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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Allied Veterans of the World, Inc. & Affiliates

**DOCUMENT NUMBER:** 748814

The enclosed *Articles of Amendment* and fees are submitted for filing.

Please return all correspondence concerning this matter to the following:

Laurie M. Lee, Esquire  
(Name of Contact Person)

Mathis & Murphy, P.A.  
(Firm/ Company)

50 North Laura Street, Suite 1700  
(Address)

Jacksonville, FL 32202  
(City/ State and Zip Code)

llee@mathislaw.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Laurie M. Lee, Esquire at ( 904 ) 356-4500  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF**

**ALLIED VETERANS OF THE WORLD, INC. AND AFFILIATES**

**ARTICLE I**

This is a not for profit corporation that has been in existence since September 6, 1979. These reinstated Articles of Incorporation are meant to consolidate and clarify the corporation's prior Articles of Incorporation including any amendments. This reinstatement of the Articles of Incorporation shall completely replace all prior Articles of Incorporation and/or Articles of Amendment filed by the corporation prior to the date of the filing of this reinstatement of Articles of Incorporation.

**ARTICLE II**

The name of the Corporation is: ALLIED VETERANS OF THE WORLD, INC. & AFFILIATES

**ARTICLE III**

The street address of the principal office of the Corporation is: 1625 Four Seasons Boulevard, Suite 161, Hendersonville, NC 28793.

**ARTICLE IV**

The primary purposes for which this corporation is formed are as follows:

- a. to promote the social welfare of the community (i.e. to promote the common good and general welfare of the people of the community);
- b. to assist disabled and needy war veterans and members of the USAF and their dependents, and the widows and orphans of deceased veterans;
- c. to provide entertainment, care and assistance to hospitalized veterans or members of the USAF;
- d. to care on programs to perpetuate the memory of deceased veterans and members of the USAF and to comfort their survivors;
- e. to conduct programs for religious, charitable, scientific, literary, or educational purposes;
- f. to sponsor or participate in activities of a patriotic nature;
- g. to provide insurance benefits for members or their dependents;
- h. to provide social and recreational activities for members; or
- i. Any and all purposes that the law may determine to be acceptable for a Section 501(c)(19) Veterans Organization.

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## ARTICLE V

The Corporation shall have perpetual duration.

## ARTICLE VI

Election and removal of Directors of the Corporation shall be as stated in Bylaws of the Corporation.

## ARTICLE VII

The powers of this Corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation shall be three (3); provided, however that the number of directors can be changed by a Bylaw duly adopted pursuant to the Bylaws of this corporation as long as the Board of Directors does not fall below three (3) in number. The initial directors as identified in the Articles of Incorporation will serve a five (5) year term unless removed as provided for in the Bylaws. If alternative directors are not appointed and/or elected by the members after one (1) year, the initial directors will remain in their position for an additional five (5) year term. The initial directors of the corporation are:

| Names            | Addresses  |
|------------------|--|
| Johnny E. Duncan | P.O. Box 160939<br>Boiling Springs, SC 29316-0016        |
| Jerry Bass       | 2826 Waterview Circle<br>Jacksonville, FL 32226          |
| Michael Davis    | 969 University Boulevard North<br>Jacksonville, FL 32211 |

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all of the members of the board individually or collectively consent, in writing, to such action. Such written consent or consents shall be filed with the minutes of the proceeding of the board. Such action by written consent will have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other documents filed under any provision of law relating to actions so taken must 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 Bylaws of this corporation authorize the directors to so act. Such a statement shall be *prima facie* of such authority.

## **ARTICLE VIII**

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not For Profit Act concerning corporation action that must be authorized or approved by the members of the corporation, the Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the Bylaws.

## **ARTICLE IX**

The property of this corporation is irrevocably dedicated to the purposes set forth in Article III herein 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 person 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 purpose or the purposes set forth in Article III herein.

## **ARTICLE X**

Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, 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 principle office of corporation is then located, exclusively for such purposes or to such organization or organizations, as such court shall determine, that are organized and operated exclusively for such purposes.

## **ARTICLE XI**

Amendments to these Articles of Incorporation may be adopted by a two-thirds majority of the Board of Directors.

## **ARTICLE XII**

The officers and directors shall not be individually liable for the corporation's debts or other liabilities, and their private property of such individuals shall be exempt from any corporate debts or liabilities. The power of indemnification under the laws of the State of Florida shall not be denied or limited by the Bylaws.

### **ARTICLE XIII**

The corporation shall have a membership distinct from the Board of Directors. Authorized number and qualifications of the members of the corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the Bylaws. The corporation shall be non-stock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability for members for corporate obligations.

### **ARTICLE XIV**

A. The corporation is organized and operated exclusively for the purposes set forth in Article III.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(19) of the Internal Revenue Code.

### **ARTICLE XV**

The corporation may to the extent permitted by the laws of the United States and the laws of the State of Florida conduct fundraising activities to generate Revenue to be used exclusively for the purposes set forth in Article III herein.

### **ARTICLE VI**

The initial street address of the Corporation's registered office is:

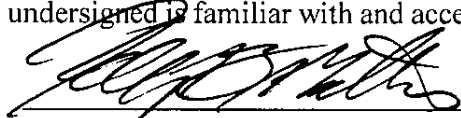
50 North Laura Street, Suite 1700  
Jacksonville, FL 32202

The registered agent for the Corporation at that address is:

Kelly B. Mathis, Esquire

**ACCEPTANCE OF REGISTERED AGENT**


Having been named to accept service of process for ALLIED VETERANS OF THE WORLD, INC. & AFFILIATES at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

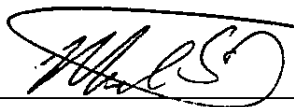
  
\_\_\_\_\_  
Kelly B. Mathis, Esquire  
Registered Agent

5 June 09  
Date

We, the undersigned, being the current directors/trustees for this corporation for the purpose of reinstating this not for profit charitable corporation's articles under the laws of the State of Florida have executed these Articles of Incorporation on June 23, 2009.

  
\_\_\_\_\_  
Johnny Duncan, Director (Trustee)

  
\_\_\_\_\_  
Jerry Bass, Director (Trustee)

  
\_\_\_\_\_  
Michael Davis, Director (Trustee)