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To:

Division of Corporations
Fax Number : (850)617-6381

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)694-1639

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FLORIDA PROFIT/NON PROFIT CORPORATION

America Serving Veterans Foundation, Inc.

Certificate of Status	1
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TALLAHASSEE, FLORIDA

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February 26, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations
CORPORATE CREATIONS INTERNATIONAL, INC.

SUBJECT: AMERICA SERVING VETERANS FOUNDATION, INC.
REF: W09000009281

We have received your document for AMERICA SERVING VETERANS FOUNDATION, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

If you have any further questions concerning your document, please call (850) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000041354
Letter Number: 009A00006789

ARTICLES OF INCORPORATION
America Serving Veterans Foundation, Inc.
A Florida Non-Profit Corporation

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09 MAR -2 AM 11:41
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned acknowledges and files in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit in accordance with the "Florida Not For Profit Corporation Act" of the laws of the State of Florida, F.S. Chapter 617, these Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is America Serving Veterans Foundation, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II. PRINCIPAL PLACE OF BUSINESS

The initial street address and the mailing address of the principal office of this corporation shall be 2511 Westgate Ave, Suite 7, West Palm Beach, FL 33409

ARTICLE III. PURPOSES AND POWERS

The Corporation is organized, and shall be operated exclusively for scientific, charitable, and educational purposes:

- A. To help foster, encourage, and promote the improvement of the condition of Veterans.
- B. To promote physical and cultural improvement, growth and development, self-respect, self-confidence, and usefulness of Veterans and others.
- C. To eliminate discrimination suffered by Veterans and develop channels of communication which will assist Veterans to maximize self-realization and enrichment of their lives, and enhance life-fulfillment.
- D. To improve the quality of life of the Veterans and others especially in areas of employment, education, training, health, welfare and Veterans Benefits.
- E. To conduct and publish research, on a non-partisan basis, pertaining to the relationship between Veterans and the American society, the role of the United States in securing peaceful co-existence for the world community, and other matters which affect the social, economic, educational, or physical welfare of the Veteran or others.

Mar. 2. 2009 12:22PM Dennis F Koehler

No. 6431 P. 2/2

- F. To assist homeless, disabled and needy war Veterans including, but not limited to, Veterans and their dependents, and the widows and orphans of deceased Veterans.
- G. To make distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code or corresponding Section of any future federal tax code (hereafter I.R.C.).

To accomplish the foregoing purposes, the Corporation shall have all corporate powers permitted under Florida law, including the capacity to contract, bring suit, and be sued. No part of the income of the Corporation shall be distributed to the members, directors, and officers of the Corporation.

The Corporation is specifically precluded from engaging in any prohibited activities as defined in Section 617.0105(2), Florida Statutes and shall meet all obligations required therein.

ARTICLE IV. NON-STOCK

The Corporation shall not issue stock or any evidence of ownership of any interest in the Corporation.

ARTICLE V. RESTRICTED ACTIVITIES

The Corporation shall not engage, to any substantial degree, in attempts to influence legislation nor shall it intervene in any campaign on behalf of a candidate for public office. No part of its net earnings shall inure to the benefit of any individual, except that the Corporation shall be authorized and is empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the Corporation's exempt purposes. 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 I.R.C. or the corresponding provisions 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 I.R.C.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The Registered Agent designated for this Corporation is Dennis P. Koehler, Esq. whose registered address is 2511 Westgate Ave, Suite 7, West Palm Beach, FL 33409

*I hereby designate myself as this corporation's
Registered Agent.*

Dennis P. Koehler 3/2/09

CLERK OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE VII. INCORPORATOR

The name and mailing address of the incorporator is as follows:

<u>Name</u>	<u>Mailing Address</u>
Ben L. Humphries	225 23 rd Avenue Vero Beach, Florida 32962

ARTICLE VIII. TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE IX. EFFECTIVE DATE

The effective date of this Corporation is the date in which these Articles of Incorporation are filed with the Secretary of State.

ARTICLE X. DIRECTORS

The activities and affairs of the Corporation shall be managed by a Board of Directors. The number of Directors which shall constitute the whole Board and their terms of office shall be such as from time to time be fixed by, or in the manner provided in, the By-Laws, but in no case shall the number be less than three (3). Terms of office for these Directors shall commence immediately upon their election.

The *Seminole Tribe of Florida*, in perpetuity, shall have two representatives on the Board of Directors. *The Seminole Tribe of Florida* will be solicited by the Foundation for a slate of nominees who have demonstrated a commitment to the goals and purposes of the Foundation. The Board will nominate one from the list.

A minimum of three names shall be submitted by the Board of Directors of the Florida Vietnam Veterans Assistance Foundation, Inc. All Directors must demonstrate a sound commitment to the goals and purposes of the Foundation without prejudice.

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ARTICLE XI. INITIAL DIRECTORS

The names and mailing address of the initial members of the Board of Directors are as follows:

Ben L. Humphries
225 23rd Ave
Vero Beach, FL 32962

John Koprowski
6352 Springlake Circle
Zephyrhills, FL 33540

Michael J. Bousher
4021 Belmoor Dr.
Palm Harbor, FL 34885

Stephen D. Bowers
6311 NW 36th St
Hollywood, FL 33024

Seminole Tribe Member or Designee

ARTICLE XII. INITIAL OFFICERS

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer, provided that the Secretary and Treasurer may be the same person. The following persons shall serve as officers until the first election by the Board of Directors:

President	Ben L. Humphries
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Vice President	Stephen D. Bowers
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Sec/Treasurer	Michael Bousher
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ARTICLE XIII. DISTRIBUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the residual assets of the Corporation exclusively for the educational, charitable, and scientific purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational, charitable, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the I.R.C. as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principle 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 XIV. AMENDMENT OF ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by a vote of three-fifths of the Board of Directors.

No amendment of these Articles shall be made in violation of Article 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

ARTICLE XV. AMENDMENT OF BY-LAWS

The by-laws of the Corporation may be adopted and amended by a vote of three-fifths of the Board of Directors.

No by-law shall be adopted or amended that would place the Corporation in violation of Article 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended from time to time.

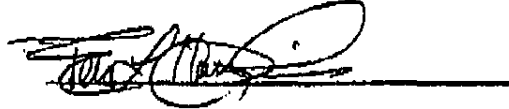
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Feb. 20, 2009 5:07PM

Dennis P Koehler

No. 6430 P. 2/2

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and
filed the foregoing Articles of Incorporation under the laws of the State of Florida this
9 day of Feb, 2009.



STATE OF FLORIDA
County of Indian River

The foregoing instrument was sworn and subscribed before me this 9th day of
Feb, 2009 by Ben Humphries who is personally known by me
or who has produced Fla. ID as
identification and who did (did not) take an oath.

NOTARY PUBLIC, STATE OF FLORIDA
PRINTED NAME: Eva M. Chapman
COMMISSION NO. DD 426329
COMMISSION EXPIRES: Aug 6, 09

