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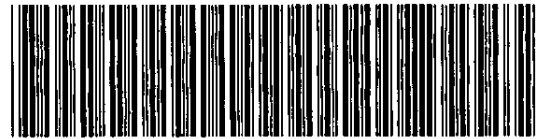
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/21/17

COVER LETTER

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

SUBJECT: MAN-UP A VETERANS NEEDS ORGANIZATION, 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: LARRY DRIVER
Name (Printed or typed)
1301 SCOTT STREET
Address
LAKELAND, FLORIDA 33805
City, State & Zip
(863) 937-5106
Daytime Telephone number

larydriver@man-upaveteransorganization.org
E-mail address: (to be used for future annual report notification)

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

**Article of Incorporation
Of
Man-Up A Veterans Needs Organization, Inc.**

We the undersigned natural persons of age twenty-one (21) years or more, acting as incorporators of a corporation, Not for Profit, adopt the following Articles of Incorporation for such Corporation pursuant to Chapter, 617, of Title 34 of the Statutes of the State of Florida.

**Article I
Name**

The name of this corporation is Man-Up A Veterans Needs Organization, Inc.

**Article II
Duration**

The period of duration of this corporation is perpetual.

Article III

Principal Office, Mailing Address, Registered Agent and Address

The address of the Corporation's principal office is {301} Scott Circle, Lakeland, Florida 33805, mailing address, P.O. Box 92463, Lakeland, Florida 33804-2463. The registered agent of the Corporation is Larry Driver, whose address is {301} Scott Circle, Lakeland, Florida 33805.

**Article IV
Corporate Seal**

The corporate Seal of the Corporation shall have inscribed thereon the name of the Corporation, the year of its incorporation and words "**CORPORATE SEAL**" AND "**FLORIDA**".

**Article V
Purposes**

The Purpose for which the corporation is organized is exclusively for charitable, religious, educational, and scientific, that are described in Section 501(c) (3) of the Internal Revenue Code of 1986: (or the corresponding provisions of any future United States Internal Revenue Law)

1. To provide case management assistance to veteran's in obtaining Veteran's Benefits.
2. We will provide and coordinate efforts to obtain needed entitlements, and other community Services
3. We would help them with legal assistance, credit counseling, housing counseling, securing utilities, Child care and health care services.
4. would like to partner with the Veterans Administration to relieve the back log of patient wait time.
5. To provide homeless veterans with transitional housing, medical and mental support and support

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TALLAHASSEE, FLORIDA

6. To provide counseling services for veterans with Post Traumatic Stress Disorder (PTSD). By offering direct and indirect service to veterans and their families through solution -focused out-patient counseling and residential treatments, with creative writing, memory recall and open discussions.

In furtherance, but not limitation of the foregoing purposes, the corporation shall have the power and authority:

1. To receive assistance, money (a grants or otherwise), real or personal property and any other form of contribution, gifts, bequest or devise from any person, firm or corporation to be utilized in the furtherance of the necessary, objects and purposes of this Corporation; to enter into agreements or contracts for contributions for its objects and purposes, provided however, that gifts shall be subject to acceptance by the **Board of Directors** as required by the bylaws;
2. To distribute in the manner, form and method, by means determine by the Board of this corporation, any and all forms of contributions received by it in carrying out the programs of the corporation in furtherance of its stated purposes. Money and real property contributed to the corporation in furtherance of its objects and purposes shall to be given in trust for such purposes; and
3. Each and all of the objects, purposes and powers of the Corporation, however, shall be exercised, Construed and limited in their application to accomplish the purpose for which this Corporation is formed.

Article VI **Limitation**

1. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue Law.

2. The Corporation shall not carry on propaganda or otherwise attempt in any way to influence legislation or participate or intervene in (including the publishing or distributing of statement), any political campaign on behalf of any candidate for public office.
3. No Part of the net earnings of the corporation shall be disseminated to the benefit of, its Directors, officers, and members except that the Corporation shall authorize the empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purpose set forth above.

Articles VII
Membership

The Corporation shall have members

Articles VIII
Board of Directors

The management of the corporation shall be vested in a Board of Directors. The number of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall not be less than three (3). The Directors shall be elected in the manner prescribed by the Bylaws.

The name and address of each Director and their position in Corporation are as follows:

Larry Driver, President
1301 Scott Circle
Lakeland, Florida 33805

Tim Brown, Secretary
1142 Carefree Cove
Winter Haven, FL 33881

Nita McGee, Vice-President
4026 Willow South Drive
Mulberry Florida 33860

Susan C. Haynes, Treasurer
638 West Thomas Street
Lakeland, FL 33805

Article IX
Dissolution

The regulation of internal affairs of the Corporation, including the distribution of assets on dissolution, shall be provided for in the bylaws and shall include the following:

- (1). upon dissolution of the Corporation or winding down of its affairs, the assets of the Corporation shall be applied and distributed as follows:

- (a) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provisions shall be made;
- (b) Assets held by the corporation upon condition requiring, return, transfer or conveyance, which condition occurs by reason of the dissolution or winding down, shall be returned, transferred or conveyed in accordance with such requirements; and
- (c) All remaining assets not disposed of under either of the preceding Paragraphs (a) or (b) shall be transferred or conveyed to one or more Charitable, education, or scientific organizations as
- (d) (i), which are described in section 509 (a) (1), (2), or (3), and (ii), to which deductible contributions can be made under Section 170 (c) (2), 2522 (a) (2), as the Board of Directors shall select.

Article X **Indemnification**

Every Director and Officer of the Corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed in connection with and proceeding or any settlement of any proceeding (including any appeal thereof) to which a director or officer may be a party or may become involved by reason of being or having been a director or officer at the time such expense incurred, except when the director or officer is adjudged guilty of, or liable for, willful misfeasance in the performance of duties; provided that the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers maybe entitled by law. Appropriate liability insurance shall be provided for every officer, director and agent of the Corporation in amounts determined from time to time by the Board.

Article XI **Advisory Board**

The Board of Directors may select an Advisory Board whose purpose shall be to constructively advise the Board of Directors. The Advisory Board shall in no way have a vote in any matters of the Board of Directors.

Articles XII **Fiscal Year**

The fiscal year of the Corporation shall begin January 1 and end on December 31 of each calendar year.

Article XIII
Territory

The territory in which the operation of the Corporation is principally to be conducted in POLK County,
Florida.

Article XIV
Rules of Order

The rules contained in the current edition of Roberts Rules of Order, newly revised, shall govern all meetings of the Corporation.

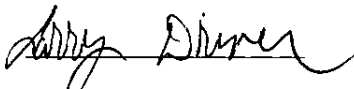
Article XV
Amendments

These Articles of Incorporation may be amended when such amendments is proposed and adopted by a resolution by the Board of Directors of the corporation at any business meeting of the corporation and shall become effective when such resolution is duly certified by the Secretary of the corporation.

Article XVI
Authorization

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to Comply with the provisions of all statutes relating to proper and complete performance of duties, and I am familiar with and accept the obligation of my position as registered agent

Registered Agent

A handwritten signature in black ink, appearing to read "Larry Driver", written over a horizontal line.

Signature

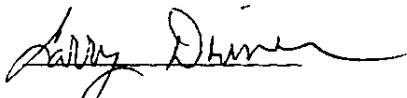
Larry Driver, President

Article XVII

Incorporator

The name and address of the Incorporator is Larry Driver: 1301 Scott Circle, Lakeland, Florida 33805:

Incorporator


Signature

Larry Driver, President

3-13-17
Date

IN WITNESS WHEREOF, we the undersigned do acknowledge these Articles of Incorporation and accordingly have hereunto set hands this 13th day of March, 2017
These articles were adopted by the Board of Directors on 13th day of March, 2017

Timothy Brown

Larry R. Driner

STATE OF FLORIDA
COUNTY OF POLK

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements personally appeared:

Timothy Brown

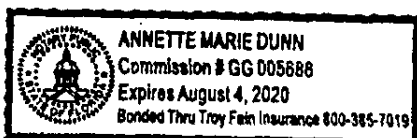
Larry R. Driner

To me well known to be the persons describe in the foregoing Articles of Incorporation and Acknowledge before me that they subscribe to same

Annette Marie Dunn

Notary Public

Date 3/13/17



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