

Law Office of Brian D. Hess

9108 Front Beach Road

Post Office Box 9454

Panama City Beach, Florida 32417

Brian D. Hess
Steven L. Applebaum

N95000002934

Phone (904) 235-3004

FAX (904) 235-1124

January 3, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-01/04/95--01166--014
****122.50 ****122.50

Re: Clemons-McLemore-Bishop AmVets Post 549, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Clemons-McLemore-Bishop AmVets Post 549, Inc. as well as a check in the sum of \$122.50 for your fee. Please forward a certified copy of the Articles to me at the above post office box.

Sincerely,

Patricia D. Middlebrooks

Patricia D. Middlebrooks
Legal Assistant to Brian D. Hess

/pdm/Enclosures

FILED
95 JUN 20 PM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KANUJ J. KHOSLA

JAN 06 1995

SHARON L. TALA

JUN 21 1995

Handwritten: *Handwritten*

Handwritten: *195-531*

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Post Office Box 9454
Panama City Beach, Florida 32417

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January 3, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Clemons-McLemore-Bishop AmVets Post 549, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for Clemons-McLemore-Bishop AmVets Post 549, Inc. As you can see from the enclosed notice, the Articles were previously returned for a correction in the manner of appointments of directors. The filing fee of \$122.50 has already been paid. Please forward a certified copy of the Articles to me at the above post office box.

Sincerely,



Patricia D. Middlebrooks
Legal Assistant to Brian D. Hess

/pdm/Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 9, 1995

BRIAN D. HESS
P.O. BOX 9454
PANAMA CITY BEACH, FL 32417

SUBJECT: CLEMONS-MCLEMORE-BISHOP AMVETS POST 549, INC.
Ref. Number: W9500000531

We have received your document for CLEMONS-MCLEMORE-BISHOP AMVETS POST 549, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 995A00000871

**Articles of Incorporation
of
Clemons-McLemore-Bishop AmVets Post 549, Inc.**

95 JUN 20 11 53 AM '63
TALLAHASSEE
SECRETARY OF STATE

1. **Corporation Name and Initial Corporation Address:** The name of this corporation is Clemons-McLemore-Bishop AmVets Post 549, Inc., and the initial corporation address is 925 East 23rd Place, Panama City, Florida 32405.

2. **Corporate Nature:** This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617, *Florida Statutes*.

3. **Duration:** The term of existence of the corporation is perpetual.

4. **General and Specific Purposes:** The specific and primary purposes for which this corporation is formed are:

(a) To serve our country in peace as in war; to build and maintain the welfare of the United States of America toward lasting prosperity and peace for all its inhabitants.

(b) To encourage, in keeping with policies of our government, the establishment of a concrete plan to secure permanent international peace and to assist in the maintenance of international peace.

(c) To inspire in our membership a sense of responsibility, and to develop leadership for the preservation of our American democratic way of life.

(d) To help unify divergent groups in the overall interest of American democracy.

(e) To train our youths to become purposeful citizens in a democracy with full knowledge of the responsibilities as well as the privileges of citizenship.

(f) To cooperate with all duly recognized existing veterans organizations in the furtherance of World War II, Korea and Vietnam Veterans.

(g) To ensure the orderly return of the veteran to civilian life by protecting his rights as an individual while he is still in uniform.

(h) To expedite and assist in the rehabilitation of the veteran by maintenance of employment services, sponsoring educational opportunities, and providing counsel for insurance, housing, recreation and personal problems and hospitalization and veterans' benefits.

(i) To act as liaison agent between the veteran and the government.

(j) To provide an organization to encourage fellowship among all veterans.

(k) To keep the public forever reminded that the veterans of World War II, Koren and Vietnam fought or served to preserve peace, liberty and democracy for their nation.

(l) To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent federal tax laws pertaining to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

6. *Management of Corporate Affairs:*

... (n) **Board of Directors:** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors consisting of not less than three (3) persons. The initial number of directors of the corporation shall be three (3), provided, however, that such number may be changed by a By-Law duly adopted by the members.

The directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year or until the annual meeting of members following the election of directors and until the qualification of their successors in office. Election or appointment of directors shall be in the manner authorized in the By-Laws of the corporation. Annual meetings shall be held at 925 East 23rd Place, Panama City, Florida, 32405 on the 30th day of May each year at 9:00 o'clock a.m. or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the directors to so act. Such statement shall be prima facia evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

Bruce McLawhorn
331 Floyd Drive
Lynn Haven, Florida 32444

Jules Crader
199 Hitchcock Road
Panama City, Florida 32409

Jerry L. Hicks
2512 N. Bonita Avenue
Panama City, Florida 32405

(b) **Corporate Officers:** The Board of Directors shall elect the following officers: President, First Vice President, Second Vice President, Secretary, Treasurer and Judge Advocate, and such other officers as the By-Laws of this corporation may authorize the directors to elect from time to time. Initially, until such election is held, the following persons shall serve as corporate officers:

James W. Bishop – President
1015 East 23rd Place
Panama City, Florida 32405

Lowell Burwell – First Vice President
7923 Johnny Lane
Panama City, Florida 32404

James V. Epling – Second Vice President
3906 Becora Court
Panama City, Florida 32405

E. M. Helms – Secretary
Post Office Box 1217
Panama City, Florida 32402

William C. Everett, Jr. – Treasurer
6027 John Pitts Road
Panama City, Florida 32404

Johnnie Marsee – Judge Advocate
3011 Lawton Court
Panama City, Florida 32405

6. ***Earnings and Activities of Corporation:***

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to its members, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

(b) The corporation shall not, as part of its official activities, engage in propaganda, or otherwise attempt 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.

(c) Notwithstanding any other provision of these Articles, the corporation shall not engage in activities not permitted to be exercised (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

(d) Notwithstanding any other provision of these Articles, this corporation shall not, in any substantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

7. ***Distribution of Assets:*** Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, at their sole discretion, dispose of all of the assets of the corporation to any organization or organizations existing and operating exclusively for charitable, educational, religious or scientific purposes provided that at the time of distribution such organization qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). Any assets not so disposed of shall be submitted to a court of competent jurisdiction in the county in which the principal office of the corporation is then located for an order directing distribution to a qualified organization.

8. ***Membership:*** The qualification for members and the manner of their admission shall be regulated by the By-Laws of this corporation.

9. ***Subscribers:*** The names and residence addresses of the subscribers of this corporation are as follows:

James W. Bishop
1016 East 23rd Place
Panama City, Florida 32405

B. M. Helms
404 Colorado Drive
Mexico Beach, Florida 32410

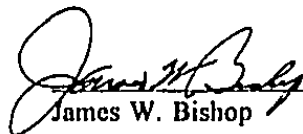
10. *Amendment of By-Laws:* Subject to the limitations contained in the By-Laws, and any limitations contained in the Corporation Not for Profit Act of the State of Florida, the By-Laws of this corporation may be made, altered, rescinded or added to, either by a resolution of the Board of Directors, or by the procedure therefor contained in the By-Laws.

11. *Dedication of Assets:* The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

12. *Registered Agent and Office:* The address of the corporation's registered officer shall be 9108 Front Beach Road, Panama City Beach, Florida 32407 and the name of its registered agent at said address shall be Brian D. Hess.

13. *Amendment of Articles:* Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

We, the undersigned, being the subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 13 day of June, 1995.


James W. Bishop


E. M. Helms

State of Florida
County of Bay

Before me, a Notary Public, personally appeared *James W. Bishop*, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 13 day of June, 1995, and [*x*] who was

personally known to me; or [] who produced _____
_____ as identification.



PATRICIA A. MIDDLEBROOKS
MY COMMISSION # CC312006 EXPIRES
August 30, 1997
BONDED THIRD TRUST FARM INSURANCE, INC.

(Affix Notary Seal)

Patricia A. Middlebrook
Notary Public

(Print Name)

My commission expires: _____

Commission #: _____



PATRICIA A. MIDDLEBROOKS
MY COMMISSION # CC312006 EXPIRES
August 30, 1997
BONDED THIRD TRUST FARM INSURANCE, INC.

State of Florida
County of Bay

Before me, a Notary Public, personally appeared E. M. Helms, who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 13 day of June, 1995, and [] who was personally known to me; or [] who produced _____
_____ as identification.



PATRICIA A. MIDDLEBROOKS
MY COMMISSION # CC312006 EXPIRES
August 30, 1997
BONDED THIRD TRUST FARM INSURANCE, INC.

(Affix Notary Seal)

Patricia A. Middlebrook
Notary Public

(Print Name)

My commission expires: _____

Commission #: _____

Consent of Registered Agent

Having been named as registered agent for this corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Brian D. Hess
Brian D. Hess

FILED
95 JUN 20 AM 9:58
STATE OF FLORIDA
TALLAHASSEE
CLERK OF THE COURT