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COVER LETTER

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

| SUBJECT: Veterans Alliance, Inc. (PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX) | | | | |
|--|---|-------------------------------------|--|--|
| Prolond in an existent | | | | |
| \$70.00 Filing Fee | and one(1) copy of the Article \$78.75 Filing Fee & Certificate of Status | \$78.75 Filing Fee & Certified Copy | \$87.50 Filing Fee, Certified Copy & Certificate | |
| | | ADDITIONAL CO | PY REQUIRED | |
| FROM: Richard G. Ruyle Name (Printed or typed) | | | | |
| 5555 W. Linebaugh Ave. Suite D Address | | | | |
| Tampa, Fl 33624 City, State & Zip | | | | |
| | 813 968-8592 Daytime Tele | phone number | . . , | |

NOTE: Please provide the original and one copy of the articles.

March 22, 2006 5555 W. Linebaugh Ave. Suite D Tampa, FL 33624

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Ref: Letter Number: 304A00057938

The above referenced letter is notice that the corporation, AMERICAN VETERANS ALLIANCE INC., was not filed and was returned for additional information. The payment of \$70.00 was received and retained pending the submission of the requested additional information.

The Department of State, Division of Corporations has been contacted concerning this subject. The purpose of the corporation has been amended and the agreement was reached that the corporate name of AMERICAN VETERANS ALLIANCE INC, would not be used now or anytime in the future and the \$70.00 payment would be applied toward the fees to register a new corporation replacing AMERICAN VETERANS ALLICANCE INC. The Articles of Incorporation of the new corporation are contained with this document.

Thank you very much.

Richard G. Ruyle

Attachments: Copy of Letter Number 304A00057938

Articles or Incorporation: Veterans Alliance, Inc.

ARTICLES OF INCORPORATION

OF

VETERANS ALLIANCE, INC.

(A Not For Profit Corporation)

We, RICHARD G. RUYLE, JAMES D. RUYLE, WILLIAM FARRAGUT, and now the undersigned do hereby formally associate ourselves for the purposes of forming and operating a Not For Profit Corporation, under the laws of the state of Florida, and do hereby certify that they have incorporated under and pursuant to the following Articles of Incorporation.

ARTICLE I - NAME

The name of the Corporation is: VETERANS ALLIANCE, INC.

ARTICLE II - BUSINESS ADDRESS

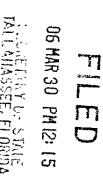
The principal place of business and mailing address for VETERANS ALLIANCE, INC. will be 5555 W. Linebaugh, Suite D, Tampa, FL 33624.

ARTICLE III- PURPOSE OF CORPORATION

The general nature of the Not For Profit activity to be transacted by this corporation is as follows, including but not limited to:

- 1. To do all things as deemed lawful under the laws of the United States of America, including the Internal Revenue Code, the State of Florida or any other state, country, nation or territory as pertaining to Not For Profit corporations.
- 2. To operate exclusively in any other manner for such charitable and educational purposes as will qualify it as an exempt organization under section 501 (c)(3) and/or 501 (c)(4) of the Internal Revenue Code of 1954, as amended 1986, and thereafter, and/or under any other corresponding provisions of any subsequent federal tax laws, covering distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.
- 3. To exercise all rights and powers conferred by the laws of the State of Florida upon Not For Profit corporations and organizations.

Provided, however, that the corporation shall not engage in any action or activity which is not permitted to be carried on by nonprofit corporations or organizations under the Internal Revenue Code 501(c)(3) or 501(c)(4) of the Internal Revenue Code of 1986, or other applicable code, or of any corresponding provision of any future United States Internal Revenue Law, and no part of the net earnings of the Corporation shall inure to the benefit of or be distributed to its members, directors, or officers; but the Corporation shall be empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.



Provided further, that this corporation shall be limited to those activities as allowed by applicable federal, state or local law, and for the purposes as expressed herein

4. To provide charitable, educational, humanitarian, social and civic services on behalf of Military Veterans.

THE INTENTION is that none of the objects and powers as herein above set forth, except where otherwise specified in these Articles, shall be in any wise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of these Articles or any other Article in this Certificate, but that the powers and objects specified in each of the sections in these Articles shall be regarded as independent powers and objects. Upon incorporation, compliance will be made to the Internal Revenue Service, per the United States Internal Revenue Code, as amended and to state and local authorities, as applicable.

ARTICLE IV- DIRECTOR DETERMINATION

The Corporation shall have Directors, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for rights and privileges of non-voting members.

ARTICLE V - DIRECTORS / OFFICERS

This corporation shall have three (3) Directors initially. The number of Directors may be increased or reduced from time to time, by the Bylaws of the corporation.

The original Directors/Officers are as follows:

RICHARD G. RUYLE - PRESIDENT 5555 W. Linebaugh, Ste D Tampa, Florida 33624

James D. Ruyle – VICE PRESIDENT 5555W. Linebaugh, Ste D Tampa, Florida 33624

WILLIAM FARRAGUT – SECRETARY / TREASURE 5555 W. Linebaugh, Ste D Tampa, Florida 33624

ARTICLE VI - REGISTERED AGENT

The Corporation has designated PAUL D. TYLER, of 3338 Foxridge Circle, Tampa, FL 33618 as its initial Registered Agent.

PAUL D. TYLER 3338 Foxridge Circle Tampa, FL 33618

Registered Agent Signature

ARTICLE VII - INCORPORATOR

The incorporator of this corporation is:

RICHARD G. RUYLE

5555 W. Linebaugh Ave., Suite D

Tampa, FL 33624

Incorporator Richard G. Ruyl

<u> ARTICLE VIII - NON-STOCK BASIS</u>

This Corporation is organized and shall be operated on a non-stock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type, but may issue membership certificates if so provided in the Bylaws.

ARTICLE IX - DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of a dissolution, the residual assets of the organization will be turned over to on or more organizations which themselves are exempt as organization described in Section 501 as may be designated by the Internal Revenue Service and 1 70(c)(2) of the Internal Revenue Code of 1954, as amended 1986, and thereafter, or corresponding sections of any prior or future law, or to the Federal, State or Local government for exclusive public purpose.

ARTICLE X - AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended from time to time as allowed by law.

ARTICLE XI. BYLAWS

The Bylaws of this corporation may be made, altered or rescinded from time to time as allowed by law.

ARTICLE XII- EFFECTIVE DATE

The effective date of this corporation is upon acceptance by the Secretary of State of the State of Florida.