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*****78.75 *****78.75

Re: AMVETS Helping Veterans Foundation, Inc.

Dear Division of Corporations:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced not for profit corporation, and a check for \$78.75.

Please note the effective date of incorporation: **November 19, 2001.**

Please file the Articles and return a Certified Copy of the approved Articles to the undersigned attorney.

Sincerely,



Richard P. O'Connor, CPA
Attorney at Law

enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 9, 2002

WILLIAM MCROBERTS
1545 WAMRWOOD DR
GRAND ISLAND, FL 32735

SUBJECT: AMVETS HELPING VETERANS FOUNDATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT(P01000111207) corporation. Please be advised, we have corrected our records to reflect this corporation as a NONPROFIT corporation and assigned new document number N02000003534 with the original file date of November 19, 2001.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
RoseAnn Varnadore
Corporate Specialist Supervisor
New Filings Section

Letter number: 702A00029401

Articles of Incorporation of
AMVETS Helping Veterans Foundation, Inc.

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, makes and adopts the following Articles of Incorporation:

ARTICLE 1

Name. The name of the corporation is as follows: AMVETS Helping Veterans Foundation, Inc.

ARTICLE 2

Address. The address of the principal office and the mailing address of the corporation is: 1545 Warmwood Drive, Grand Island, FL 32735.

ARTICLE 3

Initial Registered Office and Agent. The street address of the initial registered office of the corporation is: 1545 Warmwood Drive, Grand Island, FL 32735. The name of its initial registered agent at that address is: William R. McRoberts.

ARTICLE 4

Purposes. The corporation is a not for profit corporation. The corporation is organized, and shall be operated exclusively for charitable and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code. The corporation shall provide charitable and educational assistance to veterans of the Armed Forces of the United States and their families including programs for education, job training, health programs and other rehabilitative services.

ARTICLE 5

Duration. The duration (term) of the corporation is perpetual.

ARTICLE 6

No Members. The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

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ARTICLE 7

Tax Exempt Status. It is intended that the corporation shall have and continue to have the status of a corporation that is exempt from federal income taxation as an organization described in IRC §501(c)(3). These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

ARTICLE 8

Expenditure and Activity Restrictions.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its 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 Article 4 hereof.

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.

ARTICLE 9

Private Foundation Status. If the corporation is deemed to be a private foundation for federal tax purposes:

- 1) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 2) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 3) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

- 4) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- 5) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE 10

Dissolution. On the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in IRC §170(c)(1) or IRC §170(c)(2)(B) and is described in IRC §509(a)(1), (2) or (3).

ARTICLE 11

Board of Directors. There shall be a board of directors consisting of at least three individuals. The initial directors are set forth in this Article. After that, each director shall be elected by majority vote of the board of directors in the manner and at the times set forth in the bylaws. Any director may be removed by the affirmative vote of at least two-thirds of the board of directors. The initial directors are as follows:

NAME:

ADDRESS:

William R. McRoberts

1545 Warmwood Drive
Grand Island, FL 32735

Ralph E. Hall

600 Parkview Drive #215
Hallandale, FL 33009

Anne E. Hall

600 Parkview Drive #215
Hallandale, FL 33009

Joseph L. Kee, Jr.

5325 Rosegay Court
Orlando, FL 32811

Charles L. Wisner

549 Dolphin Ave. SE
St. Petersburg, FL 33705

ARTICLE 12

Officers. The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such time and in such manner as may be prescribed by the bylaws.

ARTICLE 13

Incorporator. The name and street address of the Incorporator is as follows: William R. McRoberts, 1545 Warmwood Drive, Grand Island, FL 32735.

ARTICLE 14

Bylaws. The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

ARTICLE 15

Amendment. The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

ARTICLE 16

Indemnification and Civil Liability Immunity. The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

ARTICLE 17

Commencement of Corporate Existence. The date when corporate existence shall commence is November 19, 2001.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15 day of November, 2001.

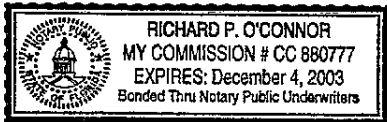
William R. McRoberts
WILLIAM R. McROBERTS

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF PINELLAS

Before me personally appeared WILLIAM R. McROBERTS known to me personally to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 15 day of November, 2001.



Richard P. O'Connor
Notary Public

ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

I, WILLIAM R. McROBERTS, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.

William R. McRoberts
WILLIAM R. McROBERTS

Date: 11/15/01