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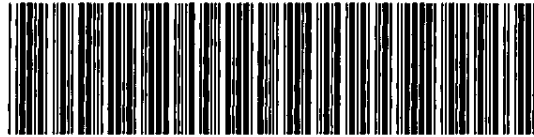
(Business Entity Name)

(Document Number)

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09 JAN 20 PM 2:20

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRS  
1/21

ND9-1004

MARIANNA POST 12046  
VETERANS OF FOREIGN WARS

January 15, 2009

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

SUBJECT: MARIANNA POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

Ref. Number: W09000001004

I have received your letter requesting corrections to the articles of incorporation of MARIANNA POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. I have complied with your instructions making corrections so that the named entity is identical throughout the document. Thank you for your help and consideration in this endeavor.

If you need to contact me please feel free to phone me at 850-209-0065.

Stephen D. McCool  
2972 New Hope Rd  
Marianna, FL 32448  
REGISTERED AGENT



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 9, 2009

STEPHEN D MCCOOL  
2972 NEW HOPW RD  
MARIANNA, FL 32448

SUBJECT: MARIANNA POST 12046, VETERANS OF FOREIGN WARS OF  
THE UNITED STATES, INC.  
Ref. Number: W09000001004

We have received your document for MARIANNA POST 12046, VETERANS OF  
FOREIGN WARS OF THE UNITED STATES, INC. and your check(s) totaling  
\$87.50. However, the enclosed document has not been filed and is being  
returned for the following correction(s):

The name of the entity must be identical throughout the document.

Please return the corrected 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 II  
New Filing Section

Letter Number: 209A00000769

RECEIVED  
DEPARTMENT OF STATE  
09 JAN 20 PM 12:22

ARTICLES OF INCORPORATION  
OF

MARIANNA POST 12046,

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

FILED  
09 JAN 20 PM 2:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with the provisions of Chapter 617, Florida Statutes, relating to corporations not for profit, the undersigned persons do hereby constitute themselves into a non-profit corporation and adopt the following Articles of Incorporation in accordance with said Statute,

ARTICLE I - NAME:

The name of this corporation shall be Marianna POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

ARTICLE II - PURPOSES:

The general nature and purpose of the corporation shall be:

- (a) Fraternal, patriotic, historical and educational; to preserve and strengthen comradeship among its members; to assist worthy comrades; to perpetuate the memory and history of our dead and to assist their widows and orphans, to maintain true allegiance and fidelity to the Constitution of the United States and of the Veterans of Foreign Wars of the United States and its By-Laws; to foster true patriotism; to maintain and extend the institutions of American freedom; to preserve and defend the United States from all her enemies, whosoever.
- (b) To take by gift, devise, purchase or in any manner, whatsoever, real and personal property, and to sell, transfer, mortgage, lease or rent in any manner whatsoever, the same, and to do all things necessary and essential thereto for the benefit of the corporation.
- (c) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Post, including establishment and operation of clubrooms and other financial operations for the purpose of obtaining the net profits therefrom for the use and purpose of the Post.
- (d) The said Marianna POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. shall at all times remain under the jurisdiction of, and be governed according to the Congressional charter, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States. In the event that any provisions of these Articles of Incorporation conflicts with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, the National Charter and By-Laws shall, at all times, govern.

### **ARTICLE III – MEMBERSHIP:**

Any person who has served honorably as an officer or enlisted person on active duty, honorably discharged, released to inactive duty or returned, shall be eligible for membership.

- (1) Whose service in the armed forces of the United States in any foreign war, insurrection or expedition is recognized as campaign medal service and governed by the authorization of the issuance of a campaign badge (medal) by the Government of the United States of American; and,
- (2) Who is a citizen of the United States.

The active and voting membership of the corporation Shall at all times by confined to the active membership in good standing in Marianna POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. with eligibility to, acquiring of, suspension from, and discontinuance of membership being in accordance with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States.

### **ARTICLE IV – TERM:**

This corporation shall have a perpetual existence, subject to the laws and provisions of the State of Florida and the <sup>Congressional</sup> Charter and By-Laws of the Veterans of Foreign Wars of the United States.

### **ARTICLE V – SUBSCRIBERS:**

The names and residences of the subscribers of this Corporation are as follows:

Post Commander	Earnest L. McNeill	2968 Sunrise Dr, Marianna, FL 32448
Post Sr. Vice Commander	Julian Williams	4292 Woodbriar Dr, Marianna, FL 32446
Post Quartermaster	Isaac Williams	2946 Hall St, Marianna, FL 32448

### **ARTICLE VI – MANAGEMENT & ELECTIONS:**

The Board of Directors shall manage the affairs of this corporation and shall consist of the Post Commander, The Post Sr. Vice Commander and the Post Quartermaster, and they shall be elected at a regular meeting to be held during the month of April each and every year. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the Post.

### **ARTICLE VII – OFFICERS:**

The names and addresses of the Officers who are to serve until their successors are duly elected and installed, are as follows:

#### **ARTICLE VII – OFFICERS: (continued)**

Post Commander Ernest L. McNeill, 2968 Sunrise Dr. Marianna, Fl 32448, who shall serve as President

Post Sr. Vice Commander Julian Williams, 4292 Woodbriar Dr. Marianna, Fl 32446, who shall serve as Vice-President

Post Adjutant Stephen D. McCool, 2972 New Hope Rd. Marianna, Fl 32448, who shall serve as Secretary

Post Quartermaster Isaac Williams, 2946 Hall St. Marianna, Fl 32448, who shall serve as Treasurer

All of the above shall be elected at a regular meeting of the Post to be held during the month of April of each and every year except the Adjutant who shall be appointed by the Commander on the night of installation or as soon thereafter as possible.

#### **ARTICLE VIII – INITIAL BOARD OF DIRECTORS:**

The corporation shall have not less than three (3) Directors and the initial Board of Directors shall be as follows:

Post Commander Ernest L. McNeill, 2968 Sunrise Dr. Marianna, Fl 32448, Director

Post Sr. Vice Commander Julian Williams, 4292 Woodbriar Dr. Marianna, Fl 32446, Director

Post Quartermaster Isaac Williams, 2946 Hall St. Marianna, Fl 32448, Director

The above directors shall serve until the next election of Post Officers during the month of April of each and every year and who by virtue of their office serves as Directors of the corporation.

#### **ARTICLE IX – BY-LAWS:**

By-Laws for this corporation may be made, altered, or rescinded after presentation to the Post by any member in good standing and approved by a two-thirds (2/3) vote of the Post membership present in good standing at a noticed meeting. However, said By-Laws shall not be in conflict with the National Charter,

By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States, nor shall they conflict with the By-Laws of the Department having jurisdiction and provided a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

**ARTICLE X – AMENDMENTS TO ARTICLES OF INCORPORATION:**

Amendments to these Articles of Incorporation may be made after the presentation to the Post by any member in good standing and approved by at two-thirds (2/3) vote of the Post membership present in good standing at a noticed meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State of Florida, and in accordance with the National Charter,

By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States, and further, they shall be in accordance with the Department having jurisdiction and provided a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

**ARTICLE XI – MISCELLANEOUS:**

In the event of a dissolution of this corporation all of the assets shall be the property of Marianna POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit, then, and in that event, title to all of the assets of this corporation shall pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

**ARTICLE XII – ADDRESS AND REGISTERD OFFICE AND AGENT:**

The address and principal place of business of this corporation shall be 3437 Franklin Street, Marianna, FL 32448. The registered office of this corporation shall be at 2972 New Hope Rd. Marianna, FL 32448 which is the business office of the Registered Agent of this corporation who shall be Stephen D. McCool

**ARTICLE XIII - DESIGNATION OF REGISTERED OFFICE AND AGENT:**

A designation of registered office and registered agent at the same address, must be contained within the Articles of Incorporation and the registered agent must sign accepting that designation.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 26 Day of  
November, 2008.

[Signature] L.S.

[Signature] L.S.

[Signature] L.S.

**Veterans of Foreign Wars**

**DEC 16 2008**

**Administrative Operations**

REVIEWED **DEC 19 2008**  
FOR THE COMMANDER-IN-CHIEF

[Signature]  
JOHN J. McNEEL, JR.  
ASSISTANT ADJUTANT GENERAL  
BY KEVIN C. JONES, DIRECTOR  
ADMINISTRATIVE OPERATIONS

## RESIDENT AGENT CERTIFICATE

In pursuance of Florida Statutes, the following is submitted in compliance with said Act; First that MARIANNA POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. desiring to organize under the laws of the State of Florida with its principle office, as indicated in the Article of Incorporation, at 3437 Franklin Street, Marianna, Fl 32448, has named Stephen D. McCool located at 2972 New Hope Rd. Marianna, Fl 32448 as its agent to accept service of process within this State.

## ACKNOWLEDGEMENT

Having been named to accept service of process for the above states corporation, at the place designated in this certificate, I hereby accept to act in the capacity and agree to comply with the provisions of said Act relative to keeping open said office.

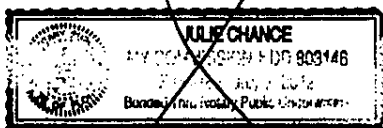
  
REGISTERED AGENT


FILED  
09 JUN 20 PM 2:20  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF JACKSON

The foregoing instrument was acknowledged before me on the 25<sup>th</sup> day of November 2008, by Stephen D. McCool who is personally known to me or has produced Florida Drivers License as identification and who ~~did~~/did not take and oath



  
Notary Public



## CERTIFICATION OF ACCEPTANCE OF REGEISTERED AGENT

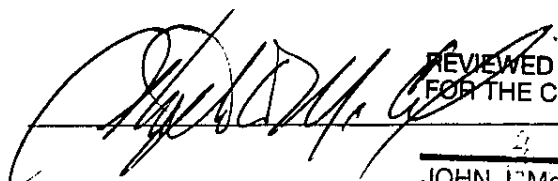
Having been designated as the Registered Agent for MARIANNA POST 12046, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. I hereby accept the designation and agree to act as the Registered Agent of said corporation.

Dated: 25 NOV 2008

Veterans of Foreign Wars

DEC 16 2008

Administrative Operations

  
REVIEWED DEC 19 2008  
FOR THE COMMANDER-IN-CHIEF  
JOHN J. McNEILL, JR.  
ASSISTANT ADJUTANT GENERAL  
BY KEVIN C. JONES, DIRECTOR