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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Eagles Memorial Foundation, Inc.

DOCUMENT NUMBER: 714789

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

Please return all correspondence concerning this matter to the following:

John R. Strout

(Name of Contact Person)

Webster, Chamberlain, and Bean

(Firm/ Company)

1747 Pennsylvania Ave., NW, Suite 1000

(Address)

Washington, D.C. 20006

(City/ State and Zip Code)

For further information concerning this matter, please call:

John R. Strout

(Name of Contact Person)

at (202) 785-9500

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

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| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
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Certified Copy
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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

FILED

2008 MAR -6 AM 11:14

Eagles Memorial Foundation, Inc.

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

714789

(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:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

Please see attached. Amendments have been made to Articles III, IV, VIII, IX, and XI. Articles XII and

XIII have been added to the Articles.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 7/26/07

Effective date if applicable: _____
(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 was sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature W. L. Loffer
(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.)

W. L. Loffer
(Typed or printed name of person signing)

Chairman - BOGT
(Title of person signing)

FILING FEE: \$35

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EAGLES MEMORIAL FOUNDATION, INC.

The Articles of Incorporation of Eagles Memorial Foundation, Inc., a Florida Not for Profit Corporation are hereby amended and restated in their entirety pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act. These duly adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE I: The name of the corporation is:

Eagles Memorial Foundation, Inc.

ARTICLE II: The period of existence shall be perpetual.

ARTICLE III: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following charitable and educational purposes, and to support in other ways the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To provide, subject to rules and regulations now in effect or to be hereafter adopted, educational assistance and health services for children of all members of the Fraternal Order of Eagles and the Ladies Auxiliary to the Fraternal Order of Eagles who died from injuries or diseases incurred or aggravated in the line of duty: such parties shall include those who died while serving in the armed services of the United States of America, the Dominion of Canada, the Republic of the Philippines, the Republic of Mexico, the United Kingdom or the armed services of any other country not heretofore mentioned in which Aeries and/or Auxiliaries of the Fraternal Order of Eagles may be chartered in the future; and those who died while serving as peace officers, empowered or deputized, including but not limited to prison and reformatory guards, or as fireman in the employ of any national, state, provincial, county or municipal government on a full-time basis including, however, volunteer firemen who are members although not full-time employees of established fire departments of counties, cities, towns, villages or other political subdivisions of states, provinces or counties.

2. To provide educational assistance to high school graduates of specific programs including but not limited to students who were residents of "Home on the Range", "High Sky School for Girls" or the "Bob Hope High School" at the time of their graduation.

3. To provide assistance to charitable, scientific or educational institutions, organizations or groups which care for or otherwise help older people and also to directly provide recreation, education, guidance and services for them by means of printed material and by other means and to promote their participation in community service projects. To contribute

funds to duly authorized Fraternal Order of Eagle charities, which qualify as tax-exempt organizations under Internal Revenue Code Section 501(c)(3), such as the Fraternal Order of Eagles Foundation for the administrative cost of operating such funds.

4. To use the income from the corpus of the fund and all contributions to the Memorial Foundation to fulfill the foregoing purposes.

ARTICLE IV: This corporation shall have no members.

ARTICLE V: Pursuant to the purposes stated in Article III hereof, this corporation by and through its Board of Directors, shall have the following powers:

(A) To advance, develop, perpetuate and administer the foundation so as to carry out and accomplish its purpose.

(B) To receive and accept in trust for the purpose which the foundation is established, contributions, gifts, devised and bequests of monies, securities real and personal property of every kind, nature and description and to hold, administer, deal with and dispose of same in the manner here-in set forth and subject only to such express conditions, limitations or restrictions as the donor or testator may direct, if within the scope and purpose of this statute.

(C) To sell, lease, transfer, exchange and invest the monies, securities and property so received, and to reinvest the proceeds and income derived therefrom in such securities and investments as shall afford the highest measure of income consistent with safety. No investment, exchange or transfer shall be made except with the approval of the Financial Advisor and the Board of Grand Trustees of the Grand Aerie and all monies, securities and properties of the Fund, unless otherwise directed by the donors thereof, shall be taken and held in the name of the Memorial Foundation or in the name of the Grand Aerie, Fraternal Order of Eagles, for the use and benefit of said Foundation as shall be directed by the Board of Directors.

(D) To disburse and apply the income from the corpus of the said fund and all contributions received to sustain, maintain and advance the purposes for which the Memorial Foundation is established.

(E) In general, subject to the provisions herein contained to administer, manage and control any and all funds and property given, devised and bequeathed to said Foundation provided, however, that all such funds and property shall be devoted exclusively to the purpose herein mentioned.

(F) To submit at each annual session of the Grand Aerie, Fraternal Order of Eagles, a complete report of their activities and of the income and expenditures of said Fund for the preceding year, together with a statement of its then assets and liabilities.

(G) To perform any other acts within or without the State of Florida necessary or expedient in furtherance of the purposes for which this corporation is organized to the same extent as natural persons.

(H) To do and perform any other acts and things as may be necessary and expedient in furtherance of the purposes for which this corporation is organized and to exercise any and all powers which now are or hereafter may be lawful for this corporation to do or exercise under the laws of the State of Florida which are now or may hereafter be applicable to this corporation.

ARTICLE VI: The location of the principal office of the corporation is 4710 Fourteenth Street, Bradenton, Florida 33505 and the name and address of its registered agent is Thomas J. McGriff 4710 Fourteenth Street, Bradenton, Florida 33505.

ARTICLE VII: The by-laws of this corporation shall be made, altered or rescinded by two-thirds vote of the Directors present at any meeting of the Directors of the corporation, provided that written notice of the proposed by-law amendment shall be given each Director at least ten (10) days prior to the meeting at which the amendment is to be voted upon.

ARTICLE VIII: The business and affairs of the corporation shall be managed and controlled by the Board of Grand Trustees of the Grand Aerie Fraternal Order of Eagles through an appointed Board of Directors and by a Chairman, Vice-Chairman, and Secretary, who shall be appointed or elected as provided in the by-laws of the corporation, any one of which may hold one or more of such offices except that the office of Chairman and Secretary shall not be held by the same person. There may be such other officers and agents appointed from time to time as may be provided by the by-laws of the corporation. The Board of Directors shall consist of the number of members provided for in the by-laws, but shall be not less than five (5).

ARTICLE IX: The name of the Directors who are to serve until the next election or appointment pursuant to these articles of incorporation are:

<u>Name:</u>	<u>Address:</u>
Bob Coulson	2175 NE Catawba Rd #30 Port Clinton, OH 43452
Andy Vollmer	1800 E Morgan Springfield, IL 62703
Ken Cross	910 E Timberlake Dr. Shelton, WA 98584
Orville J. Crawford	723 West Oak St. Union City, IN 47390
Jim West	800 Major Ln. Hopkinsville, KY 42240

The above Directors are five (5) in number.

ARTICLE X: These Articles of Incorporation may be amended at any meeting of the Directors of the Corporation by a vote of two-thirds of the members present, provided that no action on any proposed amendment shall be taken unless a copy thereof shall have been included by the Secretary in or with the notice of the meeting.

ARTICLE XI: The property of this corporation is irrevocable dedicated to charitable, scientific and educational purposes, and no part of its property or earnings shall inure to the benefit of any Director or member of the corporation and upon liquidation or dissolution of the corporation or abandonment of its purposes none of its property will inure to the benefit of any private person but shall be distributed to some other non-profit charitable corporation or agency organized and operated for charitable, scientific or educational purposes as may be determined by the Board of Directors.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

ARTICLE XII: The personal liability of the Directors of the Corporation is eliminated to the fullest extent permitted by the provisions of the Florida Not for Profit Corporation Act, as the same may be amended and supplemented.

ARTICLE XIII: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.