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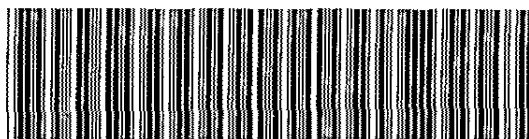
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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10/24/07--01025--008 **78.75

07 OCT 24 PM 2:55
SECRETARY OF STATE
TALLAHASSEE FLORIDA

APPROVED
AND
FILED

B. McKnight OCT 25 2007

COPILEVITZ & CANTER, LLC

ATTORNEYS AT LAW

310 W. 20TH STREET
SUITE 300
KANSAS CITY, MISSOURI 64108
(816) 472-9000 • FAX (816) 472-5000

October 23, 2007

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

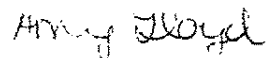
Re: Veterans Helping Today's Returning Heros, Inc.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above referenced organization. Also included is a check filing fees in the amount of \$78.75.

Thank you in advance for your assistance. Please contact me should there be any questions or problems with filing the enclosed documents.

Very truly yours,



Amy Lloyd
Legal Assistant
For the Firm

enc.

COVER LETTER

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

SUBJECT: Veterans Helping Today's Returning Heros, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Greg Lam
Name (Printed or typed)

310 W. 20th Street, Suite 300
Address

Kansas City, MO 64108
City, State & Zip

816-472-9000
Daytime Telephone number

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

ARTICLES OF INCORPORATION
OF
VETERANS HELPING TODAY'S RETURNING HEROS, INC.

APPROVED
AND
FILED
07 OCT 24 PM 2:56
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned natural person over the age of eighteen (18) years of age, acting as incorporator, adopts the following Articles of Incorporation of VETERANS HELPING TODAY'S RETURNING HEROS, INC. (the "Corporation") under the Florida Not For Profit Corporation Act (the "Act").

ARTICLE I
NAME

The name of the corporation is VETERANS HELPING TODAY'S RETURNING HEROS, INC, the principal office is located at 19657 Oak Brook Court, Boca Raton, FL 33434.

ARTICLE II
DURATION

The period of the duration of this Corporation is perpetual unless dissolved according to law.

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for religious, charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. More particularly, but without limitation, the purposes of the Corporation are to:

provide assistance to veterans returning home from service in the armed forces through any and all means and in any and all respects, including, but not limited to, assistance in assimilating back into society and dealing with the effects of service, both physically and emotionally; and :

(a) Provide assistance to veterans returning home from service in the armed forces through any and all means and in any and all respects, including, but not limited to, assistance in assimilating back into society and dealing with the effects of service, both physically and emotionally.

(b) To collect and disburse any and all necessary funds for the maintenance of said Corporation and the accomplishment of its purpose within the State of Florida and elsewhere.

(c) To make distributions to organizations with similar goals of providing veterans with assistance and recognition of service that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(d) This Corporation is also organized to promote, encourage, and foster any other similar charitable and educational activities, and to engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein. Said powers shall include, but not be limited to, the power to sue and be sued; the power to enter into contracts; the right to receive property by device or bequest, subject to the laws regulating the transfer of property by Will, and otherwise acquiring and hold all property, real or personal, including shares of stock, bonds and securities of other corporations; to convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of any or property, real or personal; the power to borrow money, contract debts and issue bonds, notes and debentures and to secure payment in performance of its obligations; provided, however, that the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the primary purpose(s) of the Corporation.

ARTICLE IV REGISTERED AGENT AND OFFICE

The registered office of this Corporation and its registered agent to accept service of process within the State of Florida is: Jerry Kramer, 19657 Oak Brook Court, Boca Raton, FL 33434.

ARTICLE V MEMBERSHIP

The Corporation shall not have members save and except the members of the Board of Directors.

ARTICLE VI RESTRICTIONS AND REQUIREMENTS

No part of the net earnings of the Corporation shall inure to the benefit of any member, Director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, Director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and its

Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

Jerry Kramer

19657 Oak Brook Court
Boca Raton, FL 33434

ARTICLE VIII BOARD OF DIRECTORS

The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of not less than three Directors who shall be elected annually at the meeting of the Board of Directors by majority vote of the members of the Board of Directors then in office.

Directors shall be natural persons, but need not be residents of Florida.

Plenary power to manage and govern the affairs of the Corporation is vested in the Board of Directors (the "Board of Directors") of the Corporation. The qualifications, duties, terms, and other matters relating to the Board of Directors of the Corporation shall be provided in the Bylaws. The Board of Directors may vest management responsibility for selected matters in committees, officers, offices, and employees of the Corporation, as deemed appropriate from time to time.

ARTICLE IX LIMITATION OF LIABILITY OF DIRECTORS

A Director is not liable to the Corporation for monetary damages for an act or omission in the Director's capacity as director except to the extent otherwise provided by a statute of the State of Florida.

ARTICLE X

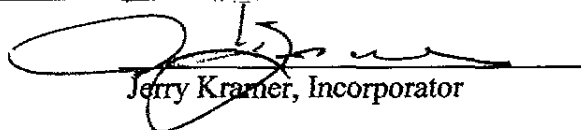
DISSOLUTION

Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of all costs and expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, and none of the assets will be distributed to any member, officer or director of the Corporation or to any private individual.

ARTICLE XI MISCELLANEOUS

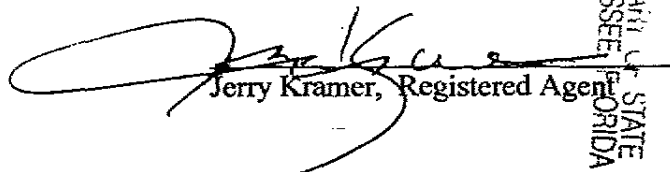
No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its stated purposes. 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 political campaigns on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its exempt purposes or not permitted to be carried on by a corporation contribution to which are deductible under section 170 (c)(2) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 19th day of October, 2007.


Jerry Kramer, Incorporator

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.

Dated this 19th day of October, 2007.


Jerry Kramer, Registered Agent

SECRETARY OF STATE
TALLAHASSEE
FLORIDA

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