

N97000001210

Division of Corporations

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AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
KEY BISCAIYNE AMERICAN LEGION POST NO. 374, INC.  
(a non-profit Florida corporation)

Pursuant to Chapter 617 of the Florida Statutes, the undersigned adopts the following amended and restated Articles of Incorporation (the "Amended and Restated Articles of Incorporation") of KEY BISCAIYNE AMERICAN LEGION POST NO. 374, INC., a corporation duly organized and existing under the laws of the State of Florida, as filed on March 4, 1997, and assigned document number N97000001210. These Amended and Restated Articles of Incorporation hereby amend and restate the provisions of the original Articles of Incorporation in their entirety:

ARTICLE I.  
NAME AND ADDRESS

The name of the Corporation is RICHARD L. CROMARTIE, POST NO. 374, DEPARTMENT OF FLORIDA AT KEY BISCAIYNE, INC. (the "Corporation").

The principal business address of the Corporation is 180 Harbor Drive, Key Biscayne, Florida 33149 and the mailing address of the Corporation is P.O. Box 374, Key Biscayne, Florida 33149.

ARTICLE II.  
DURATION

The duration of this Corporation is perpetual; and the corporate existence commenced with the filing of the Articles of Organization as filed with the Florida Secretary of State.

ARTICLE III.  
PURPOSE

A. The specific and primary purpose for which this Corporation is organized is to pursue an advance the ideals, principles and purposes set forth in the preamble of the American Legion and Constitution of the American Legion Department of Florida (the "Constitution") and which qualify for tax exemption under Section 501(c)(19) of the Internal Revenue Code of 1986, as amended. Furthermore, this Corporation may engage in only activities permitted under the laws of the State of Florida and the United States of America as shall constitute activities in furtherance of such exempt purposes.

B. As a means and incidental to accomplishing the purpose for which this corporation is being operated, it shall have such powers which now are or which hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth or necessary or incidental to the powers so conferred or conducive to the attainment of the purposes of the Corporation, subject to such limitations as are or may be prescribed by laws.

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C. No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any director or officer of the corporation or any other private individual, in such a fashion as to constitute an application of funds not within the purpose of exempt organizations described in Section 501(c)(19) of the Internal Revenue Code of 1986, as amended. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

D. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE IV.  
QUALIFICATION AND ADMISSION OF MEMBERS

The authorized number, qualifications, and manner of admission of members of this Corporation, the different classes of membership, if any, and other voting rights and privileges of members, the liability of members for dues and/or assessments and the method of collection thereof, and the termination of membership shall be set forth in the Constitution and bylaws (the "Bylaws") of this Corporation.

ARTICLE V.  
REGISTERED OFFICE/AGENT

The street address of the registered office of the Corporation is 291 Harbor Court, Key Biscayne, Florida 33149 and the name of the registered agent of the Corporation at that address, who is authorized to receive service of process is Mortimer Fried, Esq.

ARTICLE VI.  
BOARD OF DIRECTORS

The Directors of the Corporation shall, unless otherwise set forth in the Bylaws of the Corporation, be current and past commanders who are then living and not suffering from incapacity. The names and addresses of the current Directors of the Corporation are:

Lee Schmachtenberg  
1533 Sunset Drive, Suite 201  
Coral Gables, FL 33143

Richard Graham  
700 Allendale Road  
Key Biscayne, FL 33149

Robert Galea  
717 Crandon Blvd. Unit 508  
Key Biscayne, FL 33149

Victor Perez  
151 Crandon Blvd. Apt. 900  
Key Biscayne, FL 33149

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ARTICLE VII  
BASIS UNDER CORPORATION ORGANIZED

This Corporation is organized under a nonstock basis. The Corporation is a not for profit corporation as defined by the Not For Profit Corporate Act in Section 617.01 of the Florida Statutes. Therefore it is not organized for the pecuniary gain, profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or to other private persons except as specifically permitted by the provisions of the Florida Not For Profit Act.

ARTICLE VIII  
MANAGEMENT OF CORPOPATE AFFAIRS

(a) Executive Committee. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by the Executive Committee under the supervision of the Board of Directors.

(b) Election of Executive Committee. The method of electing or appointing the Executive Committee shall be set forth in the Constitution and Bylaws.

(c) Officers. The qualifications, the time and manner of electing or appointing the duties of the term of office, and the manner of removing officers shall be set forth in Bylaws.

(d) Committees. This Corporation shall have standing and special committees as may be specified in the Bylaws.

ARTICLE IX  
INCOME FROM PUBLIC EVENTS

If this Corporation holds any events in which the members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by non-members will be paid over to an organization that is exempt from federal income tax under Section 501(c) of the Internal Revenue Code of 1986, as amended, on an annual basis, unless this organization itself is a tax exempt organization under Section 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE XI  
BY-LAWS

Bylaws will be hereafter adopted at the first meeting of the members. Such Bylaws may be amended, changed, repealed in whole or in part, by the members in the manner provided for in the Bylaws. Any amendments to the Bylaws shall be binding on all members of this organization.

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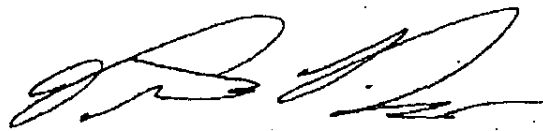
ARTICLE X.  
AMENDMENTS OF ARTICLES

Amendments to these Amended and Restated Articles of Incorporation may be proposed by resolution adopted by the Board of Directors. Amendments to these Amended and Restated Articles of Incorporation may be proposed by members and adopted by a vote of a majority of the members in attendance which constitute a quorum.

ARTICLE XI.  
DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of this Corporation will be turned over to an authorized officer or agent of The American Legion Department of Florida or to one or more organizations which themselves are exempt organizations as described in Section 501(c) or 170(c) of the Internal Revenue Code of 1986, as amended, or corresponding sections of such code as subsequently amended, or to the Federal, State or Local government to be sued exclusively for public purposes.

IN WITNESS WHEREOF, the undersigned affirms that these Amended and Restated Articles of Incorporation were duly adopted by the members and that the number of votes cast for adoption were sufficient for approval on this 6<sup>th</sup> day of March, 2014.



Victor Perez, Director and Commander

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