

N10000007097

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May 11, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

B&R TACTIAL CORP.
16901 SW 79TH CT
PALMETTO BAY, FL 33157US

SUBJECT: B&R TACTIAL CORP.
REF: N10000007097

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Tracy L Lemieux
Regulatory Specialist II

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
B&R TACTIAL CORP.
(A Corporation Not for Profit)**

In order to form a non-profit corporation in accordance with the laws of the State of Florida, the undersigned, acting as incorporate for a non-profit corporation under Chapter 617 of the Florida Statutes do hereby adopt the following amended and restated Articles of Incorporation for such corporation:

ARTICLE I. The name of the corporation is B&R Tactial Corp., a Florida Corporation not for profit (hereinafter referred to as the "Corporation").

ARTICLE II. The principle place of business and mailing address of the Corporation is 16901 SW 79th Court, Palmetto Bay, Florida, 33157.

ARTICLE III. Notwithstanding any other provision of these Articles, the Corporation is organized exclusively for one or more of the purposes, as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501(c)(3) of the Code and, in connection therewith:

- (a) The Corporation is not formed for, and shall not be conducted nor operated for, pecuniary profit or financial gain and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private shareholders or individuals, provided that nothing herein shall prevent the Corporation from payment of reasonable compensation to any

person for services rendered to or for the Corporation, in furtherance of, one of more of its purposes;

- (b) No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code, whether pursuant to an election under Section 501(h) or otherwise, and no part of the activities of the Corporation shall be devoted to participating or intervening in, including by the publication or distribution of statements, any political campaign on behalf of, or in opposition to, any candidate for public office; and
- (c) The Corporation shall not engage in or include among its purposes any activities not permitting to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code or corresponding provisions of subsequent tax laws, and the contributions, transfers or gifts which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) or the Code.

ARTICLE IV. In furtherance of the purposes enumerated herein, the Corporation shall have all of the general powers as provided in Chapter 617 of the Florida Statutes and such other powers as are now or hereafter permitted by law for a corporation organized for such purposes enumerated herein, including, without limitation, the power to solicit grants and contributions for any corporate purpose and the power to maintain a fund or funds of real and personal property in furtherance of such purposes.

ARTICLE V. The purposes for which the Corporation is organized and operated are:

- (a) To support veterans of the United States Military by providing resources to facilitate employment following active duty, including weapon ranges, scuba training facilities, a fire rescue practice site, a driving track, obstacle courses, rappelling facilities, fitness center, canine training facility, administrative offices, housing for veteran-participants, dining facilities, conference rooms, and class rooms;
- (b) To focus on combat-wounded veterans of the United States Military by providing assistance in overcoming disabilities and working towards meaningful employment;
- (c) To streamline the reintegration of combat veterans into the civilian workforce by providing training resources and employment opportunities which utilize skills obtained and honed in combat;
- (d) To support the first responder community, including but not limited to local, state and federal law enforcement, by providing resources to conduct agency-specific training which facilitates civilian employment commensurate with the abilities of the individual veteran;
- (e) To contract with relevant agencies to provide use of the Corporation's resources on a reduced fee schedule in exchange for assistance in the training and hiring of qualified veterans and first responders.

ARTICLE VI.

Nothing herein shall authorize the Corporation:

- (a) To operate or maintain a charter school, a nursery school, an elementary school, a secondary school a college, university or any other activity or program requiring a charter from any agency of the State of Florida or to advertise or offer credit-bearing courses or degrees in the State of Florida;

- (b) To operate or maintain a library, museum, archive or historical society or to own or hold collections; and
- (c) To engage in the practice of any profession in the State of Florida, engage in the training of any profession in the State of Florida or to use a professional title or term of any profession in the State of Florida except as authorized by applicable statutes.

ARTICLE VII. The Corporation shall be prohibited from engaging in and nothing herein shall authorize the Corporation to engage in any activity or transaction which would constitute an excess benefit transaction within the meaning of Section 4958 of the Code.

ARTICLE VIII. In any taxable year in which the Corporation functions as a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as to not subject it to tax under Section 4942 of the Code and the Corporation shall not:

- (a) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (b) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (c) Make any investments in such a manner as to subject the Corporation to tax under Section 4944 of the Code; or
- (d) Make any taxable expenditure as defined in Section 4945(d) or the corresponding provisions of any subsequent federal tax laws.

ARTICLE IX. The period of duration of the Corporation shall be perpetual.

ARTICLE X. Directors of the Corporation shall be elected by plurality vote of the current directors. Such vote shall occur as the first item of business at the annual meeting of the Corporation.

ARTICLE XI. The registered agent for the Corporation shall be Ben J. Baar. The registered office and Florida street address of the Corporation shall be 16901 SW 79th Court, Palmetto Bay, Florida 33157 or such other location within the State of Florida as may be determined by the Board of Directors from time to time.

ARTICLE XII. The affairs of the Corporation shall be managed by a Board of Directors. The names and addresses of the initial directors, each of whom is of full age, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Ben J. Barr	President	16901 SW 79th Court, Palmetto Bay, Florida 33157
Greg Terp	Vice President	3225 SW 59 Ave., Miami, FL 33155
Robert Palestrant	Secretary	13151 SW 16 Ct. Davie, FL 33325
Raul Mas Canosa	Treasurer	610 Villabella Ave., Coral Gables, FL 33146 P.O. Box 145056, Coral Gables, FL 33114-5056
Charles Duncan	Public Affairs Officer	16901 SW 79th Court, Palmetto Bay, Florida 33157
Joseph Napoli	Military Affairs Officer	814 Sunflower Cir, Weston, FL 33327

ARTICLE XIII. The effective date of the Corporation shall be upon filing of these Articles with the Office of the Secretary of State in the State of Florida.

ARTICLE XIV. Each Director and Officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in

connection with or arising out of any action, suit, or proceeding in which he may be involved or to which he may be made a party by reason of his having been a Director or Officer of this Corporation, such expense to include the cost of reasonable settlements.

ARTICLE XV. In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government or to state or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation and the statements made herein affirmed as true on this 7th day of April, 2011.

/s/ Elena Otero Keil
Elena Otero Keil, Incorporator
DLA Piper LLP (US)
1251 Avenue of the Americas
New York, New York 10020

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

The following is submitted in compliance with applicable Florida Statutes:

That the B&R Tactical Corp., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 16901 SW 79th Court, Palmetto Bay, Florida, 33157, has named Ben J. Baar, whose address is 16901 SW 79th Court, Palmetto Bay, Florida, 33157, as its agent to accept service of process within Florida.

Name: Ben J. Baar

Title: President

Date: May 10, 2011

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature of Registered Agent:  _____

Name: Ben J. Baar

Title: President

Date: May 10, 2011