

N 9800 000 6229

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John T. Murphy
John C. Murphy
Kurt C. Weiss
Thomas M. Slawson

October 23, 1998

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

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*****70.00 *****70.00

RE: The Retired Officer's Association of
Cape Canaveral Scholarship Corporation

Dear Friends:

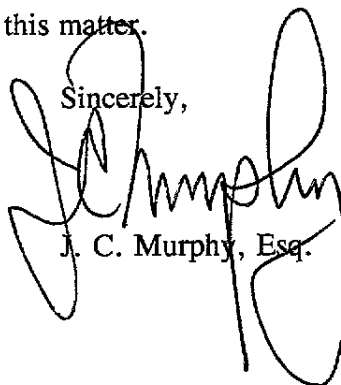
Enclosed are the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee	35.00
Registered agent fee	<u>35.00</u>
	\$70.00

Please file the enclosed Articles of Incorporation and return the copy to the undersigned.

Thank you for your attention to this matter.

Sincerely,


J. C. Murphy, Esq.

JCM:cf
Enclosures

FILED
98 OCT 30 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
THE RETIRED OFFICER'S ASSOCIATION OF CAPE CANAVERAL
SCHOLARSHIP CORPORATION,
A FLORIDA NONPROFIT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

CORPORATE NAME

The name of this corporation is The Retired Officer's Association of Cape Canaveral Scholarship Corporation.

ARTICLE II

CORPORATE NATURE

This is a nonprofit corporation, organized solely for general educational and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

ARTICLE III

DURATION

The term of the existence of the corporation is perpetual.

ARTICLE IV

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of educational and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To operate exclusively in any other manner for such charitable and educational 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, covering the distributions to organizations qualified as tax exempt organizations

under the Internal Revenue Code, as amended, including private foundations, private operating foundations or public charity.

ARTICLE V

MANAGEMENT OF CORPORATE AFFAIRS

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 number of Directors of the corporation shall be five (5), provided however, that such number may be changed by a By-Law duly adopted. The directors of the Corporation shall be elected by the Board of Directors of The Retired Officer's Association of Cape Canaveral, Inc.

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

<u>Name</u>	<u>Address</u>
MG Robert G Lynn	681 Spring Lake Drive, Melbourne, FL 32940-1957
MG Maurice W. Kendall	625 Barcelona Court, Stellite Beach, FL 32937-3907
BG William E. Hall	3093 Rio Baya S, Indialantic, FL 32903-3724
CDR Herbert J. Jenne	1481 Patriot Drive, Melbourne, FL 32940-6819
MAJ J. C. Murphy	310 Albacore Place, Melbourne Beach, FL 32951-2904

ARTICLE VI

EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, nor 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 in Article IV hereof.

B. 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.

C. 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, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended.

D. Notwithstanding any other provisions 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 VII

DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code as amended, as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERSHIP

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

ARTICLE IX

SUBSCRIBER

The name and residence address of the Subscriber of this corporation is as follows:

<u>Name</u>	<u>Address</u>
MAJ J. C. Murphy	310 Albacore Place, Melbourne Beach, FL 32951-2904

ARTICLE X

AMENDMENT OF BY-LAWS

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth in the By-Laws.

ARTICLE XI

DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to educational and 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.

ARTICLE XII

PRINCIPAL OFFICE AND REGISTERED AGENT

The corporation's principal office shall be located at 1901 S. Harbor City Boulevard, Suite 805, Melbourne, FL 32901, and the name of its registered agent at said address shall be J. C. Murphy.

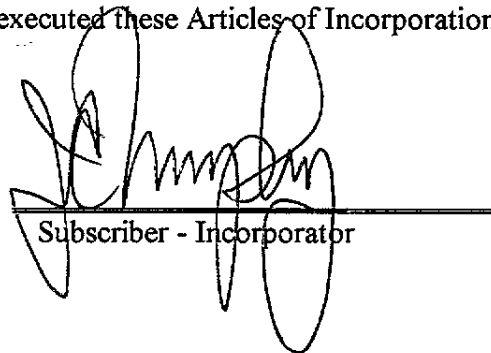
ARTICLE XIII

AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors in the manner set forth in the By-Laws of this corporation.

J. C. Murphy, THE UNDERSIGNED, BEING THE SUBSCRIBER AND INCORPORATOR 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 26th day of ~~September~~, 1998.

October



Subscriber - Incorporator

**STATE OF FLORIDA
COUNTY OF BREVARD**

BEFORE ME, the undersigned authority, personally appeared J. C. Murphy, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 20th day of October, 1998.

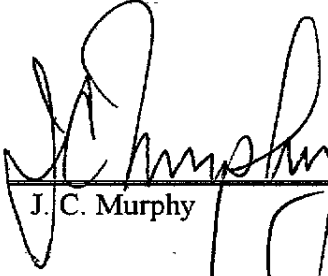


Notary Public
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for The Retired Officer's Association of Cape Canaveral Scholarship Corporation, at the place designated in the Articles of Incorporation, I, J. C. Murphy, agree to act in this capacity, and agree to comply with the provisions of Section 48.091 Florida Statutes relative to keeping open such office.



J. C. Murphy

October 20th, 1998

FILED
98 OCT 30 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA