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I ALBRITTON

WILLIAM A. DICUS, P.A.
Attorney and Counselor at Law

HENRY L. DICUS

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May 20, 2015

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314

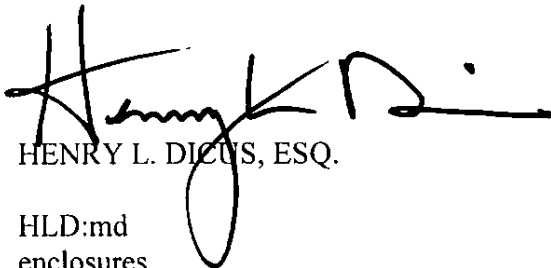
RE: National Armed Services & Law Enforcement Memorial Museum, Inc., a Florida
Not-For-Profit Corporation - Restated Articles of Incorporation

Gentleman,

Pursuant to Florida Statute §617.107, enclosed herein please find an original of the Restated
Articles of Incorporation together with one exact copy as well as a Certificate of Adoption of
Restated Articles of Incorporation for filing.

I have enclosed herein my General Account check for the \$35 filing fee as well as \$8.75 for one
certified copy of the Restated Articles of Incorporation. Please return the certified copy to my
office.

Sincerely yours,



HENRY L. DICUS, ESQ.

HLD:md
enclosures

CERTIFICATE OF ADOPTION OF RESTATED ARTICLES OF INCORPORATION

I, William M. Douglas, Vice-President and Executive Director of the National Armed Services & Law Enforcement Memorial Museum, Inc., a Florida Not-For-Profit Corporation do hereby certify that the Restated Articles of Incorporation adopted at a duly called meeting of the Board of Directors on March 20, 2015 did not require the approval or adoption by the members of the National Armed Services & Law Enforcement Memorial Museum, Inc.

Dated the 19th Day of May, 2015

Corporate Seal

William M. Douglas

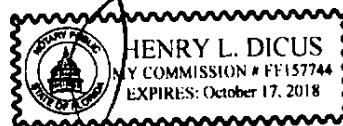
William M. Douglas
Vice-President & Executive Director

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of MAY, 2015 by William M. Douglas Vice-President & Executive Director of the National Armed Services & Law Enforcement Memorial Museum, Inc., a Florida Not-For-Profit Corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: [Signature]



**RESTATED ARTICLES OF INCORPORATION
OF
NATIONAL ARMED SERVICES & LAW ENFORCEMENT
MEMORIAL MUSEUM, INC.**

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2016 MAY 27 AM 9:51

Pursuant to F.S. Chapter 607.1007, the Board of Directors of National Armed Services & Law Enforcement Memorial Museum, Inc., have adopted the following as the restated articles of incorporation of said corporation.

ARTICLE I: NAME

The name of the Corporation shall be:

**NATIONAL ARMED SERVICES & LAW ENFORCEMENT MEMORIAL
MUSEUM, INC.**

ARTICLE II: OBJECTIVES

The corporation's purpose shall be threefold, to wit:

A. To operate a memorial museum to those who served or serve in the United States of America Armed Services and in law enforcement, whether federal, state or local.

B. To provide an educational display of artifacts, including uniforms, arms, equipment and all other related military and law enforcement items used by the United States Armed Services and by law enforcement.

C. To provide a safe, secure and informative way of displaying the "tools of freedom" used by the United States Armed Services to citizens, historians, researchers, authors, students, organized youth groups and young people.

D. Any other purpose the corporation may lawfully engage in pursuant to Florida Statute § 617.0301 as it presently exists or as amended in the future

ARTICLE III: CHARITABLE NATURE

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, 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.

ARTICLE IV: NOT FOR PROFIT

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 Third 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 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 V: DISSOLUTION

Upon the dissolution 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 VI: BOARD OF DIRECTORS

Management of the business and affairs of the Corporation shall be vested in the Board of Directors.

The number and terms of the Board of Directors may be increased or decreased from time to time in accordance with the Corporation bylaws but there shall never be less than one Director.

The existing Board of Directors shall elect all future members of the Board of Directors pursuant to the bylaws of the corporation.

ARTICLE VII: AMENDMENT

These Articles of Incorporation may be amended, altered, changed, restated or repealed by the affirmation vote of a majority of the members of the Board of Directors at any regular or special meeting called for that purpose.

ARTICLE VIII: INDEMNITY

The Corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE IX: PRINCIPAL OFFICE

The principal place of business of the corporation shall be: 500 Douglas Avenue, Dunedin, FL 34698; and the mailing address shall be: Post Office Box 1585, Dunedin, FL 34697-1585.

In Witness whereof, the undersigned has executed these Restated Articles of Incorporation on this 20th day of March, 2015.

National Armed Services & Law
Enforcement Memorial Museum, Inc. by


TIM SHEPHERD
Chairman of the Board of Directors

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 20th day of March, 2015, by TIM SHEPHERD as Chairman of the Board of Directors of the National Armed Services & Law Enforcement Museum, Inc. a Florida Corporation, on behalf of the corporation. He or she is personally known to me or has produced _____ as identification.

NOTARY PUBLIC:

Sign: 

