

Division of Corporations

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Florida Department of State  
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## FLORIDA NON-PROFIT CORPORATION

## VETERANS OF THE BATTLE OF THE BULGE MEMORIAL COMMITTEE

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**ARTICLES OF INCORPORATION**  
**OF**  
**VETERANS OF THE BATTLE OF THE BULGE**  
**MEMORIAL COMMITTEE, INC.,**  
**A FLORIDA NOT-FOR-PROFIT CORPORATION**

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ARTICLE I

NAME OF CORPORATION

The name of this corporation shall be Veterans of the Battle of the Bulge Memorial Committee, Inc. (the "Corporation").

ARTICLE II

MAILING AND PRINCIPAL BUSINESS ADDRESS  
OF THE CORPORATION

The mailing address and principal business address of the Corporation is 1329 Alfred Drive, Orlando, Florida 32810.

ARTICLE III

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 215 North Eola Drive, Orlando, Florida 32801, and the name of the initial registered agent for the Corporation is Julia L. Frey.

This document was prepared by:  
JULIA L. FREY, ESQUIRE  
Florida Bar Number: 0350486  
Lowndes, Drosdick, Doster, Kantor & Reed, P.A.  
P. O. Box 2809  
Orlando, Florida 32802-2809  
(407) 843-4600

#### ARTICLE IV

##### SPECIFIC AND GENERAL PURPOSES

Section 1. The specific and primary purpose for which this Corporation is formed is for the establishment and maintenance of a memorial monument for Veterans of the Battle of the Bulge to be erected in Orlando, Florida.

Section 2. The general purposes for which this Corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"), or the corresponding provisions of any future federal tax laws.

Section 3. Notwithstanding any other provision of these articles, this Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under the Code, or the corresponding provisions of any future federal tax laws.

#### ARTICLE V

##### POWERS

This Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617 of Florida Statutes; provided, however, that this Corporation, in exercising any one or more of such powers, shall do so in furtherance of the exempt purposes for which it has been organized within the meaning of Section 501(c)(3) of the Code.

#### ARTICLE VI

##### MEMBERSHIP

The Corporation shall not have any members.

ARTICLE VII

TERM

This Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE VIII

NAME AND ADDRESS OF INCORPORATOR

The name and address of the incorporator of this Corporation are as follows:

Julia L. Frey  
215 North Eola Drive  
Orlando, Florida 32801

ARTICLE IX

BOARD OF DIRECTORS

Section 1. The number of directors constituting the first Board of Directors of the Corporation shall be six (6). Thereafter, the number of directors constituting the Board shall be as provided in the Bylaws of the Corporation; provided, however, that there shall never be less than three (3) directors.

Section 2. The names and addresses of the first Board of Directors who shall serve until their successors are appointed at the first annual meeting of the Board of Directors of the Corporation are as follows:

Harry J. Meisel

1329 Alfred Drive  
Orlando, Florida 32810

Brigadier General William E. Carlson

1329 Alfred Drive  
Orlando, Florida 32810

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Bettie Dian	1329 Alfred Drive Orlando, Florida 32810
Jeanette Meisel	1329 Alfred Drive Orlando, Florida 32810
Jim Standlee	1329 Alfred Drive Orlando, Florida 32810
Robert Stevenson	1329 Alfred Drive Orlando, Florida 32810

## ARTICLE X

### DEDICATION OF ASSETS AND DISSOLUTION

Section 1. The property of this Corporation is irrevocably dedicated to the purposes set forth herein and no part of the net earnings or assets of this Corporation shall inure to the benefit of any officer or director of the Corporation or to the benefit of any private individual. When appropriate, the Board of Directors may determine to reasonably compensate any officer or director of the Corporation in accordance with and commensurate with the services performed by such person.

Section 2. Upon the dissolution and winding up of this Corporation, its assets remaining after payment or provision for payment of its debts and liabilities shall be distributed to Veterans of the Battle of the Bulge Association so long as it is an organization exempt as described in Section 501(c)(3) of the Code, or if such corporation is no longer exempt under Section 501(c)(3) of the Code or is no longer in existence, then to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Code, or the corresponding provisions of any future federal tax laws, or to or among, the United States, the State of Florida or any local government(s) for exclusive public purposes.

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ARTICLE XIBYLAWS

Subject to any limitations at any time contained in the Bylaws of this Corporation and in Chapter 617, Florida Statutes, Bylaws of this Corporation may be adopted, altered, amended or rescinded, and new Bylaws adopted, either by resolution of the Board of Directors or in the manner at any time provided in the Bylaws.

ARTICLE XIIAMENDMENT OF ARTICLES

These Articles of Incorporation may be amended or amended and restated pursuant to a resolution adopted by a majority of the Board of Directors.

DATED this 23<sup>rd</sup> day of April, 1999.

  
Julia L. Frey, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the designation as Registered Agent of Veterans of the Battle of the Bulge Memorial Committee, Inc.

  
Julia L. Frey

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