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**35,00

Army Counter Intelligence Corps Veterans



Incorporated

July 01, 2005

Secretary of State Division of Corporations Corporate Records PO Box 6327 Tallahassee, FL 32314

Dear Madam/Sir:

Charter Number 767842 RE:

Forwarded herewith is accordance with the provisions of Section 607.187, Florida Statutes are the embodied amendments in the restatement of the Articles of Incorporation for the Army Counterintelligence Corps Veterans, Inc.

Please note that the Corporation's Registered Office and Registered Agent per the amended and restated articles are now:

Registered Office: 861 Ridge Lake Drive

Melbourne, FL

Registered Agent: Ruth Kaufmann

> 861 Ridge Lake Drive Melbourne, FL 32940

> TEL: (321) 255 7733

Also enclosed is a check in the amount of thirty-five dollars (\$35.00) for the filing fee and a certified copy of the amended and restated articles.

Registered Agent

3 Incls:

- 1/ Florida Amendment Form
- 2/ Amended and Restated Articles
- 3/ Check for \$35.00



FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

July 26, 2005

RUTH KAUFMANN 861 RIDGE LAKE DR. MELBOURNE, FL 32940

SUBJECT: ARMY COUNTER INTELLIGENCE CORPS VETERANS, INC.

Ref. Number: 767842

We have received your document for ARMY COUNTER INTELLIGENCE CORPS VETERANS, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

WE HAD SPOKE ON JULY 14 AND HAD AGREED THAT YOU WOULD SUBMIT THIS ORIGINAL SIGNATURE. AS OF THIS DATE NORTHING HAS BEEN RECEIVED.

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) 245-6880.

Karen Gibson Document Specialist

Letter Number: 305A00048692

ARTICLES OF INCORPORATION

<u>OF</u>

ARMY COUNTER INTELLIGENCE CORPS VETERANS, INC.

SECRETARIO SILING

AS AMENDED AND RESTATED MAY 28, 2005

The undersigned subscribers of these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation, not for profit, under the laws of the State of Florida.

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Army Counter Intelligence Corps Veterans, Inc., also known by the acronym ACICV..

<u>ARTICLE II</u>

PURPOSE

The corporation is organized as a Social Organization under the provisions of Chapter 4, Section 501 (c) (7) IRS Publication 557 to promote comradeship, fun and related activities for ACICV members by sponsoring reunion activities and an exchange of information among members, and for educational purposes, including for such purposes the making of distribution to organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Law).

ARTICLE III

MEMBERSHIP

Section 1. Membership in the Corporation is open to US military and civilian citizens who served honorably in a unit or activity as an assigned or attached member of the US Army, Corps of Intelligence Police, Counter Intelligence Corps or served as a counter-intelligence specialist and who was honorably discharged, separated, resigned or retired. Their spouses, widows/widowers, filial family members are also eligible for membership. Honorary membership is open to persons meeting the criteria established by the Bylaws. Section 2. Member's dues, rights and obligations are as specified in the Bylaws.

ARTICLE IV

TERM OF EXISTANCE

The corporation shall exist perpetually

ARTICLE V

INCORPORATORS

The names and addresses of the incorporators are:

Richard B. Snyder 1567 Heather Way

Kissimmee, FL32741

Melvin R. Thayer P.O. Box 140

St. Cloud, FL 32769

Sam W. Boone 2118 Chippewa Trail

Maitland, Fl 32751

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be managed by the President who will also serve as Chairman of the Board of Directors. A Vice President/Chairman, Secretary and Treasurer shall be appointed by the President with the advice and consent of the Board of Directors.

ARTICLE VII

DIRECTORS

Section 1. The Board of Directors shall consist of that number of persons as established by the Bylaws of the Corporation, all of whom shall be members in good standing. Directors shall be elected annually by a majority vote as provided in the Bylaws, and be responsible to the membership for the fiduciary and programmatic viability of ACICV's objectives. The Board will convene not less than one time per year and provide reports and decisions to the membership. Director nominations and tenure and Board procedures will be established in the Bylaws.

Section 2. The Directors shall elect a President/Chairman who will function as the Chief Executive Officer, responsible to the Board for the conduct of ACICV programs and activities approved by the Board.

Section 3. The President shall schedule an annual membership reunion to elect directors and review with the members the progress and status of ACICV programs and activities.

Section 4. The Board is empowered to approve and charter Chapters as specified in the Bylaws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to the Articles of Incorporation may be proposed and adopted in accordance with the Bylaws of the corporation.

Section 2. Upon approval, the Registered Agent will submit each amendment to the Florida Secretary of State for certification and with the required filing fee.

Section 3. Amendments to the Articles of Incorporation become effective upon certification confirmation.

ARTICLE IX

AMENDMENTS TO THE BYLAWS OF THE CORPORATION

Amendments to the Bylaws of the corporation may be proposed and adopted in accordance with the Bylaws of the corporation.

ARTICLE X

DISSOLUTION

Should dissolution of the corporation occur, the Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation for the exclusive purposes of the corporation or to such organizations as shall at the time qualify as an exempt organization under Chapter 4, Section 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any later US Internal Revenue Law) or to the US Government for use as part of its general fund, as the Directors shall determine.

ARTICLE XI

STOCKS AND DIVIDENDS

Section 1. The corporation is organized under Florida Statute Chapter 617, Part I, and shall neither have or issue shares of stock.

Section 2. No part of the net earnings of the corporation shall inure to the benefit or be distributed to its members, directors or officers, or to other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth in Article II.

ARTICLE XII

INDEMIFICATION

Members of the corporation shall be indemnified by the Corporation against all expenses and liabilities incurred as a direct result of his/her duties as a member/officer of the corporation. This does not apply in cases when a member/officer is adjudged guilty of willful misfeasance or malfeasance.

ARTICLE XIII

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation shall be 861 Ridge Lake Drive, Melbourne, FL 32940, and the registered agent shall be Ruth Kaufmann who resides at 861 Ridge Lake Drive, Melbourne, FL 32940, until changed by the Board of Directors.

Army Counter Intelligence Corps Veterans



Incorporated

01 August 2005

Florida Department of State
Division Of Corporations
Corporate Records
PO Box 6327
Tallahassee, FL 32314
ATTN: Karen Gibson, Document Specialist

Dear Ms Gibson:

Reference your letter number 305A00048692 dated July 26, 2003, copy enclosed.

I hereby am familiar with and accept the duties and responsibilities as Registered Agent for said corporation/limited liability company.

Sincerely,

Ruth Kaufmann

861 Ridge Lake Drive Melbourne, FL 32940

ARTICLES OF AMENDMENT to ARTICLES OF INCORPORATION

ARMY COUNTER ... INTELLIGENCE CORPS VETERANS, INC.

<u>-</u>	on 617.1006, Florida Statutes, the under- owings articles of amendment to its articles
FIRST: Amendment(s) adopted:	Attached amended and restated Articles of Incorporation.
SECOND: The date of the adopti	on of the amendment(s) was: May 28, 2005
THIRD: Adoption of Amendmen	t (CHECK ONE)
	t(s) was(were) adopted by the members r of votes cast for the amendment(s) was pproval.
	embers or members entitled to vote on t. The amendment(s) was(were) adopted f directors.
Dated July 01 , 2	05
ARMY COUNTER INTELLIGENCE	E CORPS VETERANS, INC.
By	Corporation Name
-\	Vice Chairman, President or other officer)
PAUL A	A. ILL
Typed	of printed name
DIRECT	FOR
Title	