

Division of Corporations

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Lee@mathisbu.net**FLORIDA PROFIT/NON PROFIT CORPORATION****Allied Veterans Center, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
ALLIED VETERANS CENTER, INC.**

The undersigned incorporator, for the purpose of forming a Florida Not for Profit Corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

The name of the Corporation is:  
**ALLIED VETERANS CENTER, INC.**

**ARTICLE II**

The effective date of the Corporation shall be:  
September 19, 2011.

**ARTICLE III**

The Corporation is a not-for-profit corporation under Chapter 617 of the 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 members, directors or officers, except to the extent permissible under these Articles of Incorporation, under the law, and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (the "Code"). No member will have any vested right, interest or privilege in or to the assets, income or property of the Corporation.

**ARTICLE IV**

This Corporation is organized exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Code, and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code. The specific purpose of this Corporation shall include, but is not limited to, providing shelter and other

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rehabilitative services for homeless veterans.

Notwithstanding any of the statements of purposes and powers of this Corporation contained herein, the Corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the specific purposes of this Corporation.

#### ARTICLE V

The street address of the principal office of the Corporation is:

1965 State Road 16  
St. Augustine, FL 32084

#### ARTICLE VI

The mailing address of the office of this Corporation is:

1965 State Road 16  
St. Augustine, FL 32084

#### ARTICLE VII

The Corporation is organized and operated exclusively for the purposes set forth in Article IV herein. It is intended that the Corporation has, and will continue to have, the status of a corporation that is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from federal income tax under section 501(c)(3) of the Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervenc in any political campaign (including the publishing or distribution

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of statements on behalf of any candidate for public office.)

### ARTICLE VIII

The Corporation shall have a membership distinct from the Board of Directors. The authorized number and qualifications of the members of the Corporation; the manner of their admission; the different classes of membership, if any; the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof; shall be set forth in the bylaws. The Corporation shall be nonstock and no dividends or pecuniary profits shall be declared or inure to the members. There shall be no personal liability of members for corporate obligations.

### ARTICLE IX

The initial street address of the Corporation's registered office is:

1200 Riverplace Blvd., Suite 902  
Jacksonville, FL 32207

The initial registered agent for the Corporation at that address is:

Kelly B. Mathis, Esq.

### ARTICLE X

The powers of this Corporation shall be exercised, it property controlled, and its affairs conducted by a Board of Directors. The initial directors identified in the Articles of Incorporation will serve a five (5) year term unless removed as provided for in the Bylaws. At no time shall the Corporation have less than three (3) directors. If alternative directors are not appointed and/or elected by the members after one (1) year, the initial directors shall remain in their position for an additional five (5) year term. The initial directors of the Corporation are:

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Names and Title

Addresses

Jerry Bass

6718 Oakwood Drive  
Jacksonville, FL 32211

Michael Davis

7633 Royal Crest Drive  
Jacksonville, FL 32256

John Hessong

241881 County Road 121  
Hilliard, FL 32046

Linda Duncan

P.O. Box 160939  
Boiling Spring, SC 29316-0016

**ARTICLE XI**

The name and street address of the incorporator signing these Articles of Incorporation is:

Name

Address

Kelly B. Mathis, Esq.

1200 Riveplace Blvd., Suite 902  
Jacksonville, FL 32207

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**ARTICLE XII**

Subject to the limitations contained in the bylaws and any limitations set forth in Chapter 617 of the Florida Statutes concerning corporation action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution of the Board of Directors or by following the procedures set forth for such action in the bylaws.

**ARTICLE XIII**

The property of this Corporation is irrevocably dedicated to the purposes set forth in

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Article II herein and no part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person, 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 purpose or purposes set forth in Article II herein.

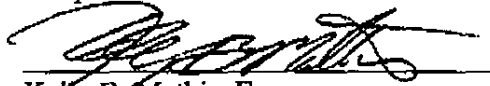
#### ARTICLE XIV

The duration of this Corporation is perpetual and may only be dissolved as provided for in the Corporations bylaws or pursuant to applicable law. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purpose(s) within the meaning of Section 501(c)(3) of the 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 such court shall determine, that are organized and operated exclusively for such purposes.

#### ARTICLE XV

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a super-majority vote of the members of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

  
Kelly B. Mathis, Esq.  
Incorporator

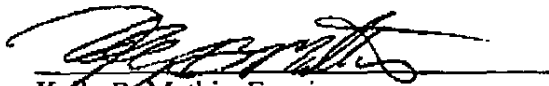
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### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALLIED VETERANS CENTER, INC. at the place designated in these Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.

  
Kelly B. Mathis, Esquire  
Registered Agent

09/21/2011  
Date

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