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FLORIDA PROFIT/NON PROFIT CORPORATION

The Veteran's Battle Buddy, Inc.

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SECRETARY OF STATE
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ARTICLES OF INCORPORATION
OF
THE VETERANS' BATTLE BUDDY, INC.

A Florida Not for Profit Corporation

The undersigned person(s), acting as incorporator(s) 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: The Veterans' Battle Buddy, Inc.

ARTICLE II. ADDRESS

The Corporation's initial principle place of business and mailing address is:
4163 Palau Drive, Sarasota, Florida, 34241

ARTICLE III. DURATION

The corporation shall have perpetual duration.

ARTICLE IV. PURPOSES

A. The corporation is a not for profit corporation. The purposes for which the corporation is organized shall be to establish and maintain a not for profit, charitable program for providing interim assistance to all military personnel, without regard to rank or branch, who are transitioning from active duty to civilian life in order to eliminate the lag time from discharge to receiving their military benefits.

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B. The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as 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 such purposes, the making of distributions to organizations which qualify as tax exempt organizations under that code.

C. Notwithstanding any other provisions of these articles, 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; and shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any further United States Internal Revenue Law or (2) a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provisions of any further United States Internal Revenue law.

ARTICLE V. MEMBERS

The sole class of members of this corporation shall be its directors. The qualifications of the members of the corporation, the manner of their admission, the property, voting, and other rights and privileges of the members shall be as regulated in the By-Laws. The members of this corporation shall have no right, title or interest whatsoever in its income, property or assets, nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities or obligations of the corporation, and shall not be subject to any assessments.

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ARTICLE VI. INCORPORATOR

The name and address of the incorporator is:

Curtis Sweltz
1220 N. Market Street
Suite 808
Wilmington, DE 19801

ARTICLE VII. BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors shall be four, or such greater or lesser number as may be determined from time to time by the bylaws of the corporation.

The directors shall be elected in the annual meeting of the corporation and shall serve for a term of two (2) years and until the qualification of their successors in office. The terms of directors shall be phased so that as nearly as possible one half of the trustees shall have terms expiring and elected each year. The names and addresses of such first members of the Board of Directors are as follows.

Michael Beaver
4163 Palau Drive
Sarasota, Florida 34241

Dan Dannheisser, Esq.
4163 Palau Drive
Sarasota, Florida 34241

Kenneth R. Sutherland
4163 Palau Drive
Sarasota, Florida 34241

RADM Jay B. Yakeley USN Ret.
4163 Palau Drive
Sarasota, Florida 34241

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ARTICLE VIII. OFFICERS

The affairs of this corporation shall be managed by the following officers: Chairman of the Board, Vice Chairman of the Board, Secretary/Treasurer and such other officers as may be prescribed in the By-Laws. Each officer shall be elected by the Board of Directors at the annual meeting. The powers, duties and terms of office of all officers and methods of filling vacancies in office shall be prescribed in the By-Laws. Each officer shall perform the duties of the office until a successor has been elected.

The names of the officers who are to serve until the first election under the By-Laws are:

Chairman of the Board:	Dan Dannheisser, Esq.
Vice Chairman of the Board:	Michael Beaver
Secretary/Treasurer:	Kenneth Sutherland

ARTICLE IX. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of two-thirds (2/3) of the members entitled to vote thereon, unless all of the members sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

ARTICLE X. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by the members of the Board of Directors at any annual meeting or special meeting by a two-thirds (2/3) vote of the members present.

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ARTICLE XI. PRINCIPAL OFFICE AND REGISTERED AGENT

The street address and mailing address of the initial principal office of the corporation is: 4163 Palau Drive, Sarasota, Florida 34241 and the street address of the initial registered office of the corporation is 1834 Main Street, Sarasota, Florida 34236. The name of its initial registered agent at that address is Dan Dannheisser, Esq.

ARTICLE XII. DISPOSITION UPON DISSOLUTION

On the dissolution or winding up of this corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all of the property and assets of the corporation remaining after the Board of Trustees has paid or made provisions for the payment of all of the debts and liabilities of the corporation shall be distributed to such nonprofit, tax exempt charitable operations under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any federal tax code then in effect, fund(s), foundation(s) or corporation(s) that is or are organized and operated exclusively for religious, charitable, educational or scientific purposes as may be selected by the Board of Trustees of this corporation so that the properties and assets of this corporation shall then be used for, and devoted to, the purposes of carrying on the objectives and work of this corporation. In no way shall any of the assets or property of this corporation, or proceeds of any of the assets or property, in the event of a dissolution, go or be distributed to members, either for the reimbursement of any sums subscribed, donated or contributed by such members or for any other purpose.

ARTICLE XIII. CORPORATE EXISTENCE

These Articles of Incorporation shall become effective and the corporate existence will begin upon filing of this certificate.

WITNESS the hands and seals of the incorporators this 20th day of NOVEMBER, 2007.

Curtis Sweltz
Curtis Sweltz, Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

The Veterans' Battle Buddy, Inc.

REGISTERED AGENT/OFFICE

**Dan Dannheisser, Esq.
1834 Main St.
Sarasota FL 34236**

I agree to act as registered agent to accept service of process for the Corporation named above at the place designated in this Certificate.
I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

s/ Dan Dannheisser

Agent signature

**American Incorporators Ltd.
1220 North Market Street, Ste. 808
Wilmington, DE 19801
800-421-2261**

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