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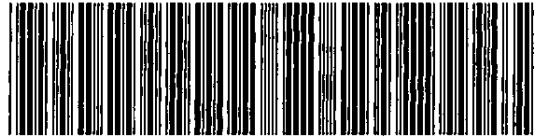
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: The United States Fire Department Reserve Corps, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Carolina Baez  
Name (Printed or typed)

4552 Jona free Ln Unit 102  
Address

Kissimmee Florida  
City, State & Zip

786-351-4985  
Daytime Telephone number

cbdoral@yahoo.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLE I  
GENERAL AUTHORITY**

The United States Fire Department Reserve Corps is a domestic private, nonprofit corporation incorporated under the business Corporation laws of the State of Florida and as in Section 501 (C) (3) of the Internal Revenue Code and in compliance with Chapter 617, Florida Statutes for Not for Profit, which sets forth the purposes, rights, and duties of the United States Fire Department Reserve Corps.

**ARTICLE II  
NAME AND STATUS**

The name of the Corporation shall be "The United States Fire Department Reserve Corps, Inc." and its status is that of the volunteer civilian auxiliary organization of the United States. The Corporation may also be referred to as "United States Fire Department Reserve Corps" or by such other titles as may be approved in the Bylaws.

**ARTICLE II-A  
EFFECTIVE DATE**

The effective date of the Corporation shall be the 29<sup>th</sup> of April in the Year of our Lord 2010.

**ARTICLE III  
NATIONAL HEADQUARTERS**

The National Headquarters of the Corporation shall be with in the State of Florida or at such other location as the Board of Governors may designate.

**ARTICLE III-A  
PRINCIPAL ADDRESS**

The initial corporation principal address shall be at 7400 SW 87th Ave, Suite 200 Miami, Florida 33173 or at such other location as the Board of Governors may designate.

**ARTICLE III-B  
MANNER OF ELECTION**

The manner in which the directors are elected or appointed: See Articles VIII, VIII-A, VIII-B and IX.

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TALLAHASSEE, FLORIDA

**ARTICLE III-C**  
**INITIAL DIRECTORS AND/OR OFFICERS**

List name(s), address(es) and specific title(s):

Miss. Carolina Baez,  
The Baez Family Representative, Founding Member and Corporate Officer.  
7400 SW 87th Ave, Suite 200  
Miami, FL 33173

Mr. Rafael L. Guzman,  
Co Founding Member and Director  
7400 SW 87th Ave, Suite 200  
Miami, FL 33173

Mr. Aldo Ruiz,  
Co Founding Member and Director  
7400 SW 87th Ave, Suite 200  
Miami, FL 33173

**ARTICLE III-D**  
**INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the registered agent is:

Mr. Aldo Ruiz  
7400 SW 87th Ave, Suite 200  
Miami, FL 33173

**ARTICLE III-E**  
**INCORPORATOR**

The name and address of the Incorporator is:

Miss. Carolina Baez  
7400 SW 87th Ave, Suite 200  
Miami, FL 33173

**ARTICLE IV**  
**TERM**

The United States Fire Department Reserve Corps shall have perpetual existence.

## **ARTICLE V OBJECTS AND PURPOSES**

1. The objects and purposes of United States Fire Department Reserve Corps shall be:
  - a. To provide an organization to encourage and aid American citizens in the contribution of their efforts, services, and resources in the development of public safety and skilled in the support and development of fire services, pre-hospital care and emergency management services to our communities and the maintenance of our nation security To provide an organization to encourage and develop, by example, the voluntary contribution of private citizens to the public welfare.
  - b. To provide fire services, pre-hospital care, emergency management services and education and training, especially to its members.
  - c. To encourage and foster civil services in local communities.
  - d. To provide an organization of private citizens with adequate facilities to assist in meeting local and national emergencies.
  - e. To assist the United States Department of Homeland Security in fulfilling its programs and missions.

## **ARTICLE VI POWERS**

1. The United States Fire Department Reserve Corps shall have the power to do any and all acts and things necessary and proper to carry into effect its objects and purposes.
2. The United States Fire Department Reserve Corps shall have no power to issue capital stock or engage in business for pecuniary profit or gain of its members.

## **ARTICLE VII MEMBERSHIP**

1. Membership: The United States Fire Department Reserve Corps is a privilege and not a right. Qualifications and conditions for membership shall be established in the Bylaws and regulations.
  - a. Regular membership: United States Fire Department Reserve Corps shall have only one class of voting member, that of regular member. Such membership is initiated by submission of an application and membership dues.

- b. Associate member: Such membership is open to all persons that are not otherwise eligible for regular membership. Associate members have the same privileges and obligation as regular members except that may not vote or hold elected offices. Such membership is initiated by submission of an application and membership dues.
  - c. Honorary Membership: Such membership may be bestowed upon any non-member who is not eligible and has never been eligible for membership under the bylaws. To be eligible for honorary membership, the nominee must have contributed directly to the betterment of the Corporation by his or her actions.
2. Equal Employment Opportunity Act: United States Fire Department Reserve Corps fully support the Equal Employment Opportunity Act for all pay and volunteers members and will not discriminate in membership eligibility. Membership eligibility decision are based on merit and needs, and not on the basis of race, color, citizenship status, national origin, ancestry, gender, sexual orientation, age, religion, creed, physical or mental disability, marital status, veteran status, political affiliation, or any other factor protected by law.
3. America with Disability Act: United States Fire Department Reserve Corps will not discriminate against any qualified member or job applicant with respect to any term, privileges or conditions of membership or employment because of a person's physical or mental disability.

## **ARTICLE VIII BOARD OF GOVERNORS**

- 1. The Board of Governors shall, in accordance with the provisions of The United States Fire Department Reserve Corps Constitution and Bylaws, be the governing body of the United States Fire Department Reserve Corps and shall govern, direct and manage the affairs of the Corporation.
- 2. The Board of Governors may provide for the salaries, payment or reimbursement of expenses incurred by the members in the performance of their duties.
- 3. The founder Carmelo Baez and family or his representative shall have a permanent and perpetual seat with the right to vote with in the Board of Governors to maintenance the vision and mission of the Corporation.

**ARTICLE VIII-A**  
**SELECTION OF APPOINTEES TO THE BOARD OF GOVERNORS**

1. The four Members of the Board of Governors appointed by the founder Carmelo Baez and family or his representative shall serve until removed consistent with these bylaws or by the founder Carmelo Baez and family or his representative selects his/her replacement.
2. Appointments will only be recognized when written notice is received by the Chairman and the Executive Secretary.

**ARTICLE VIII-B**  
**SELECTION OF APPOINTEES FROM INTERESTED ORGANIZATIONS TO THE BOARD OF GOVERNORS**

1. Three Members of the Board of Governors shall be appointed jointly by the founder Carmelo Baez and family or his representative and / or from interested organizations to the Board of Governors.
2. Appointments will be recognized when written notice is received by the Chairman and the Executive Secretary.
3. Any vacancy in the position of a Member of the Board of Governors appointed pursuant to this Article VIII-B and not filled within ninety (90) days shall be filled by the majority vote of the other Members of the Board of Governors.
4. Each member of the Board of Governors appointed under this Article VIII-B shall serve a term of four years or until removed consistent with these bylaws.

**ARTICLE IX**  
**SELECTION OF APPOINTEES TO THE BOARD OF GOVERNORS**

1. The National Commander and National Vice Commander shall serve ex officio.
2. Two Members at Large shall be selected as follows:
  - a. Candidates for consideration must be members in good standing; be in the grade of major general or above; and have at least five years service.
  - b. Applicants will submit a written application to the National Executive Committee and be selected in accordance with published directives.

- c. A Member at Large may not hold any other concurrent position as a Corporate officer or shall be appointed jointly by the founder Carmelo Baez and family or his representative and / or from interested organizations to the Board of Governors.
- d. Members at Large will be appointed to serve a single four-year term.
- e. The Members at Large may be removed from office by a 2/3 vote of the National Executive Committee.

**ARTICLE IX-A**  
**CHAIRMAN AND VICE CHAIRMAN OF THE BOARD OF GOVERNORS**

1. The Chairman of the Board of Governors shall be chosen by the Members of the Board of Governors from among the Members appointed by the founder Carmelo Baez and family or his representative and the Members selected by the United States Fire Department Reserve Corps and shall serve a term of two (2) years. The position of Chairman shall be held on a rotating basis between members of the Board of Governors appointed by the United States Fire Department Reserve Corps and members of the Board of Governors selected by the United States Fire Department Reserve Corps.
2. The Vice Chairman of the Board of Governors shall be chosen by the Members of the Board of Governors from among the Members appointed by the founder Carmelo Baez and family or his representative and the Members selected by the United States Fire Department Reserve Corps and shall serve a term of two (2) years. The position of Vice Chairman shall be held on a rotating basis between Members of the Board of Governors appointed by the founder Carmelo Baez and family or his representative and Members of the Board of Governors selected by United States Fire Department Reserve Corps and shall not come from the same appointment group as the Chairman.
3. The Vice Chairman shall serve as the Chairman in the absence of the Chairman.
4. In the event of a vacancy in the office of Chairman or Vice Chairman prior to the expiration of his/her two (2) year term, a new Chairman or Vice Chairman shall be chosen by the Members of the Board of Governors from among the remaining Members of the same appointment group to serve out the remainder of the two (2) year term.
5. The Chairman may be removed from the chair by an affirmative vote of a majority of the Board of Governors.



## **ARTICLE X NATIONAL BOARD**

1. The members of the National Board shall be as follows:
  - a. The National Commander
  - b. The National Vice Commander
  - c. The National Chief of Staff
  - d. The National Legal Officer
  - e. The National Finance Officer
  - f. The National Controller
  - g. The National Inspector General as a non-voting member
  - h. The National Chief of Chaplain Service as a non-voting member
2. The National Board shall have the exclusive power to:
  - a. Elect the National Commander and National Vice Commander.
  - b. Adopt regulations governing the removal of the National Commander and National Vice Commander.
  - c. Establish, increase, and lower national dues for all categories of membership.
  - d. Confirm the appointment of the National Chief of Staff, National Legal Officer, National Finance Officer, National Controller, National Inspector General, and National Chief of Chaplain Service.
  - e. Approve Hall of Honor nominees and Grant Life Membership.
3. The National Board shall also have the power to:
  - a. Recommend policy to the Board of Governors;
  - b. Carry out such additional duties as may be delegated by the Board of Governors.
  - c. Propose to the Board of Governors amendments to the Constitution and Bylaws.

**ARTICLE XI**  
**THE NATIONAL EXECUTIVE COMMITTEE**

1. When the National Board is not in session, the National Executive Committee shall be vested with all the powers of the National Board, except those powers, which may be reserved exclusively to the National Board.
2. The National Executive Committee shall receive applications for selection to the Member at Large positions on the Board of Governors for selection in accordance with Article IX.
3. The members of the National Executive Committee shall be as follows:
  - a. The National Commander
  - b. The National Vice Commander
  - c. The National Chief of Staff
  - d. The National Legal Officer
  - e. The National Finance Officer
  - f. The National Controller
  - g. The National Inspector General as a non-voting member
  - h. The National Chief of Chaplain Service as a non-voting member

## **ARTICLE XII CORPSORATE OFFICERS**

The Corporate officers of United States Fire Department Reserve Corps shall be those designated in the Bylaws with authority to obligate the Corporation as provided in the Bylaws and regulations.

## **ARTICLE XIII SELECTION OF CORPSORATE OFFICERS**

1. Corporate officers shall be selected as follows:
  - a. The National Commander and National Vice Commander shall be nominated and elected as provided in the Bylaws. Prior or current service as a member of the National Board is required for nomination or election to the position of National Commander or National Vice Commander.
  - b. The National Commander shall appoint region commanders.
  - c. The commander of the respective region shall appoint state commanders.
  - d. The National Chief of Staff, the National Legal Officer, the National Finance Officer, the National Controller, the National Inspector General and the National Chief of Chaplain Service shall be appointed by the National Commander, subject to confirmation by a majority of those voting at the current or next National Board meeting. The failure to be confirmed by the National Board shall create a vacancy and disqualify the individual from service in the position for that term. The National Commander shall immediately appoint a replacement to fill any vacancy in those offices and that appointee shall serve with full authority of the office to which appointed until confirmed at the current or next National Board meeting.
2. The Executive Director shall be appointed by the Board of Governors.

## ARTICLE XIV TERM OF OFFICE

1. The terms of office for Corporate officers are as follows:
  - a. The National Commander shall serve a single, three-year term of office and shall be eligible for reelection to that office. The term shall commence at the close of the National Board meeting at which elected, and conclude at the close of the third general membership National Board meeting thereafter. *In the event of death, resignation, or removal of the National Commander, the National Vice Commander shall immediately become the National Commander. An election for National Commander shall then commence at the next regularly scheduled National Board meeting, whether that meeting is in the winter or the summer. Only officers elected to the position of National Commander shall serve in the grade of General. Officers that become National Commander by virtue of succession shall serve in the grade of Brigadier General. Officers that serve as National Commander by virtue of succession shall be eligible to run for election to the office and, if elected, shall be eligible to serve a full term in the grade of Major General.*
  - b. The National Vice Commander shall serve an annual term of office commencing at the close of the National Board meeting at which elected, and terminating at the close of the next general membership National Board meeting. *In the event of death, resignation, or removal of the National Vice Commander, or in the event that the National Vice Commander becomes the National Commander by virtue of Section 1(a) above, the National Chief of Staff shall immediately become the National Vice Commander. An election for National Vice Commander shall then commence at the next regularly scheduled National Board meeting, whether that meeting is in the winter or the summer. Only officers elected to the position of National Vice Commander shall serve in the grade of Lieutenant General. Officers that become National Vice Commander by virtue of succession shall serve in the grade of Colonel. Officers that serve as National Vice Commander by virtue of succession shall be eligible to run for election to the office and, if elected, shall be eligible to serve an annual term of office in the grade of Brigadier General.*
  - c. *The National Chief of Staff shall serve an annual term of office commencing at the close of the membership National Board meeting at which confirmed, and terminating at the close of the next general membership National Board meeting. If this office becomes vacant for any reason, including Section 1(b) above, said vacancy shall be filled as provided in Article XIII.*

- d. *The National Legal Officer, the National Finance Officer, the National Controller and the National Chief of Chaplain Service shall serve an annual term of office commencing at the close of the membership National Board meeting at which confirmed, and terminating at the close of the next general membership National Board meeting. Vacancies in those offices shall be filled as provided in Article XIII above.*
- e. The National Inspector General shall serve a three year term of office commencing at the close of the membership National Board meeting at which confirmed, and *concluding at the close of the third general membership National Board meeting thereafter.*
- f. *Region commanders shall serve a four-year term and are not eligible to succeed themselves.*
- g. State commanders shall serve a probationary period of one year followed by a three-year term of office. The region commander may grant an additional one-year term with the concurrence of the National Commander. Any time during the probationary period, the region commander may remove the State commander with or without cause and without a right of appeal except as provided in Article XVI.
- h. The Executive Director shall serve from the date employed until such employment ceases.

## ARTICLE XV CORPORATE OFFICER SUSPENSION AND REMOVAL

1. The National Commander or National Vice Commander may be removed from office only by a vote, in person or by proxy, of two-thirds of the authorized positions of the National Board at a duly constituted regular or special meeting of the Board. The process to consider removal shall be as follows:

- a. The National Commander or National Vice Commander may be removed from office for personal misconduct involving moral turpitude which creates an appearance of serious impropriety to the public or which may discredit or embarrass the United States Fire Department Reserve Corps. Charges of personal misconduct must be forwarded promptly to the National Legal Officer who shall immediately notify the National Commander and National Vice Commander provide the National Commander or National Vice Commander an opportunity to respond to the allegations, and cause the charges to be investigated. Copies of the charges, responses, results of the investigation and findings shall be provided to all members of the National Board. The National Legal Officer will poll the members of the National Board, by telephone, fax and/or e-mail and, if a majority of the members of the National Board

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determine that there is cause for further action, the National Board shall convene to vote on removal or retention, and the subject officer shall be in a suspended status until the issue is decided by the National Board.

- b. The National Board will convene to consider removal of the National Commander or National Vice Commander for any reason if a request, including the reason for such removal, is signed by a majority of the authorized positions of the National Board and is presented to and approved as to form by the National Legal Officer. The subject officer shall be in a suspended status from the approval of the petition until the issue is decided by the National Board.
- c. The National Inspector General may be removed from office only by a majority vote of the Board of Governors. Removal may be with or without cause and is not subject to appeal.
- d. Any other United States Fire Department Reserve Corps Corporate officer, except paid staff, shall be subject to suspension or removal from office by the incumbent of the office having the authority to appoint such officer. Removal or suspension from corporate office may be only for cause such as gross inefficiency in office or misconduct. Prior written notice and opportunity to correct must be given to a corporate officer before gross inefficiency may be used to suspend or remove from office.

## **ARTICLE XVI**

### **MEMBERSHIP ACTION REVIEW BOARD**

1. Members who have been subject to a final adverse membership action, and have exhausted all administrative remedies, shall have a right to appeal the action to the Membership Action Review Board. For purposes of this article, an adverse membership action is defined as demotion in grade; removal from command of a region, state, company, squadron or task force; suspension of membership in excess of 60 days; or termination or non-renewal of membership.
2. The Membership Action Review Board shall accept an appeal of a final adverse membership action only if the Membership Action Review Board determines that the action was motivated by retaliation, reached without due process, or involved a material failure to follow applicable United States Fire Department Reserve Corps regulations. The Membership Action Review Board may accept or decline an appeal of a final adverse membership action in all other cases.
3. The Membership Action Review Board shall be chaired by the National Legal Officer (or another legal officer, his/her designee) and shall consist of four active members, in the grade of Colonel, not currently in the command or vice command of a region or state. These four members will be appointed by the National Commander, from a list of candidates provided by the National Executive Committee, and confirmed by the Board of Governors for an indeterminate term until his/her successor is appointed and confirmed. Designees may serve only in the event the chair or named member is unable to participate due to a conflict of interests.
4. The Membership Action Review Board may affirm, reverse, or modify in favor of the member, the final adverse action. Furthermore, if the Membership Action Review Board determines that the adverse membership action was reached without due process or involved a material failure to follow applicable United States Fire Department Reserve Corps regulations, it may remand the case to the party who initiated the adverse action to correct the deficiencies.
5. The decision of the Membership Action Review Board is final and not subject to further appeal or proceedings within United States Fire Department Reserve Corps.
6. The rules of practice and procedure, as well as all decisions of the Membership Action Review Board, shall be published.

## **ARTICLE XVII FUNDS AND PROPERTY**

1. The United States Fire Department Reserve Corps may receive gifts, bequests, devises, legacies, and donations for such purposes as are within the general scope of its corporate objects and purposes.
2. All funds and property acquired by United States Fire Department Reserve Corps in any manner and from whatever sources shall be received in the name of United States Fire Department Reserve Corps and shall become the property of the Corporation, and shall be administered and accounted for as prescribed in the Bylaws and regulations.

## **ARTICLE XVIII ADOPTION PROVISIONS**

1. The insignia, uniforms, copyrights, emblems and badges, descriptive or designating marks and words or phrases used by the United States Fire Department Reserve Corps, are appropriated to the Corporation.
2. Except as otherwise restricted by law, the Corporation may develop and adopt such insignia, uniforms, emblems and badges, descriptive and designating marks, and words and phrases for use by the members of the United States Fire Department Reserve Corps as it may consider necessary or advisable in carrying out the objects and purposes of the Corporation.
3. The membership categories, eligibility, units, grades, rules, regulations, orders, directives, instruction manuals, administrative publications, and programs in effect on the date of the adoption of this revision of the Constitution shall continue in full force and effect thereafter until the same are changed, amended, revoked, or otherwise disposed of in accordance with any procedure which may be prescribed pertaining thereto.

## **ARTICLE XIX AMENDMENT OF THE CONSTITUTION AND BYLAWS**

1. This Constitution may be amended at any time by the approval of a majority of the members of the Board of Governors at a duly constituted meeting.
2. Bylaws may be amended at any time by the approval of a majority of the members of the Board of Governors at a duly constituted meeting.
3. Proposals to amend the Constitution and/or Bylaws may be initiated by the Board of Governors, National Board, or National Executive Committee.



4. Such initiatives by the Board of Governors shall be ordinarily routed through the Constitution and Bylaws Committee before being routed back to the Board of Governors for approval.

5. Such initiatives by the National Board shall be ordinarily routed through the Constitution and Bylaws Committee before being routed to back to the National Board (or the National Executive Committee at the discretion of the National Board) before submission to the Board of Governors for approval.

6. Such initiatives by the National Executive Committee shall be ordinarily routed through the Constitution and Bylaws Committee before being routed to back to the National Board before submission to the Board of Governors for approval.

7. The Board of Governors may exercise its discretion in making exceptions to this process for reasons including but not limited to administrative changes and exigent circumstances.

## **ARTICLE XX REGULATIONS**

1. To further the orderly administration of the activities, business and affairs of the Corporation, the National Commander shall establish and maintain regulations, which shall be applicable to all members of United States Fire Department Reserve Corps. These regulations will be based on policies established by the Board of Governors and National Board or law.

2. Except as provided in Article X, all United States Fire Department Reserve Corps policies (policies promulgated by the National Board or National Commander) shall be ratified by a majority vote of the National Board.

3. The National Commander, upon declaration of a situation requiring immediate action due to a state of emergency or an unforeseen circumstance involving the preservation of life or property, may promulgate emergency regulations without the ratification of a majority vote of the National Board. Such emergency regulation shall remain in force unless revoked by a majority vote of the National Board.

4. The Board of Governors may direct the National Commander to issue, modify or rescind regulations or portions of regulations. Regulations, or portions of regulations issued, modified or rescinded by the National Commander pursuant to written instructions of the Board of Governors shall not be subject to the ratification by the National Board.

## **ARTICLE XXI ORDER OF BUSINESS**

The United States Fire Department Reserve Corps general order of business is:

1. Pledge of Allegiance
2. Invocation
3. Verification that a quorum is present
4. Reading and approval of minutes of previous meeting
5. Reading and approval of Treasurer's report
6. Announcements
7. Report of Officers
8. Committee Report
9. Unfinished business and general orders
10. New business
11. Adjournment

## **ARTICLE XXII ANNUAL BOARD CALENDAR**

The Board of Directors shall use the Annual Board Calendar to conduct its business as follows:

January:

1. Statement of Economic Interest: For newly appointed officials, as soon as possible after taking office. Others annually must be filed with the Secretary annually between January 1 and April 30.
2. Statement of Receipts: Furnish report January 1 and July 1.
3. Check Annual Expenditures.

February and March:

1. Check Insurance policies and coverage(s), and obtain estimated rates for new Budget.
2. Contact Lending Institutions, to get estimated interest charges and principal payments on all outstanding loans for new Budget.
3. Prepare requests for Capital Expenditures, to be evaluated by the Board of Directors.

April and May:

1. Prepare Tentative Budget, for the new fiscal period. Within 1<sup>st</sup> ¼ of each fiscal year adopt annual budget and proper methods of accomplishing set goals.
2. Financial Reports are to be completed and published by May 31<sup>st</sup>, which is within 30 days of the close of the Fiscal Period. Certified Copies are to be filed with the Secretary and Treasurer.
3. Adopt Schedule of Meeting for the fiscal year.

June:

1. Prepare Tentative Budget and proper methods of accomplishing set goals.

July:

1. Approve Annual Budget.
2. File annual Reports with the Secretary and treasurer.
3. Audit within six (6) months.

August:

1. Adopt all methods of accomplishing set goals.

September:

1. Implement all methods of accomplishing set goals.

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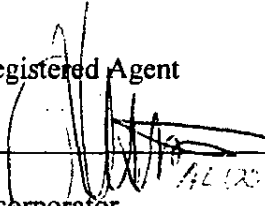
*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

Signature/Registered Agent

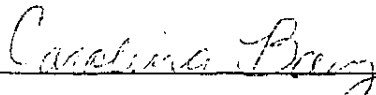
Date

Signature/Incorporator

Date

  
ALEX RUIZ

4/12/10

  
CAROLANN BAEZ

4/12/10

FILED  
2010 APR 14 AM 9:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA