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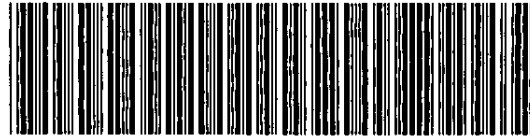
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13 APR 12 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Vets Helping Heroes, Inc.

DOCUMENT NUMBER: N07000010428

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Pat Levenson

(Name of Contact Person)

Vets Helping Heroes, Inc.

(Firm/ Company)

PO Box 540723

(Address)

Greenacres, FL 33454-0723

(City/ State and Zip Code)

vhinfo@vetshelpingheroes.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Pat Levenson

(Name of Contact Person)

at (**561**) **432-3324**

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| ☒ \$35 Filing Fee | ☐ \$43.75 Filing Fee &
Certificate of Status | ☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | ☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RESTATED ARTICLES OF INCORPORATION
OF
VETS HELPING HEROES, INC.**

FILED
13 APR 12 PM 12:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the corporation is VETS HELPING HEROES, INC., the principal office is located at 7374 Woodmont 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 the financial support for assistance dogs trained by certified professionals for veterans who have served honorably and active duty military personnel injured during service in the U.S. Armed Forces; and :

(a) Provide assistance to American veterans and active-duty military personnel 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 and active-duty military personnel with assistance and recognition of service.

(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: Irwin Stovroff, 7374 Woodmont 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 file 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. The Board of Directors shall, from time to time as it deems necessary, elect new or replacement Directors by simple majority vote of the Directors.

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 Bylaw's. 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. All Directors shall be indemnified by the Corporation to the fullest extent allowed by law for any actions or omissions occurring in the course of acting as a Director of the Corporation, unless it is determined by a majority of the Board of Directors that the actions or omissions complained of constitute a criminal offense, an intentional tort not within the normal course and scope of the actions of a Director of a Non-Profit charitable company, or gross negligence not within the normal course and scope of the actions of a Director of a Non-Profit charitable company.

ARTICLE X

DISSOLUTION

Upon the dissolution of the Corporation or the winding up of it affairs, the assets of the Corporation remaining after payment of all costs and

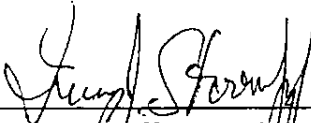
expenses of such dissolution shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be 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.

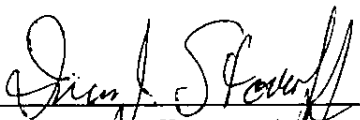
IN WITNESS WHEREOF, the undersigned president has executed these Articles of Incorporation on this 8 day of APRIL, 2013



Irwin Stoyroff, President

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 8 day of APRIL, 2013



Irwin Stoyroff, President

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

Please see attached for Restated Articles of Incorporation

The date of each amendment(s) adoption: _____

4/18/13

Effective date if applicable: _____

(no more than 90 days after amendment file date)

Adoption of Amendment(s)

(CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated _____

4/18/13

Signature _____

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator-if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Irwin Stovroff

(Typed or printed name of person signing)

President

(Title of person signing)