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SECRETARY OF STATE
TALLAHASSEE, FI ORION

C. LEWIS

AUG - 9 2013

EXAMINER

## **VP-16 REUNION ASSOCIATION, INC**

fka: VP-16 Reunion Roster 1240 43<sup>rd</sup>. CT. SW Vero Beach, FL 32968

Email: vp16reunion@yahoo.com
Website: www.vp-16reunion.net
(or) .org (or) .com

2 August 2013

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

Dear Sir or Madam,

Enclosed, please find the Amended and Restated Articles of Incorporation for VP- REUNION ASSOCIATION, INC.

The Board of Directors met at 1:00 P.M. on 2 August, 2013 at the offices of said Corporation. In a vote by the Board of Directors, adopted and passed the enclosed Amended and Restated Articles of Incorporation.

We are requesting amendment to the original Articles of Incorporation which were filed electronically, on April 12, 2013.

Sincerely,

William J Sherman

President, VP-16 Reunion Association, Inc.

Enclosure(s)

# VP-16 REUNION ASSOCIATION, INC

fka: VP-16 Reunion Roster 1240 43<sup>rd</sup>. CT. SW Vero Beach, FL 32968

Email: vp16reunion@yahoo.com
Website: www.vp-16reunion.net
(or) .org (or) .com

2 August 2013

Florida Department of Corporations Division of Corporations P.O. Box 6327 Tallahassee, FL 32341

Dear Sir or Madam,

We are requesting for the above Corporation:

One (1) Certificate of Status
One (1) Certified Copy of the Amended and
Restated Articles of Incorporation

The funds \$8.75 for each request is included in our enclosed check # 502

Sincerely,

Sherran

William J. Sherman,

President

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# AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR TALLAHASSEE, FLORIDA

(Florida Not for Profit, Tax Exempt Corporation Chapter 617, F.S.)

N 130000 349 3

I, the undersigned, acting as incorporator of a non-profit private corporation under the laws of the State of Florida, pursuant to Chapter 617.0202, F.S. and for that purpose do hereby adopt the following Articles of Incorporation.

#### ARTICLE I - CORPORATE NAME

The name of this Corporation shall be: VP-16 REUNION ASSOCIATION, INC. ("the Corporation").

#### **ARTICLE II - PLACE OF BUSINESS**

The principal office, mailing address and place of transacting the business of the Corporation shall be 1240 43RD. Ct. SW Vero Beach Florida 32968 however, its Board of Directors may meet for the transaction of business at such other places as the Directors may from time to time designate.

#### **ARTICLE III - PURPOSE**

The purpose for which this Corporation is organized is the transaction of business for which non-profit corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time. This Corporation is organized exclusively as a Veterans organization under Internal Revenue Code Section 501(c) (19) to the extent that the following conforms to providing social and recreational activities for its members.

The general nature of the business to be transacted by the Corporation is more specifically as follows:

Hold reunions or gatherings for its members to foster, promote and provide a social and recreational environment, and to further comradeship for VP-16 veterans, their spouses, widows, widowers, ancestors, or lineal descendants.

To promote the social welfare of the community.

The foregoing enumeration of special powers shall not be deemed to limit or restrict the general powers of the Corporation and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida under which this Corporation is incorporated, provided that all purposes and powers of the Corporation shall be permitted by Internal Revenue Code section 501(C) (19) and applicable Treasury Regulations.

#### **ARTICLE IV - INITIAL BUSINESS**

The character of the affairs and business that the Corporation initially intends to conduct in this State is to take all such actions as may be appropriate to accomplish the purposes set forth above.

#### ARTICLE V - POWERS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 only in furtherance of the purposes set forth in Article III hereof. 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 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)(19) of the Internal Revenue Code, or corresponding section or provision 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 or provision of any future United States Internal Revenue law or federal tax code.

#### ARTICLE VI - MEMBERSHIP AND VOTING RIGHTS

The Corporation will have members. Members shall have served or currently serving, in United States Navy Patrol Squadron 16 (VP-16), their spouses, widows, widowers, ancestors, or lineal descendants as prescribed by Section 501(C) (19) of the Internal Revenue Code and applicable Treasury Regulations, as they now exist or may hereafter be amended. Each member of the Corporation shall be entitled to one (1) vote for members of the Board of Directors of the Corporation, said election to be held annually at the annual meeting of the members.

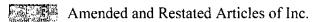
#### **ARTICLE VII - LIQUIDATION**

Upon the winding up and dissolution of this Corporation, the Board of Directors shall, after paying or adequately providing for the payment of all of the liabilities of the Corporation, distribute the remaining assets exclusively for the exempt purposes of the Corporation, within the meaning of Section 501(C) (3) of the Internal Revenue Code of the corresponding section of any future Federal Tax Code, to the Navy-Marine Corps Relief Society, a not for profit organization, located at NAS Jacksonville Florida, whose current address is Box 48, Building 13, Yorktown Ave. Jacksonville, FL 32212-0048, provided said Navy Marine Corps Relief Society shall be in existence and is organized and operated exclusively for such exempt purposes. Any assets of the Corporation not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal offices of the Corporation is then located, exclusively for such exempt purposes or to such organization or organizations, as said court shall determine, which are organized for such purposes.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

The affairs of the Corporation shall be conducted by a Board of Directors whose number and term shall be provided in the Bylaws of the Corporation. The initial Board of Directors shall consist of three directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the Board of Directors, or until their successors are elected by the membership at its annual meeting, whichever comes first are:

1240 43<sup>rd</sup>. Ct. SW Vero Beach Florida 32968 William J. Sherman Name Address Linda L. Sherman 1240 43<sup>rd</sup>. Ct. SW Vero Beach Florida 32968 Name Address



Josep	h A.	Garso Jr	
Name	е		

506 County Route 18, Lake Clear, NY 12945 Address

The initial officers of the Corporation are:

William J. Sherman, President Linda L. Sherman, Vice President Joseph A. Garso, Jr., Secretary.

The number of persons to serve on the Board of Directors thereafter shall be fixed by the Bylaws.

Except as otherwise provided in these Articles of Incorporation, the Board of Directors, by a majority vote of those present at a duly-convened meeting, shall have the power to adopt, amend and rescind the Bylaws for the governing of the Corporation, to fill vacancies occurring in the Board of Directors, or in the offices of the Corporation, from any cause, and to designate such powers and duties for said officers as they may be prescribed.

#### **ARTICLE IX - EXEMPTION OF PRIVATE PROPERTY**

The incorporators, directors, officers, employees and agents of the Corporation and their property shall be forever exempt from liability or assessment for its debts, obligations or engagements.

#### **ARTICLE X - ELIMINATION OF DIRECTORS' LIABILITY**

The personal liability of the directors to the Corporation or its members for monetary damages for any action taken or failure to take any action as a director is eliminated to the fullest extent permitted by applicable law. Neither this provision nor any other provisions in these Articles shall eliminate or limit the liability of a director for any of the following:

- A. The amount of a financial benefit received by a director to which the director is not entitled.
- B. An intentional infliction of harm on the corporation.
- C. An intentional violation of criminal law.

For purposes of this provision, "director" shall include trustees or persons who serve on a board or council of the Corporation in an advisory capacity.

#### **ARTICLE XI - INDEMNIFICATION**

The Corporation shall indemnify any person against expenses, including without limitation, attorneys' fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by reason of the fact that he/she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or, other enterprise, in all circumstances in which, and to the extent that, such indemnification is specifically permitted and provided for by the laws of the State of Florida as then in effect.

The power of indemnification under the Florida Statutes shall not be denied or limited by the Bylaws.



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#### ARTICLE XII - INCORPORATOR

The name and address of the Incorporator is: William J. Sherman 1240 43<sup>rd</sup>. Ct. SW Vero Beach, profile 32968. All powers, duties, and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Florida Department of State.

#### **ARTICLE XIII - REGISTERED AGENT**

The Registered Agent is William J. Sherman, whose physical address is: 1240 43<sup>rd</sup>. Court SW Vero Beach, Florida 32968

### **ARTICLE XIV - AMENDMENTS**

These Articles of Incorporation may be amended from time to time only by a majority vote of the Board of Directors of the Corporation present, in accordance with procedures set forth in the Bylaws of the Corporation, at a duly convened meeting called for that purpose, if a quorum is present and a notice is given as specified in the Bylaws of the Corporation.

#### **ARTICLE XV - DISCRIMINATION**

The Corporation will not practice or permit discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 2013.

William J. Sherman

#### **CONSENT TO ACT AS REGISTERED AGENT**

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.

Signature of Registered Agent: William I Sherman

<u>Muguer 2, 2013</u> Date

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.

Signature of Incorporator: William J. Sherman

August 2, 2013