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VETS AND FRIENDS HELPING VETS, INC.

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**FIRST AMENDMENT TO
ARTICLES OF INCORPORATION OF
VETS AND FRIENDS HELPING VETS, INC.**

Pursuant to the provisions of Section 617.1001, 617.1002, and 617.1006, Florida Statutes, this corporation hereby amends its Articles as follows:

ARTICLE I OF FIRST AMENDMENT

Article III of the Articles of Incorporation shall be deleted in its entirety and replaced by the following:

ARTICLE III PURPOSE

The purpose for which the corporation is to be formed is for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, (or the corresponding provision of any future United States Internal Revenue Code) and in that connection, to assist veterans through receipt of donations and distributions of property for such purposes or to distribute property to other organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE II OF FIRST AMENDMENT

The following Article IX shall be added to the Articles of Incorporation:

ARTICLE IX PRIVATE FOUNDATION

If the corporation is a Private Foundation within the meaning of Section 509 of the Code, then the provisions of this article shall apply.

(a) The corporation shall distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Code, or any corresponding provisions of any later federal tax laws.

(b) The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or any corresponding provisions of any later federal tax laws.

(c) The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any later federal tax laws.

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(d) The corporation will not make any investments in a manner that would subject to tax under Section 4944 of the Code, or any corresponding provisions of any later federal tax laws.

(e) The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Code, or any corresponding provisions of any later federal tax laws.

ARTICLE III OF FIRST AMENDMENT

The following Article X shall be added to the Articles of Incorporation:

ARTICLE X RESTRICTIONS ON OPERATIONS

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 the purposes set forth in Article III hereof. 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 publishing 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 carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV OF FIRST AMENDMENT

The following Article XI shall be added to the Articles of Incorporation:

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ARTICLE XI DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation in any proportions considered prudent to such organization or organizations organized and operated exclusively for similar charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE V OF FIRST AMENDMENT

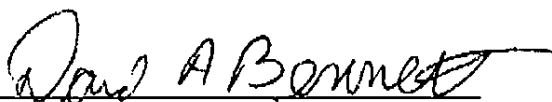
The following Article XII shall be added to the Articles of Incorporation:

ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the manner stated in the Bylaws.

The date of the adoption and approval of the above amendment by all of the directors entitled to vote on this amendment by written consent in accordance with Section 617.0821, Florida Statutes, was March 4, 2009. At this time this corporation has no members.

IN WITNESS WHEREOF, the undersigned President of this corporation has executed these Articles of Amendment on March 4, 2009.

By: 
David A. Bennett
President

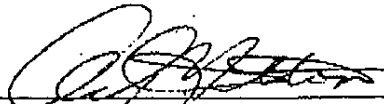
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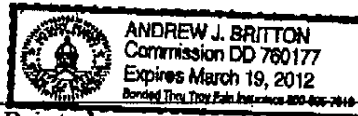
STATE OF FLORIDA
COUNTY OF SARASOTA

Before me personally appeared David A. Bennett, President of Vets and Friends Helping Vets, Inc., a Florida corporation, who is personally known to me or who produced N/A as identification, and he acknowledged that he executed the foregoing Articles of Amendment on behalf of said corporation pursuant to authority in him duly vested by said corporation.

WITNESS my hand and official seal this 4th day of March, 2009.



Notary Public



Name Printed

My commission expires:

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