

N 11 000 005933

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400209094674

06/20/11--01047--013 **78.75

FILED
2011 JUN 20 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Stivers JUN 21 2011

COVER LETTER

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

SUBJECT: American Women Veterans Homes, 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: Angela Archer
Name (Printed or typed)

2431 Aloma Ave Suite 124
Address

Winter Park FL 32792
City, State & Zip

206-202-3472
Daytime Telephone number

Angela @ vetshome.org
E-mail address: (to be used for future annual report notification)

FILED
2011 JUN 20 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S., (Not for Profit)

Article I. Name

The Name of the Corporation shall be American Women Veterans Homes, Inc.

Article II Principal Office

Street Address which also serves as Mailing Address

2431 Aloma Avenue Suite 124
Winter Park, FL 32792

Article III Purpose

The purpose for which the corporation was organized is to provide housing for honorably discharged women veterans. Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code

Article IV Manner of Election

Manner in which Directors will be elected or appointed

Initial Directors (3) will be appointed by the Founder. Future Directors will be determined in an annual election with voting by current board members in good standing.

Article V Initial Directors

Name Angela Archer

FILED
2011 JUN 20 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address 2431 Aloma Ave Suite 124 Winter Park, FL 32792

Name Lance Marzula

Address 2431 Aloma Ave Suite 124 Winter Park, FL 32792

Name WS Scott

Address 2431 Aloma Ave Suite 124 Winter Park, FL 32792

Article VI Registered Agent

Name Angela Archer

Address 2431 Aloma Ave Suite 124 Winter Park, FL 32792

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

Required Signature of Registered Agent and

Date Angela Archer 6-16-2011

Angela Archer

Article VII Incorporator

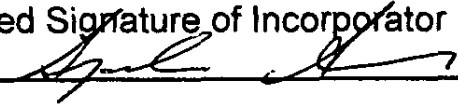
Name Angela Archer

Address 2431 Aloma Avenue Suite 124 Winter Park, FL 32792

FILED
2011 JUN 20 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Required Signature of Incorporator and
Date

 6-16-2011

Angela Archer

Article VIII Dissolution

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal 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 IX Conflict Of Interest

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons,

except that 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 Third hereof. Any director, employee, volunteer or individual associated with the organization will fully disclose to the directors all business and personal relationships with any business or individual that wishes to engage the organization and will abstain from all voting and discussions related to the transaction. (See Sub-Article Conflict of Interest Policy) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. 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 Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Sub-Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's American Women Veterans Homes, Inc. interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the

Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any

applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Sub-Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect

financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has

a transaction or arrangement, or

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the

Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Sub-Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Sub-Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Sub-Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in

connection with the proceedings.

Sub-Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is

precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who

receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing

information to any committee regarding compensation.

Sub-Article VI Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement

which affirms such person:

a. Has received a copy of the conflicts of interest policy,

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in

activities which accomplish one or more of its tax-exempt purposes.

Sub-Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could

jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following

subjects:

a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of

arm's length bargaining.

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written

policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and

do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Sub-Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If

outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.