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**FLORIDA PROFIT/NON PROFIT CORPORATION
VETERANS H.E.A.T. FACTORY, INC.**

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OCT 11 2017

**ARTICLES OF INCORPORATION
OF
VETERANS H.E.A.T. FACTORY, INC.**

We, the undersigned, natural persons of the age of eighteen (18) years or more, acting as Incorporators of a Corporation not-for-profit, adopt the following Articles of Incorporation for such Corporation not-for-profit, pursuant to Chapters 617 of the Florida Statutes:

Article 1: Corporate Name and Address

The name of the Corporation shall be:

Veterans H.E.A.T. Factory, Inc.

The principal place of business and mailing address of this Corporation is:

16230 Aviation Loop Drive
Brooksville, Florida 34604

Article 2: Corporate Purpose

Within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law, the purpose for which the Corporation is organized is to empower Veterans, who have symptoms of PTSD, through services that will unlock their full potential, inspire personal growth, encourage community integration, and support their ability to re-enter the workforce and achieve lifelong success.

Article 3: Restrictions on Corporate Powers

The Corporation shall possess all powers granted Corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

- 3.01 Net Earnings: 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 expenditures in furtherance of the purposes set forth in Article 2, hereof.
- 3.02 Activities: 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

publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law.

Article 4: Duration of Corporate Existence

The Corporation shall have perpetual existence.

Article 5: Disposition of Assets Upon 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 corporation or corporations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 6: Members

- 6.01 Eligibility: Membership shall be open to all natural persons of the age of eighteen (18) years or more who are interested in furthering the charitable purposes of this Corporation as set forth in Article 2. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, inactive, honorary, sustaining, and lifetime membership, and establish membership fees therefor.
- 6.02 Meeting: Membership meetings shall be held as scheduled and notice shall be given each member in advance of such meeting as determined by the Board of Directors in the adoption of Bylaws.

Article 7: Officers

- 7.01 Defined: The affairs of the Corporation shall be managed by a President, Vice President, Secretary, and a Treasurer who shall perform the usual functions of said offices together with such additional Officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the Bylaws.
- 7.02 Election: Officers of the Corporation shall be elected by the Board of

Directors at annual meetings of the Board of Directors. All officers shall continue to serve until the election of their successors.

- 7.03 Initial: The names and addresses of the Officers who are to serve until the First Annual Meeting of the Board of Directors are:

President:	Gustave Guadagnino 1539 Fayetteville Drive Spring Hill, Florida 34609
Vice President:	Fred W. Lampert 4396 4 th Isle Drive Hemando Beach, Florida 34807
Secretary:	Tresa Watson 1033 Hook Drive Spring Hill, Florida 34608
Treasurer:	Morris Porton 2318 Evenglow Avenue Spring Hill, Florida 34609

- 7.04 Vacancies: Any vacancy appearing in any office prior to the First Annual Meeting of the Board of Directors shall be filled by Action of the Board of Directors and any vacancy occurring after the First Annual Meeting shall be filled in accordance with the Bylaws.

Article 8: Board of Directors

- 8.01 Defined: The Corporation shall be governed by a Board of Directors, each of whom shall be members of the Corporation and shall be elected by the membership in the manner provided for in the Bylaws. The Board of Directors may be increased or decreased as provided in the Bylaws, but in no case shall the number of Directors be less than three (3).
- 8.02 Term: Directors shall hold their offices for three (3) years or such other period as the Bylaws shall determine and shall serve until their successors are elected and qualify.
- 8.03 Number: The number of Directors constituting the Initial Board of Directors is three (3) persons and the names and addresses of those who are to serve as initial Directors until the First Annual Meeting of the Corporation and the election and qualification of their successors are as follows:

Nicholas Morana
4257 Drummond Avenue

Spring Hill, Florida 34608

Fred W. Lampert
4396 4th Isle Drive
Hernando Beach, Florida 34607

Thomas Flynn
2362 Rain Road
Spring Hill, Florida 34609

**Article 9: Acceptance of Gifts, Devises, and
Bequests; Application Thereof**

The Officers or Directors of the Corporation may accept on its behalf any designated contribution, gift, or devise consistent with the general purposes of the Corporation. Where consistent with the needs of the Corporation, designated contributions by donors will be accepted and designations honored as to special funds, purposes, or uses. The Corporation at all times reserves all rights over, interest in, and control of such contributions in the full discretion as to the ultimate expenditure or distribution of the contribution in satisfaction of any specified fund, purpose, or use. The Corporation shall, at all times, have full control over all donated funds and discretion as to their use so as to ensure that all contributions will be used to carry out its purposes as set out in Article 2. In the event the Corporation shall be beneficiary of any gift, devise, or bequest, subject to conditions subsequent with respect to the administration or alienation of said property, the corporation shall, at all times, act in a manner consistent with such conditions and the purposes to be served by such conditions.

Article 10: Adoption and Amendment of ByLaws

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. The Bylaws may thereafter be amended by a two-thirds (2/3) vote of the Board of Directors at any regular or special meeting thereof, provided that notice of such meeting containing the text of the proposed Bylaw amendment is furnished to each Director at least five (5) days prior to such meeting.

Article 11: Amendment of Articles of Incorporation

11.01 By Directors: Amendments of the Articles of Incorporation shall be proposed by a majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds (2/3) of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of the proposed amendments be furnished each member not less than ten (10) days prior to such meeting.

11.02 By Members: Amendments may be proposed by any member and may be

considered at the annual or any regular meeting of the membership, provided that written notice of any such amendment or amendments shall be given in writing to all members at least ten (10) days prior to the meeting at which such amendment or amendments is or are to be considered. An amendment shall be adopted by a two-thirds (2/3) vote of the members voting, a quorum being present.

Article 12: Registered Agent

The Corporation's initial Registered Agent maintains an office at:

16230 Aviation Loop Drive
Brooksville, Florida 34604

The Registered Agent at this address is:

Gustave Guadagnino

Article 13: Incorporator

The names and addresses of each person signing these Articles are:

Gustave Guadagnino
1539 Fayetteville Drive
Spring Hill, Florida 34609

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this 9th day of October, 2017

X 
GUSTAVE GUADAGNINO

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated not-for-profit Corporation, at the place designated in this certificate, I hereby agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 9th day of October, 2017

X 
GUSTAVE GUADAGNINO