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SECRETARY OF STATE

WOLF-49644

## TRANSMITTAL LETTER

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

SUBJECT: Wounded	l Warrior Ministries Intern	ational Inc	
	(PROPOSED CORPORATE		
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate of Status	□\$78.75 Filing Fee & Certified Copy  ADDITIONAL CO	\$87.50 Filing Fee, Certified Copy & Certificate
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Encino, CA 91436  City, State & Zip			

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

800-880-2602

Daytime Telephone number



#### FLORIDA DEPARTMENT OF STATE Division of Corporations

November 14, 2006

LEGALFILINGS.COM INC. 16830 VENTURA BLVD SUITE 360 ENCINO, CA 91436

SUBJECT: WOUNDED WARRIOR MINISTRIES INTERNATIONAL INC.

Ref. Number: W06000049644

We have received your document for WOUNDED WARRIOR MINISTRIES INTERNATIONAL INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

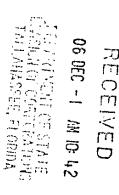
The article numbers must be listed in sequence. You skipped article VI.

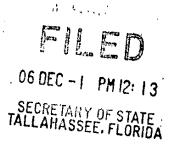
Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap Regulatory Specialist New Filing Section

Letter Number: 406A00066556





# **Articles of Incorporation**

# Wounded Warrior Ministries International Inc. a Florida Not For Profit Corporation

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

#### Article I. Name

The name of the corporation is Wounded Warrior Ministries International, Inc.

# Article II. Perpetual Existence

The corporation shall have perpetual duration.

# **Article III. Purpose**

The corporation is a not for profit corporation. The purpose for which the corporation is organized is: charity, such as:

(a) The specific and primary purpose for which this corporation is formed is to operate for the advancement of charity in a religious context, by the distribution of its funds for those purposes, and particularly to exist and operate as a non profit ministry that rehabilitates and restores persons (for example, but not limited to, priests, deacons, ministers, church elders, pastors, nuns) that have served in Christian services who have had a moral failure, spiritual failure, emotional failure, physical or financial failure.

- (b) The general purposes for which this corporation is formed are to operate exclusively for charitable purposes in a religious context which will qualify it as an exempt organization under 26 U.S.C.A. ~ 501 (c)(3), 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 Section. The corporation avows to conduct only activities permitted by the Code cited above, operate for nonprofit purposes, and not to pursue pecuniary gain or profit. This corporation shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under § 501 (c)(3) or corresponding section of any future tax code.
- (c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

# Article IV. Principle Office

The Principle Place of Business of this corporation and street address of the initial registered office of the corporation is:

3862 Tram Road, City of Monticello, County of Jefferson, State of Florida, Zipcode 32344.

The name of its initial registered agent at that address is Phillip L. Cook Sr.

#### Article V. Board of Directors and Officers

(a) Board of Directors. The powers of this corporation shall be exercised, its property controlled, and the management of its affairs conducted by a board of directors as defined by the corporation's bylaws. The Board members receive no compensation other than reasonable expenses and no director shall have any right, title, or interest in or to any property of the corporation.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons except the corporation is authorized to make payments and distributions in furtherance of the purpose set forth in the purpose clause hereof.

The number of directors of the corporation shall be five (5); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

- (b) The directors named here as the first board of directors shall hold office until their successors are elected as shall hereafter be established and set forth in the bylaws of this corporation
- (c) Any action required or permitted to be taken by the Board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors.

Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

(d) Board of Directors. The names and residential addresses of the persons who are to serve as the initial directors are:

Name	Residential Address	
Phillip L. Cook Sr., Director	3862 Tram Road Monticello, FL 32344	
Joyce D. Cook, Director	3862 Tram Road Monticello, FL 32344	
Bryan A. Cook, Director	113 Alecia Lane SE Cleveland, TN 37323	
Charles Hill, Director	3823 Gardenview Way Tal., FL 32305	
Doyle Stanfield, Director	315 Oakdale Dr., Whitehouse, TN 37118	

# Article VI Incorporator

The name and address of the incorporator is:

Name

Address

Phillip L. Cook Sr.

3862 Tram Road, Monticello FL 32344

#### Article VII Officers

The Board of Directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

Phillip L. Cook Sr., President, 3862 Tram Road Monticello FL 32344, Joyce D. Cook, Vice President, 3862 Tram Road Monticello FL 32344. Bryan A. Cook, Sec/Treas., 113 Alecia Lane SE Cleveland, TN 37323

# Article \∥. Bylaws

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### Article X. Dedication of Assets

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

## **Article X** Distribution of Assets

The duration of the corporate existence shall be perpetual until dissolution. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501 I(3), or corresponding provisions of any subsequent federal tax laws.

# Article XI . Amendments to Articles of Incorporation

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of said board of directors for their vote.

# **Article XII Governing Documents**

These Articles of Incorporation shall govern the affairs of this non-profit corporation together with the By-Laws hereafter adopted.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 5th day of October, 2005.

Phillip L. Cook Sr., Incorporator

stated nonprofit corporation at the place and designated in the familiar with and accept the appointment as registered agent and capacity.	-
Date: 11/7/2-00φ	
Name: Phillip L. Cook Sr. Registered Agent	ALSE OF BE
Signature: Philly Z. Conk Si	- Profesional Prof
Address:	PARTER S

Telephone:

Acceptance and Signature of Initial Registered Agent
Having been named as registered agent to accept service of process for the above