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NOT FOR PROFIT CORPORATIONS IN FLORIDA

TRANSMITTAL LETTER

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

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-05/14/96--01021--003
****131.25 ****131.25

SUBJECT: HMG5 South 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 ☐ \$78.75 ☐ \$122.50 ☒ \$131.25
Filing Fee Filing Fee Filing Fee Filing Fee,
& Certificate & Certified Copy & Certified Copy
& Certificate

FROM: Paul E. Risner, Esq.
Name (Printed or typed)
1880 Arlington Street/Suite 210
Address
Sarasota, FL 34239
City, State & Zip
941-917-6296
Daytime Telephone number

Please return the Certified Copy and Certificate
to the above.

Paul E. Risner

Paul E. Risner, Esq.

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

February 1995

6-18

D. BROWN MAY 21 1996



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

April 26, 1996

SMITH THOMPSON & SHAW, P.A.

The name HMGS SOUTH, INC. has been reserved for 120 days beginning April 26, 1996. The reservation number is R96000002148 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 996A00020072

ARTICLES OF INCORPORATION

OF

HMGS SOUTH, INC.

(A Corporation Not for Profit)

In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, we, the undersigned, hereby make, adopt, and subscribe the following Articles of Incorporation (the "Articles"):

ARTICLE 1

NAME

1.1 The name of this corporation shall be HMGS South, Inc.. (the "Corporation").

ARTICLE 2

PURPOSES AND POWERS

2.1 General Purposes. The general nature, objects, and purposes of the Corporation shall be to operate without profit and to accept and receive property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively for health, welfare, scientific, educational, and other charitable purposes, including the rendering of educational activities in the area of Military History and related services on a nonprofit basis for the community and civic good in Florida.

2.2 General Powers. The Corporation, in order to carry out its purposes, shall have, except as otherwise limited by the Articles or the bylaws of the Corporation as amended from time to time, all of the powers now or hereafter granted to it by the laws of the State of Florida, including the power to do all things and perform all acts, which are or become necessary and proper in connection with carrying out the foregoing purposes.

2.3 Prohibitions on Power. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 any candidate for public office. Notwithstanding any other provisions of the Articles, the Corporation shall not carry on any 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 the corresponding provision of any future United States internal revenue law).

ARTICLE 3 **MEMBERSHIP**

3.1 The Corporation will have members, consisting of all individuals who have paid in full the annual dues for the current year and who are otherwise in good standing. The first fifty (50) members shall be designated as Charter Members, with all rights and privileges provided thereto.

ARTICLE 4 **BOARD OF DIRECTORS**

4.1 Number of Directors. The affairs of the Corporation shall be managed by a board of directors consisting of not less than five (5) nor more than seven (7) persons, as determined pursuant to the Articles.

4.2 Names of First Board of Directors. The names and addresses of the directors who are to manage the affairs of the Corporation until their successors are duly elected shall be the persons whose names and addresses appear below:

Chuck Kennedy, President
Pringle Road
Bowling Green, FL 33834

Bernard Chambers
6405 North Florida Avenue
Tampa, FL 33604

Rhett Scott
1416 Forsyth Way
Brandon, FL 33511

Paul E. Risner
1880 Arlington Street
Suite 210
Sarasota, FL 34239

Joff Lista, Treasurer/Secretary
7566 20th Street North
St. Petersburg, FL 33702

Curt Does, Vice President
1726 Terry Circle, NE
Winter Haven, FL 33881

4.3 Tenure and Qualifications. Each director shall be elected as provided in the bylaws and each director shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier resignation, removal from office, or death. All directors may vote.

4.4 Compensation of Directors. Directors shall not receive any compensation for services as directors; provided, however, that reimbursement of reasonable expenses of directors incurred solely in connection with the conduct of the business or affairs of the Corporation shall be permitted.

ARTICLE 5

OFFICERS

5.1 Identification of Officers. The officers of the Corporation shall consist of a president to serve as executive director of the Corporation, one or more vice presidents, a secretary, a treasurer, (which may be contained into one office) and such additional officers as may be designated in the corporate bylaws.

5.2 Election and Tenure of Officers. The officers of the Corporation shall be elected at a meeting of the board of directors of the Corporation, which shall be held immediately following the election of any new director. The officers of the Corporation shall serve a term of one year or until their successors shall qualify and are duly elected.

5.3 Duties of Officers. The duties of the officers shall be as set forth in the corporate bylaws.

5.4 Compensation of Officers. The officers of the Corporation shall not receive any compensation for services as officers; provided, however, that reimbursement of reasonable expenses of officers incurred solely in connection with the conduct of the business or affairs of the Corporation shall be permitted.

ARTICLE 6

CORPORATE EXISTENCE AND ADDRESS

6.1 The existence of the Corporation shall be perpetual, unless dissolved according to law.

6.2 The initial principal office address shall be:

HMGS South, Inc.
6405 North Florida Avenue
Tampa, FL 33604

ARTICLE 7
BY-LAWS

7.1 The first board of directors of the Corporation shall adopt corporate bylaws consistent with the Articles. Thereafter, the bylaws may be altered, amended or rescinded by the directors in the manner provided by such bylaws.

ARTICLE 8
REGISTERED OFFICE AND REGISTERED AGENT

8.1 The street address of the initial registered office of the Corporation is 1880 Arlington Street, Suite 210, Sarasota, Florida 34239, and the name of the initial registered agent of the Corporation at that address is Paul E. Risner.

ARTICLE 9
INCORPORATORS

9.1 The names and addresses of the incorporators to the Articles are as follows:

Paul E. Risner
1880 Arlington Street
Suite 210
Sarasota, FL 34239

ARTICLE 10
COMMITTEES

10.1 The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.

ARTICLE 11
DISTRIBUTION UPON DISSOLUTION

11.1 Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, convey the remaining assets of the corporation to any not-for-profit Corporation chosen by the majority of the Board of Directors.


ARTICLE 12
AMENDMENT

12.1 The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in the Articles or any amendment hereto by majority vote of the board of directors of the Corporation.

ARTICLE 13
MISCELLANEOUS

13.1 The Corporation shall have no capital stock, shall pay no dividends, and shall distribute no part of its income or assets to its subscribers, officers, or directors. The private property of the subscribers, officers, and directors shall not be liable for the debts of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 10th day of May 1996.



Paul E. Risner

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned hereby consents to the appointment as Registered Agent of HMGS South, to accept service of process upon said corporation in this state, and acknowledges that he is familiar with, and accepts, the obligations of that position.

A handwritten signature in cursive script, appearing to read "Paul E. Risher", is written over a horizontal line.

Paul E. Risher, Registered Agent

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