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Amend & Rest

C.COULLIETTE

JUL 14 2011

EXAMINER



4360 Lazio Way, Apt 1008, Fort Myers, FL 33901
info@usforcesfund.com | P: 239.537.8739

June ~~30~~, 2011

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

Re: *US Forces Fund Inc (Document Number N11000001282)*
Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the above referenced document and fee submitted for filing by US Forces Fund Inc, a non-profit corporation organized under the laws of the State of Florida. The Amended and Restated Articles of Incorporation were unanimously approved by the Board of Directors on June ~~30~~, 2011.

Enclosed is a check for \$43.75 made payable to the Florida Department of State for the Filing Fee and Certificate of Status.

Please return all correspondence concerning this matter to the following: HENRY J. RADEL III, 4360 LAZIO WAY, #1008, FORT MYERS FL 33901. E-mail address: info@usforcesfund.com

Best regards,

A handwritten signature in black ink, appearing to read "H. Radel III", followed by a horizontal line.

Henry J. Radel III, President/Director

Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

**US FORCES FUND INC,
a Florida Not-For-Profit Corporation**

Adopted June 30, 2011

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The undersigned officer of US Forces Fund Inc, a Florida Not-For-Profit Corporation originally organized under the Laws of the State of Florida on February 4, 2011 ("the Corporation"), hereby executes and acknowledges the following Amended and Restated Articles of Incorporation of the Corporation adopted by the Board of Directors of the Foundation on June 30, 2011, pursuant to authority reserved to the Board of Directors and the provisions of Chapter 617 of the Florida Statutes, to supersede and take the place of all heretofore existing Articles of Incorporation of the Corporation and any and all amendments and/or restatements thereto.

Article 1. Name

The new name of the corporation is: U.S. FORCES FUND, INC.

Article 2. Address

The street address of the principal office of the Corporation is: 4360 LAZIO WAY, #1008, FORT MYERS FL 33901. The mailing address of the Corporation is: 4360 LAZIO WAY, #1008, FORT MYERS FL 33901.

Article 3. Initial Registered Office and Agent

The street address of the initial registered office of the corporation is: 4360 LAZIO WAY, #1008, FORT MYERS FL 33901. The name of its initial registered agent at that address is: HENRY J. RADEL III.

Article 4. No Members

The corporation shall not have members and shall not issue membership certificates. The corporation shall not issue shares of stock.

Article 5. Not For Profit

The corporation is a not-for-profit corporation under Chapter 617, Florida Statutes. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its directors or officers, except to the extent permissible under these articles, under law and under 26 U.S.C. § 501(c)(3) (referred to below as "code"). If

the corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the corporation and no part of the income or assets of the corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under 26 U.S.C. §501(c)(3).

Article 6. Duration

The duration (term) of the corporation is perpetual.

Article 7. Purposes

The corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes, including but not limited to improving the quality of life of enlisted and veteran armed forces personnel.

Article 8. Powers

Solely for the above purposes, the corporation shall have the following powers:

A. To exercise all rights and powers conferred by the laws of the State of Florida on nonprofit corporations, including but not limited to those set forth in Florida Statutes Chapter 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of the property and the income, principal and proceeds of the property.

B. To engage in and transact any other lawful activity, solely in furtherance of the above purposes, for which nonprofit corporations may be incorporated under the Florida Not-For-Profit Corporation Act, and any successor or amendment to the Florida Not-For-Profit Corporation Act.

C. To do any other things as are incidental to the powers of the corporation or necessary or desirable in order to accomplish the purposes of the corporation.

Article 9. Limitation

No part of the net earnings of the corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the corporation ever has any), directors or officers, but 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 7 (Purposes) of these Articles.

Article 10. Tax Exempt Status

It is intended that the corporation shall have and continue to have the status of a

corporation that is exempt from federal income taxation under 26 U.S.C. §501(a) as an organization described in 26 U.S.C. §501(c)(3) and which is other than a private foundation as defined in 26 U.S.C. §509. These articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such an extent as would result in the loss of exemption under 26 U.S.C. §501(c)(3). All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

Article 11. Dissolution

On 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, distribute all of the assets of the corporation exclusively for charitable, scientific or educational purposes in such manner and to such qualified organization or organizations as the board of directors shall determine. Any of the assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for the above purposes of the corporation or to a qualified organization or organizations as the court shall determine. For purposes of this article, an organization is a "qualified organization" only if, at the time of receiving the assets, it is operated exclusively for the purposes described in 26 U.S.C. §170(c)(1) or 26 U.S.C. §170(c)(2)(B) and is described in 26 U.S.C. §509(a)(1), (2) or (3).

Article 12. Board of Directors

There shall be a board of directors consisting of not less than three (3) but no more than five (5) individuals. The initial directors are elected by the incorporators. After that, each director shall be elected or removed by majority vote of the board of directors in the manner and at the times set forth in the bylaws.

Article 13. Officers

The officers of the corporation may consist of a president, one or more vice presidents, a secretary, a treasurer, and any other officers and assistant officers as may be provided for in the bylaws or by resolution of the board of directors. Each officer shall be elected by majority vote of the board of directors (and may be removed by majority vote of the board of directors) at such a time and in such a manner as may be prescribed by the bylaws or by law.

The initial directors and officers of the corporation are:

HENRY J. RADEL III,
4360 LAZIO WAY, #1008, FORT MYERS FL 33901.

D, P

AMY M. RADEL
4360 LAZIO WAY, #1008, FORT MYERS FL 33901.

D, T, S

MICHAEL J. BRENNAN

D, VP

14601 BELLINO TERRACE, #202, BONITA SPRINGS, FL 34135

Article 14. Incorporators

The name and street address of the incorporator is as follows: HENRY J. RADEL III, 4360 LAZIO WAY, #1008, FORT MYERS FL 33901.

Article 15. Bylaws

The bylaws of the corporation are to be made and adopted by the board of directors, and may be altered, amended or rescinded by the board of directors.

Article 16. Amendment

The corporation reserves the right to amend or repeal any provision contained in these articles of incorporation or any amendment to them.

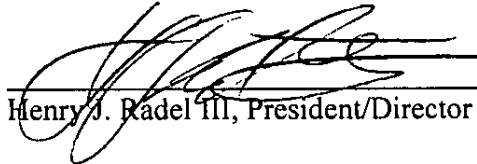
Article 17. Indemnification and Civil Liability Immunity

The corporation shall indemnify each director and officer, including former directors and officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the corporation be an organization the officers and directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

CERTIFICATION

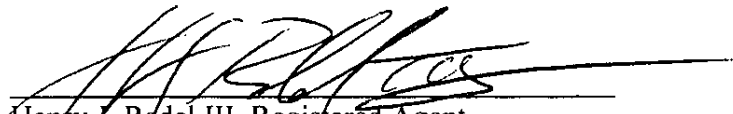
The below undersigned officer of the Corporation, does hereby CERTIFY that there are no members of the Corporation, and that the foregoing Amended and Restated Articles of Incorporation of U.S. Forces Fund, Inc. were adopted at a meeting of the Board of Directors on 6/22, 2011, and that at said meeting, the Directors entitled to vote unanimously voted for the adoption of the Amended and Restated Articles of Incorporation of the Corporation.

Dated: 6/30, 2011.


Henry J. Radel III, President/Director

ACCEPTANCE BY REGISTERED AGENT

I, Henry J. Radel III, hereby accept the appointment as Registered Agent for the U.S. Forces Fund, Inc., a Florida not-for-profit corporations, this 30 day of JUNE, 2011.


Henry J. Radel III, Registered Agent
4360 Lazio Way, Apt 1008
Fort Myers, FL 33901