\_  
Signature

Monday, August 29, 2022

F.L.E.S.  
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COUNTY CLERK  
TALLAHASSEE, FLORIDA