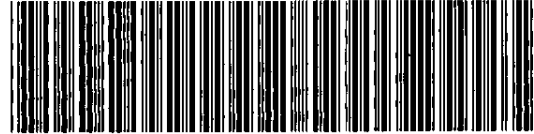


No 900000 2607



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06/22/11--01023--005 **43.75

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SECRETARY OF STATE
MONTGOMERY, AL

Amend.
06/24/11
DC

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Veterans Council of St. Johns County, Inc.

DOCUMENT NUMBER: N09000002607

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

Please return all correspondence concerning this matter to the following:

George April, Secretary

(Name of Contact Person)

The Veterans Council of St. Johns County, Inc.

(Firm/ Company)

PO Box 2117

(Address)

St. Augustine, FL 32085-2117

(City/ State and Zip Code)

geoapril@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John Mountcastle at (904) 687-5668
(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:

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

Articles of Amendment
to
Articles of Incorporation
of

The Veterans Council of St. Johns County, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

N09000002607

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:
(Principal office address **MUST BE A STREET ADDRESS**)

1420 A1A South

St. Augustine, FL 32080

C. Enter new mailing address, if applicable:
(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: _____

New Registered Office Address: _____

(Florida street address)

_____, Florida

(City)

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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11 JUN 22 PM 2:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: June 20, 2011

Effective date if applicable: June 20, 2011 *(date of adoption is required)*
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated June 20, 2011

Signature 

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

William E. Dudley

(Typed or printed name of person signing)

Chairman

(Title of person signing)

**The Veterans Council of St. Johns County, Inc. FEIN 27-1971825
Amended Articles of Incorporation FL Div of Corp. N09000002607
in compliance with Chapter 617, Florida Statutes (Not for Profit) and
Title 26, U.S. Code (Internal Revenue Code of 1986, as amended) § 501**

ARTICLE I NAME

The name of the corporation shall be:

The Veterans Council of St. Johns County, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal street address and mailing address, if different is:

Principal Street Address: 1420 A1A South, St. Augustine, FL 32080-5446

Mailing Address: PO Box 2117, St. Augustine, FL 32085-2117

ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

Section 1 The Veterans Council of St. Johns County, Inc. (the "Council" or "corporation") is organized and shall be operated exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations described under § 501(c)(3) and qualifying as organizations exempt from taxation under §501(a) of the Internal Revenue Code or the corresponding section of any future United States Internal Revenue law. The Council is intended to be a single source agency to support, advise, advocate, recommend, educate and assist the various commissions, organizations and citizens of St. Johns County in matters affecting Veterans, recognition of their service and the impact troops historically garrisoned in the City of St. Augustine and/or the County of St. Johns, and Veterans have had upon the City of St. Augustine and County of St. Johns. In carrying out the foregoing purposes, the Council shall have the power to acquire and disseminate to citizens of the United States information concerning matters affecting Veterans, recognition of their service, and the impact their services have had upon the City of St. Augustine and the County of St. Johns.

Section 2 No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section One of this Article. 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.

Section 3 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 § 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 § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**The Veterans Council of St.Johns County, Inc. FEIN 27-1971825
Amended Articles of Incorporation FL Div of Corp. N09000002607
in compliance with Chapter 617, Florida Statutes (Not for Profit) and
Title 26, U.S. Code (Internal Revenue Code of 1986, as amended) § 501 (Continued)**

ARTICLE IV MANNER OF ELECTION

The manner in which the Officers and Directors are elected or appointed:

Section 1 The Council shall have members. Membership by veteran or military chapters/clubs, affiliated organizations and individuals is voluntary and granted approval upon application. Individuals requesting membership will be referred to a member organization for participation. Constituent Member Organizations include those organizations whose membership is predominately comprised of Veterans. Affiliated Members include local service organizations/agencies and other exempt organizations chartered to educate or to support our troops and/or Veterans, local government and the News Media.

Members of Veteran, Patriotic, Civic, Charitable and other Organizations supporting our Military and/or Veterans (aka Troops, Soldiers, Sailors, Marines and Coast Guard, and operating under § 501 of the Internal Revenue Code) (the "Constituent Organizations") situated in St. Johns County or adjacent counties may be designated by their respective parent organizations to be liaison members of the Council. Annually in December, these members shall elect Officers and Directors for the positions enumerated in Section 2.

Section 2 The Council shall have Officers and Directors. The Council Officers shall be a Chairman, Deputy Chairman, Secretary and Treasurer, and shall also serve as Directors. Unless otherwise prohibited (i.e., perhaps by a conflict of interest), the immediate Past Chairman shall also serve as a Director. The Chairman and Deputy Chairman will be elected by the Membership. Officers shall be elected at the regularly-scheduled December meeting, and sworn into their respective offices at the regularly-scheduled January meeting. Other officers (Secretary & Treasurer or other designated positions) are appointed by the incoming Chairman with consultation of the incoming Deputy Chairman and the Veterans Service Officer, and shall also be sworn into their respective offices at the regularly-scheduled January meeting.

Section 3 The Board of Directors shall number no less than five. The number of additional Directors may vary upon the needs of the Council, and may be elected on an *ad hoc* basis when appropriate. Officers and Directors shall serve a term of one year, and may be re-elected to their positions. Installation of the individuals elected in December, shall occur at the January meeting.

Section 4 Upon installation, the incumbent Officers and Directors shall be reported to the Constituent and Affiliated Organizations and to the Florida Secretary of State by means of the Florida Annual Corporate Filing.

ARTICLE V AMENDMENTS

Section 1 These articles shall not be amended unless the amendment has been approved by the Board of Directors, confirmed by a two-thirds ($\frac{2}{3}$) vote of the Directors present at a general or special meeting, in the call for which notice of the proposed amendment has been included.

**The Veterans Council of St. Johns County, Inc. FEIN 27-1971825
Amended Articles of Incorporation FL Div of Corp. N09000002607
in compliance with Chapter 617, Florida Statutes (Not for Profit) and
Title 26, U.S. Code (Internal Revenue Code of 1986, as amended) § 501 (Continued)**

ARTICLE VI DISSOLUTION

Section 1 Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of § 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 St. Johns County, 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 VII EFFECTIVE DATE

These Articles have been adopted pursuant to the vote of the Council on June 20, 2011; a copy has been placed in the minutes and records of The Veterans Council of St. Johns County, Inc., and will be effective upon receipt by the Department of State.