

5/5/2015

Division of Corporations

**N100000008615**

**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H15000110092 3)))



H150001100923ABCT

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : GRAYROBINSON, P.A. - ORLANDO  
Account Number : I20010000078  
Phone : (407)843-8880  
Fax Number : (407)244-5690

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: maxwell.minch@gray-robinson.com

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
FLORIDA ASSOCIATION OF VETERANS EDUCATION  
SPECIALIST**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$35.00

**RECEIVED**

15 MAY -6 AM 7:32

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
FILING

15 MAY -6 PM 12:23

**FILED**

*CRM  
5-7-15*

(((H15000110092 3)))

COVER LETTER

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC.

DOCUMENT NUMBER: N10000008615

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Maxwell L. Minch

(Name of Contact Person)

Gray-Robinson, P.A.

(Firm/ Company)

720 SW 2nd Ave Suite 106

(Address)

Gainesville FL 32601

(City/ State and Zip Code)

maxwell.minch@gray-robinson.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Maxwell L. Minch

352

514-8667

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |   |  |   |  |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &<br>Certified Copy<br>(Additional copy is<br>enclosed) | <input type="checkbox"/> \$52.50 Filing Fee<br>Certificate of Status<br>Certified Copy<br>(Additional Copy is<br>Enclosed) |
|---|--|---|--|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

(((H15000110092 3)))

FILED  
15 MAY -6 PM 12:23  
(((H15000110092 3)))

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC.**

1. The name of the Corporation is FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC.
2. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Florida was September 13, 2010.
3. This Amendment amends the Articles of Incorporation of the Corporation filed on September 13, 2010, effective of the date filed and accepted by the Secretary of State of the State of Florida, and restates and integrates the Articles of Incorporation of the Corporation as herein set forth in full:

**ARTICLE I - NAME**

The name of the corporation shall be FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC., a Florida not for profit corporation (the "Corporation").

**ARTICLE II - PRINCIPAL OFFICE**

The principal office and mailing address of the Corporation is:

c/o Worldwide Veterans Affairs  
600 S. Clyde Morris Boulevard  
Daytona Beach, FL 32114-3900

**ARTICLE III - PURPOSES**

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. The Corporation's purposes include but are not limited to:

(a) promote the professional competency, and association of coordinators of veterans programs and veterans counselor in colleges, universities, and other institutions of post-secondary education (the "Purpose");

(b) to assist other not for profit companies in fulfilling the Purpose, and in the discretion of the Corporation's Board of Directors, to support other not-for-profit companies organized for charitable purposes; provided that each such corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provision of any applicable future United States Internal Revenue law or regulation (hereinafter collectively referred to as the "Code") and in Section 509(a)(1) or (2) of the Code and further provided that the Corporation should be operated, supervised, or controlled in connection with each supported organization within the meaning of Section 509 (a)(3) of the Code.

(((H15000110092 3)))

(((1115000110092 3)))

(c) conduct any and all lawful affairs and business incident to the Purpose and to exercise any corporate powers enumerated in Chapters 607 or 617, Florida Statutes, as amended from time to time, but solely to benefit and further the interests and Purpose of the Corporation.

The purposes for which this Corporation is organized shall be limited to those which are strictly charitable. In no event shall this Corporation engage in any activity which would be contrary to the purposes and activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business as defined in Section 513 of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation.

The Corporation is organized to serve public interests. Accordingly, it shall not be operated for the benefit of private interests. Further, the Corporation shall provide equal employment opportunities to all persons, regardless of race, color, national origin, gender, age or religion.

#### **ARTICLE IV - MANNER OF ELECTION**

The directors are elected and appointed shall initially be made by the Corporation's sole Director. Subsequent election be provided for in the Corporation's Bylaws. The term, manner of election and removal and number of directors shall be fixed in the Bylaws of the Corporation.

#### **ARTICLE V- INITIAL OFFICERS AND/OR DIRECTORS**

The initial officer and director of the Corporation is:

Name and Address:

Title:

John Gebhardt  
2920 NW 30<sup>th</sup> Terrace  
Gainesville, FL 32605

President

Leland Hill

Vice President

(((H15000110092 3)))

((H15000110092 3)))

Worldwide Veterans Affairs  
600 S. Clyde Morris Boulevard  
Daytona Beach, FL 32114-3900

Doreen Murphy  
9501 U.S. Highway 441  
Lecsborg, FL 34788

Secretary

Ron Lorenzana  
11200 SW 8 Street  
Miami, FL 33199

Treasurer

#### **ARTICLE VI - REGISTERED AGENT**

The street address of the registered office of this Corporation is:

Worldwide Veterans Affairs  
600 S. Clyde Morris Boulevard  
Daytona Beach, FL 32114-3900

The name of the Corporation's registered agent at that office is:

Leland Hill

#### **ARTICLE VII - INCORPORATOR**

The following is the name and street address of the incorporator is:

John Gebhardt  
3000 NW 83<sup>rd</sup> Street  
Building R, Room 110  
Gainesville, FL 32606

#### **ARTICLE VIII - POWERS**

The Corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for which the Corporation is organized. Subject to any applicable limitations, the Corporation shall have the power to receive, accept, use, hold, manage, and dispose of all types of real and personal property given, transferred, devised, or bequeathed to it, in trust or otherwise, for the purposes described above and for any purposes incidental thereto. In no event, however, shall the Corporation have or exercise any power which would cause it not to qualify as a tax-exempt organization under Section 501(c)(3) or Section 170 of the Internal Revenue Code; nor shall the Corporation engage directly or indirectly in any activity which would cause the loss of such qualification. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of any private individual.

((H15000110092 3)))

(((H15000110092 3)))

**ARTICLE IX - AMENDMENTS TO THE ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the Board of Directors, by majority vote, at a meeting of the directors duly called and held in accordance with the Bylaws.

**ARTICLE X - DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to the District, or if such organization has ceased to exist, to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder which provides health care services to the residents of Marion County, Florida. No part of the assets or the net earnings, current or accumulated, of the Corporation shall inure to the benefit of a private individual.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been subscribed this 5<sup>th</sup> day of May, 2015, by the undersigned who affirms that the statements made hereto are true and correct.

FLORIDA ASSOCIATION OF VETERANS  
EDUCATION SPECIALISTS, INC.

By:  5-5-2015  
Leland Hill  
Vice-President

(((H15000110092 3)))

((H15000110092 3)))

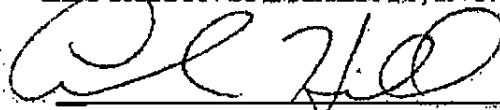
**CERTIFICATE ACCOMPANYING  
AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC.**

Pursuant to the provisions of Section 607.1003 and 607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation, **FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC.** (The "Corporation"), a Florida Corporation, certifies the following:

1. The name of the Corporation is **FLORIDA ASSOCIATION OF VETERANS EDUCATION SPECIALISTS, INC.**
2. The Amended and Restated Articles amend and restate the Corporation's Articles of Incorporation in their entirety.
3. The Amended and Restated Articles of Incorporation was adopted by the Directors of the Corporation.
4. The Amended and Restated Articles of Incorporation does not contain any amendment requiring shareholder approval because, as of the date the Amended and Restated Articles of Incorporation were adopted, the Corporation has not issued any shares of the Corporation.

**IN WITNESS WHEREOF**, the President for the purpose of giving consent thereto as of this 5<sup>th</sup> day of May, 2015, by the undersigned who affirms that the statements made hereto are true and correct.

**FLORIDA ASSOCIATION OF VETERANS  
EDUCATION SPECIALISTS, INC.**

 5-5-2015  
Leland Hill, Vice-President

((H15000110092 3)))