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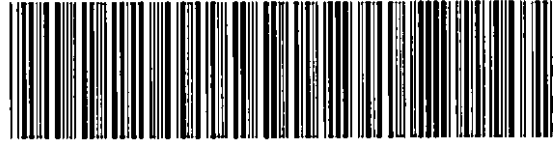
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2022 DEC 22 AM 11:44  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** OSCEOLA REPUBLICAN FOUNDATION, 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:** MARK CROSS EA  
Name (Printed or typed)

1012 EMMETT ST SUITE D  
Address

KISSIMMEE, FL 34741  
City, State & Zip

407-908-2749  
Daytime Telephone number

MARKCROSSEA@PRODIGY.NET  
E-mail address: (to be used for future annual report notification)

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

# ARTICLES OF INCORPORATION

of

## OSCEOLA REPUBLICAN FOUNDATION, INC

I hereby adopt the following Articles of Incorporation to form a non-stock, nonprofit Corporation under the provisions of Florida Statutes Chapter 617, and to that end set forth the following:

### ARTICLE I

#### NAME

The name of the Corporation is Osceola Republican Foundation, Inc hereinafter referred to as the "Corporation."

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### ARTICLE II

#### PRINCIPAL OFFICE

The principal office shall be 1012 Emmett St. Suite D, Kissimmee, FL 34741.

### ARTICLE III

#### PURPOSES AND POWERS

(A) Purposes: Our mission is as follows; "We desire to promote conservative values through education and community outreach." These purposes of the Corporation are to be accomplished as follows:

(1) By working with other organizations, individuals, and support groups in furtherance of the above-stated purposes.

(B) Powers: In addition to the foregoing purposes, the Corporation shall have all of the specific, general, and incidental powers granted to it under Chapter 617 of the Statutes of Florida and other laws of the state of Florida, and the Corporation is empowered to do all and everything necessary, suitable and proper for the accomplishment, attainment, or furtherance of its purposes, subject to the limitation that:

(1) The Corporation is a nonprofit corporation organized without capital stock;

(2) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, members, 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 Section (A) of this Article; and

(3) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding section of any future federal tax code.

## ARTICLE IV

### MEMBERS

The Corporation shall have such class or classes of members or membership, with such rights accruing to each such class, as the Board may prescribe in its Bylaws.

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## ARTICLE V

### INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors shall be three (3) and the names and addresses of the persons who are to serve as the initial Directors are:

Mark Cross  
77 W Cedarwood Cir  
Kissimmee, FL 34741

George Jackow  
2339 Hidden Lake St  
Kissimmee, FL 34741

Tammy Celeste  
1464 Skyline Dr  
Kissimmee, FL 34744

## ARTICLE VI

### MANNER OF ELECTION OF DIRECTORS

The Directors of the Corporation shall elect their successors in accordance with the Bylaws of the Corporation.

## ARTICLE VII

### DURATION

The period of duration of the Corporation shall be perpetual.

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## ARTICLE VIII

### INDEMNIFICATION

The Corporation shall indemnify each of its Directors and Officers, whether or not then in office, and his executor, administrator, and heirs, against all reasonable expenses actually and necessarily incurred by him, including, but not limited to, judgments, costs, and counsel fees, in connection with the defense of any litigation, including any civil, criminal or administrative action, suit, or proceeding, to which he may have been made a party because he is or was a Director or Officer of the Corporation. The right to indemnity shall also apply to claims or suits which are reasonably compromised or settled. The right to indemnity shall also apply to Directors for liability arising from the acts of any agent or employee selected by the Directors with reasonable care, or for liability arising from any act of omission of any other Director.

No person shall have a right to reimbursement, however, in relation to matters as to which he has been adjudged liable to the Corporation for misconduct in the performance of his duties.

The foregoing right of indemnification shall be in addition to, not exclusive of, all other rights to which such Director or Officer may now, or in the future, be entitled including those under Florida Statutes Chapter 617.

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## ARTICLE IX

### LIABILITY OF DIRECTORS AND OFFICERS

In any proceeding brought in the right of the Corporation, there shall be no damages assessed against a Director or Officer of the Corporation unless the Director or Officer engaged in willful misconduct or a knowing violation of the criminal law. Notwithstanding any other provisions of this Article, the liability of a Director or Officer shall not be limited if the Director or Officer engaged in willful misconduct or a knowing violation of the criminal law.

## ARTICLE X

### LIMITATION OF CORPORATE POWERS

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 III 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 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

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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 XI**

### **DISSOLUTION AND DISTRIBUTION OF ASSETS**

Upon the dissolution, liquidation, or winding up of the business and affairs of the Corporation, whether voluntary or involuntary or by operation of law, the Board of Directors shall, after paying or making provision for the payment of all proper liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such corporation(s) or organization(s) then exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Osceola County, Florida, exclusively for such purposes or to such corporation(s) or organization(s), as said Court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE XII**

### **INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 1012 Emmett St, Suite D, Kissimmee, FL 34741 and the office is located within the County of Osceola. The initial registered agent of the Corporation is Mark Cross EA, who is a resident of the State of Florida and whose business address is the same as the registered office.

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ARTICLE XIII

INCORPORATOR

The name and address of the incorporator is as follows:

Name            Mark Cross EA  
Address        1012 Emmett St, Suite D  
                    Kissimmee, FL 34741

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

IN WITNESS WHEREOF I have signed and acknowledged these Articles of Incorporation this 4<sup>th</sup> day of October, 2022.

MC  
Required Signature of Incorporator, Mark Cross EA

10/4/22  
Date

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.

MC  
Required Signature of Registered Agent, Mark Cross EA

10/4/22  
Date

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