

## TRANSMITTAL LETTER

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Amendment  
LFS  
5-7-2002

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 APR 17 PM 3:14

**FLORIDA DEPARTMENT OF STATE****Katherine Harris**  
Secretary of State

March 29, 2002

**Robert W. Fisher**  
% THE VETERANS LIAISON COUNCIL  
1293 Lindenwood Drive  
Tarpon Springs, FL 34689-7634**SUBJECT: THE VETERANS LIAISON COUNCIL OF PINELLAS COUNTY**  
**FLORIDA INCORPORATED**  
Ref. Number: 700044

We have received your document for THE VETERANS LIAISON COUNCIL OF PINELLAS COUNTY FLORIDA INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In order to file your document, the subject entity must first be reinstated.

The current name of the entity is as referenced above. Please correct your document accordingly.

If the document was approved by a majority vote or other percentage of the members as specified in the articles of incorporation, it should also contain a statement that the number of votes cast was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6910.

**Louise Flemming-Jackson**  
Corporate Specialist Supervisor

Letter Number: 602A00018824

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**RECEIVED**  
02 APR 17 AM 9:57  
DIVISION OF CORPORATIONS

2002 APR 17 PM 3:14

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
THE VETERANS LIAISON COUNCIL  
OF  
PINELLAS COUNTY FLORIDA INCORPORATED

700044  
DOCUMENT NUMBER

*Pursuant to the provisions of section 617.1006, Florida Statutes,  
the undersigned Florida nonprofit corporation adopts the following  
articles of amendment to its articles of incorporation:*

ARTICLE I  
ORGANIZATION

1. The name of the organization shall be:

THE VETERANS LIAISON COUNCIL  
OF  
PINELLAS COUNTY FLORIDA INCORPORATED

ARTICLE II  
PRINCIPAL OFFICE

P.O. Box 8415  
Seminole, FL 33775-8415

ARTICLE III  
PURPOSES

Section 1. The Veterans Liaison Council of Pinellas County, Florida, Inc. is a non-partisan, non-profit organization of veterans of the United States military services dedicated to the following:

a. Promote and enhance the mutual betterment of the members of the Council and in general, veterans and members of their families residing in Pinellas County, through various activities including, but not limited to the following:

1. To facilitate the unification of veteran's organizations in Pinellas County in greater and stronger patriotic bonds of fellowship and comradeship.
2. To encourage, promote and maintain among all veterans, a greater interest in governmental affairs and civic duties.
3. To encourage, create and maintain among the citizens of Pinellas County a greater interest in the welfare of all veterans and their families.
4. To adopt resolutions to promote and support meaningful actions on behalf of veterans groups and veterans in general.
5. To inform the veterans and their families on those matters of direct interest to veterans.

**ARTICLE IV**  
**REGISTERED AGENT**

Robert W. Fisher  
1293 Lindenwood Drive  
Tarpon Springs, FL 34689-7634

**ARTICLE V**  
**PROHIBITIONS**

Section 1. Will not endorse any political campaign on behalf of or in opposition to any political candidate for public office.

Section 2. Will not engage in any form of lobbying, or publish or distribution of statements in behalf of any candidate.

**ARTICLE VI**  
**PERIOD OF EXISTENCE**

The period of existence of this corporation shall be perpetual.

**ARTICLE VII**  
**MEMBERSHIP**

Section 1. Membership in the Council will be available to all duly constituted and recognized veterans organizations.

Section 2. The term "Member" as used in these Bylaws shall be interpreted to mean "a member in good standing," which means:

a. An organization whose assessments are paid up and not in default as described herein; and

b. An organization that abides by the Bylaws of the Council.

Section 3. Members of the Council shall have the following rights and any other rights as from time-to-time may be approved by the general membership of the Council:

a. The right to be represented on the Council by the incumbent Commander/President, the Adjutant/Secretary, and two delegates.

b. The right to designate, in writing to the Council Secretary, alternates to any meeting of the Council.

c. The right of the authorized representatives of a Member to cast votes on any matter properly placed on the floor by the Council. Not more than four (4) votes may be cast by any Member and there shall be no proxy voting.

d. The right of the authorized representatives of a Member to be elected or appointed to office or to chair a committee of the Council.

e. The right of a Member's constituents to serve on committees.

f. The right to participate in social, educational, civic, patriotic, instructional or other activities sponsored by the Council.

**ARTICLE VIII**  
**ASSESSMENTS**

Section 1. Each Member of the Council shall pay an annual assessment. The amount of such assessment for the ensuing year shall be established by majority vote of the representatives at the Annual Meeting providing each Member shall have been notified of a proposed change not later than the April Meeting.

Section 2. Assessments are due within thirty (30) days following the Annual Meeting (July). An organization that does not pay within sixty (60) days of the due date will have its membership terminated due to delinquency.

Section 3. A delinquent organization may be reinstated as a Member by payment of the current annual assessment.

**ARTICLE IX**  
**MEETINGS**

Section 1. Regular meetings of the Council shall be held monthly at a day, time and place designated by the President and approved by a majority vote of the Council, providing that each Member shall have at least thirty (30) days notice of any proposed change.

Section 2. Special meetings may be called by the President.

Section 3. The Annual Meeting shall be the regular May meeting.

Section 4. Any meeting of the Council shall require a quorum of three of the elected officers and at least five representatives of the Members to be duly represented in order to conduct the business of the Council.

Section 5. In all cases not covered by these Bylaws the provisions of Robert's Rules of Order, Newly Revised shall govern the Council.

**ARTICLE X**  
**OFFICERS**

Section 1. The elected officers of the Council shall be President, First Vice President, Second Vice President, Secretary and Treasurer..

Section 2. The terms of office of the Officers of this organization shall be for one (1) year. In referring to officers herein, the masculine shall be used but shall also mean to refer to the feminine, when applicable.

Section 3. Candidates for office shall be nominated at the March meeting. The nominees shall be listed in the call for the April meeting, and further nominations shall be called for at that meeting. The election shall follow the nominations. Elected officers shall be installed at the Annual (May) Meeting. At the discretion of the President there may be a nominating committee.

Section 4. Assistant Treasurer, Assistant Secretary, Chaplains, Judge Advocate and Delegates at Large, as shall be deemed necessary, shall be appointed by the President.

Section 5. The President shall be the chief executive officer of the Council and will preside at all meetings of the Council and shall have all the general powers and duties which are usually vested in the office. He shall appoint all committees, temporary or permanent and he shall have equal voting power as a member of the Council.

Section 6. The First Vice President and the Second Vice President in that order, shall take the place of the President and perform the duties of the office whenever the President shall be absent or unable to act. The Vice Presidents shall also perform such other duties as shall, from time-to-time, be assigned them by the President.

Section 7. The Secretary shall keep the minutes and records of the Council in appropriate books. It shall be the duty of the Secretary to file any certificate required by any statute (Federal or State) and be the official custodian of the records and seal of this corporation. The Secretary shall give and serve all notices to the members of this corporation and shall attend to all correspondence of the corporation and exercise all duties incident to the office of Secretary. The Secretary of this corporation

shall maintain the membership list of the Council. The Secretary shall also maintain a register showing the name and address of each representative to the Council.

Section 8. The Treasurer shall have the responsibility for all Council and other designated funds and securities, and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in the proper ledgers. The Treasurer shall be responsible for the deposit of all monies and other valuable effects in the name and to the credit of the Council and other designated funds, in such depositories as designated by the President. Each member shall be entitled to examine the accounts, books, and records of the Council at any reasonable time upon request to the President.

Section 9. The Officers of this organization shall be as follows:

David C. Miller, President  
11106 112th Avenue N.  
Largo, FL 33778

Robert W. Fisher, First Vice President  
1293 Lindenwood Drive  
Tarpon Springs, FL 34689-7634

Fred Edwards, Second Vice President  
7979 Sailboat Key Blvd. #607  
South Pasadena, FL 33707

Kenneth Smith, Treasurer  
1670 Palmwood Drive  
Clearwater, FL 33756-3679

Harold Macking, Secretary  
2531 5th Street N.  
St Petersburg, FL 33704

#### **ARTICLE XI**

#### **BOARD OF DIRECTORS**

Section 1. The Directors of this organization shall be as follows:

Thomas R. McKeon  
11122 137th Street N.  
Largo, FL 33774-4135



Royce Carter  
1100 Cleveland Street, Suite 1400  
Clearwater, FL 33755

Anthony R. Rizzo, II  
5554 16th Avenue N.  
St. Petersburg, FL 33710

Section 2. The business of this corporation shall be managed by a Board of Directors, consisting of 3 Directors, together with the Officers of this organization.

Section 3. The Directors to be chosen for the ensuing year shall be chosen at the Annual Meeting of this organization in the same manner and style as the Officers of this organization and they shall serve for a term of two (2) years, staggered.

Section 4. The Board of Directors shall have the control and management of the affairs and business of this corporation. The Board of Directors shall only act in the name of the corporation when it shall be regularly convened by the President after due notice to all members of the Board of Directors of such meeting. All business conducted by the Board of Directors will be presented to the membership for approval.

Section 5. A simple majority of the members of the Board of Directors shall constitute a quorum and all meetings of the Board of Directors will be called by the President. Each member of the Board of Directors shall have one vote and such voting may not be done by proxy.

Section 6. Vacancies in the Board of Directors shall be filled by a vote of the majority of the membership present at the next regular meeting of the membership, for the balance of the term of that office.

Section 7. A Board Member may be removed when sufficient cause as determined by the membership exists for such removal.

Section 8. The Board of Directors may entertain charges against any Board Member. A Board Member may be represented by counsel upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion considered necessary for the best interests of the corporation.

**ARTICLE XII**  
**SALARIES**

No officer or director shall for reason of his office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any compensation from the corporation for duties other than as a director or officer. The Board of Directors shall hire and fix the compensation of any and all employees who they in their discretion may determine to be necessary for the conduct of the business of the corporation. No officer or director may be a paid employee.

**ARTICLE XIII**  
**COMMITTEES**

Section 1. Committees of the Council, as needed, shall be established by the President who shall appoint the chairpersons and members of each.

Section 2. An Audit Committee of at least two members shall be appointed by the President, and shall perform an annual audit of the Treasurer's records in accordance with generally accepted accounting practices and shall report thereon to the membership. Other audits may be requested by the Council from time-to-time as required.

Section 3. The President shall be an ex-officio member of all committees with all the duties incidental thereto.

**ARTICLE XIV**  
**ORDER OF BUSINESS**

1. Invocation and the Pledge of Allegiance to the flag of the United States of America.
2. Roll Call of Officers.
3. Treasurer's Report
4. Reading of the Minutes of the preceding meeting.
5. Reports of Committees.
6. Reports of Officers.
7. Old and Unfinished Business.
8. New Business.
9. Adjournment.

**ARTICLE XV**  
**INDEMNITY**

The corporation shall indemnify its Officers and Directors as follows:

Section 1. Every Officer and Director of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be made a party, or in which he or she may become involved, by reason of his or her being or having been a Board member, Officer, or Agent of the corporation or is or was serving at the request of the Corporation as a Board member, Officer, or Agent of the Corporation, or any settlement thereof, whether or not he or she is a Board member, Officer, or Agent at the time such expenses are incurred, except in such cases wherein the Board member, Officer, or Agent is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of a settlement the indemnification herein shall apply only when the Executive Board approves such settlement and reimbursement as being for the best interests of the corporation.

Section 2. The corporation shall indemnify any person who is or was a Board member, Officer, or Agent of the Corporation or is or was serving at the request of the Corporation as Board member, Officer, or Agent of the Corporation, against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

**ARTICLE XVI**  
**ELIMINATING PERSONAL LIABILITY**

Officers and the Board of Directors shall have no personal liability to the Corporation for damages for breach of fiduciary duty as an Officer or Board member. This provision does not eliminate or limit the liability of an Officer or Board member for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law.

**ARTICLE XVII**  
**FISCAL**

Section 1. No funds of the Council shall be expended for the personal benefit of any member; that shall not preclude the payment of compensation for expenses reasonably incurred in the performance of official duties, subject to prior approval of the expenditure by the Council.

Section 2. No obligations shall be incurred without prior approval of the Council. No obligation shall be incurred which is not in furtherance of statutory purposes of the Council.

Section 3. The President and the Treasurer shall be the only officers authorized to sign checks. Expenditures for other than routine operations shall be paid only on invoices approved by the President.

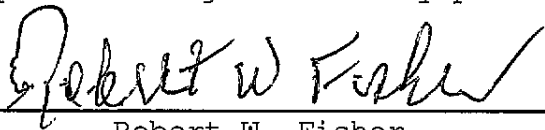
**ARTICLE XVIII**  
**AMENDMENTS**

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than sixty (60%) percent of the members present at the Annual Meeting. All proposed amendments to these bylaws must be presented to the membership in writing 30 days prior to the annual meeting.

**ARTICLE XIX**  
**DISSOLUTION**

Upon dissolution of this Corporation the assets shall be distributed to the Pinellas County Veterans Service Office, Board of County Commissioners, Pinellas County, Florida, an elected governmental body operating under the Pinellas County Charter and the Constitution of the State of Florida. However, if the Pinellas County Veterans Service Office is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to the member organizations of the Pinellas County Veterans Liaison Council that operate exclusively for the purposes specified in Section 501(c)(19) of the Internal Revenue Code (or corresponding section of any future Federal tax code.).

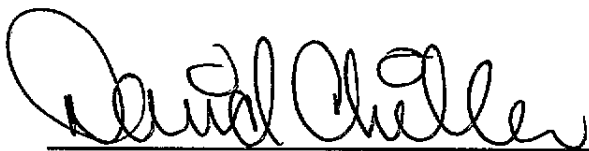
Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robert W. Fisher

April 8, 2002

These Articles of Amendment were adopted by a unanimous vote of the membership present on February 17, 2002.



David C. Miller, President

April 5, 2002