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(Business Entity Name)

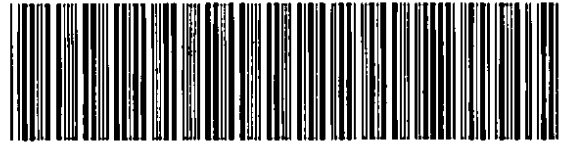
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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&  
Restated  
Art.*

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## COVER LETTER

June 25, 2019

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

**NAME OF CORPORATION:** Veterans Claim Victory, Inc.  
**DOCUMENT NUMBER:** N19000004694

The enclosed *Amended and Restated Articles of Incorporation Veterans Claim Victory, Inc.* have been duly adopted by the company and are submitted for filing. They reflect amendments to ARTICLE III (PURPOSE); the addition of ARTICLE VI (LIMITATIONS OF CORPORATE AUTHORITY); and amendments to ARTICLE IX (DISSOLUTION) which has been re-numbered.

Please return all correspondence concerning this matter, and refer any requests for further information, to the following:

Adam G. Mersereau  
BUTLER MERSEREAU LLP  
814 A1A North, Suite 207  
Ponte Vedra Beach, FL 32082  
[adam@butlermersereau.com](mailto:adam@butlermersereau.com)  
904.900.4724

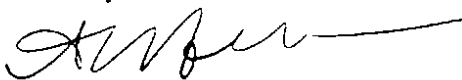
The e-mail address for annual report notification is:

[mgoldwich@yahoo.com](mailto:mgoldwich@yahoo.com)

Enclosed is an additional copy of the *Amended and Restated Articles of Incorporation Veterans Claim Victory, Inc.* and a check for the following amount made out to the Florida Department of State:

**\$52.50** for Filing Fee; Certificate of Status; and Certified Copy

Thank you.



Adam G. Mersereau



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 15, 2019

ADAM G. MERSEREAU  
BUTLER MERSEREAU LLP  
814 A1A NORTH, SUITE 207  
PONTE VEDRA BEACH, FL 32082

SUBJECT: VETERANS CLAIM VICTORY, INC.  
Ref. Number: N19000004694

We have received your document and check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist II Supervisor

Letter Number: 519A00014308

July 24, 2019

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

**NAME OF CORPORATION:** Veterans Claim Victory, Inc.  
**DOCUMENT NUMBER:** N19000004694  
**REPOSE TO DOS LETTER:** 519A00014308, Dated July 15, 2019  
From Darlene Connell, Regulatory Specialist II Supervisor

In response to your letter, please find enclosed with respect to the Amended and Restated Articles of Incorporation of Veterans Claim Victory, Inc.:

- (i) A resolution of the board of directors of Veterans Claim Victory, Inc. stating that the Amended and Restated Articles were adopted by the board of directors and do not contain any amendments requiring member approval;
- (ii) One original and one copy of the Amended and Restated Articles, now with the typo corrected in the title.

Please return all correspondence concerning this matter, and refer any requests for further information, to the following:

Adam G. Mersereau  
BUTLER MERSEREAU LLP  
814 A1A North, Suite 207  
Ponte Vedra Beach, FL 32082  
[adam@butlermersereau.com](mailto:adam@butlermersereau.com)  
904.900.4724

The e-mail address for annual report notification is:

[mgoldwich@yahoo.com](mailto:mgoldwich@yahoo.com)

Thank you.

  
Adam G. Mersereau

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
VETERANS CLAIM VICTORY, INC.**

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

In compliance with Chapter 617, Florida Statutes, the following Amended and Restated Articles of Incorporation of Veterans Claim Victory, Inc., a Florida corporation, not for profit, duly organized to do business under the laws of the State of Florida, with its original Articles of Incorporation having been filed with the Department of State on the 29<sup>th</sup> date of April, 2019, have been duly adopted by the company and are submitted and shall become effective on the date on which these Amended and Restated Articles of Incorporation are formally filed with the Department of State:

**ARTICLE I NAME**

The name of the corporation shall be: Veterans Claim Victory, Inc.

**ARTICLE II PRINCIPAL OFFICE**

The principal street address and mailing address:

2601 Michaelson Way  
Jacksonville, FL 32223

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DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

**ARTICLE III PURPOSE**

Veterans Claim Victory, Inc. is organized and operated exclusively for charitable and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. More specifically, the Corporation is dedicated to providing job training and placement services to individuals who have served in the armed forces of the United States and to individuals who have served their communities as first responders.

**ARTICLE IV LIMITATIONS OF CORPORATE AUTHORITY**

a. Veterans Claim Victory, Inc. (The "Corporation"), being organized exclusively for charitable and educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code. Under no circumstances shall the Corporation make any distributions that are inconsistent with its purpose statement above.

b. 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 in furtherance of the purposes set forth in Article III above. Furthermore, all distributions, if any, shall be made in full accordance with the USA Patriot Act of 2001, P.L. 107-56, 115 Stat. 272 (or a corresponding provision of any future federal or state law concerning antiterrorism).

c. No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, 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.

d. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(e)(2) of the Code.

### **ARTICLE V MANNER OF ELECTION**

The manner in which the directors are elected and appointed: The initial directors shall be appointed by the Incorporator, and thereafter, to become a director, a person shall be nominated by a director and elected by a majority vote of the Board. Directors shall hold office for a term of three (3) years, unless otherwise stated in the bylaws of the Corporation, and each shall serve for such term and until the election and qualification of a successor, or until such director's death, resignation, or removal.

### **ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS**

Director  
Wallace Conway  
2748 Scott Mill Lane  
Jacksonville, FL 32223

Director  
Pegine Eschevarria  
8550 Touchtone Road Unit 1727  
Jacksonville, FL 32216

Director and President  
Mark Goldwich  
2601 Michaelson Way  
Jacksonville, FL 32223

**ARTICLE VII REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Adam G. Mersereau, Esq.  
Butler Mersereau LLP  
814 A1A North, Ste. 207  
Ponte Vedra Beach, FL 32082

**ARTICLE VIII INCORPORATOR**


The name and address of the Incorporator is:

Mark Goldwich  
2601 Michaelson Way  
Jacksonville, FL 32223

**ARTICLE IX DISSOLUTION**

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization(s) organized and operated exclusively for religious, educational, or charitable purposes, as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine, which are organized and operated exclusively for exempt purposes.

***IN WITNESS WHEREOF***, the undersigned has made, subscribed and acknowledged these Amendment and Restated Articles of Incorporation this 25<sup>th</sup> day of June, 2019.

  
\_\_\_\_\_  
**Mark Goldwich**  
**Director and President**

**VETERANS CLAIM VICTORY, INC.**

**Unanimous Written Consent of the  
Directors in Lieu of a Special Meeting**

The undersigned, being all of the directors of Veterans Claim Victor, Inc., a Florida corporation, not for profit (the "Corporation"), acting in lieu of a special meeting of the directors during the calendar year 2019 and pursuant to the Corporation's Bylaws, do hereby (i) waive all notice of the time, place and purpose of the meeting, and (ii) adopt, approve, authorize, confirm, consent to and ratify as the actions of the Corporation's Board of Directors (the "Board"), the following:

**Filing of Amended & Restated Articles of Incorporation**

**WHEREAS**, the Board has determined that is advisable and in the best interests of the Corporation to amend and restate the Corporation's articles of incorporation as originally filed on April 29, 2019, by filing the newly amended and restated articles of incorporation attached hereto as Exhibit A (the "A&R Articles"); and

**WHEREAS**, the A&R Articles do not contain any amendments requiring member approval.

**NOW THEREFORE, BE IT RESOLVED**, that, effective as of the date of this Unanimous Written Consent of the Directors in Lieu of a Special Meeting, the proper officers are authorized to file the A&R Articles with the Florida Department of State, Division of Corporations.

**General**

**FURTHER RESOLVED**, that the term "proper officers," as used herein, shall mean and include the President, any Vice President, the Secretary, the Treasurer, or any of them;

**FURTHER RESOLVED**, that all necessary, proper and advisable actions taken for, on behalf of or in the name of the Corporation by the Corporation's proper officers since the last meeting of the Board hereby are adopted, approved, authorized, confirmed, consented to and ratified in all respects;

**FURTHER RESOLVED**, that the Board hereby authorizes and directs the Corporation's proper officers, for and in the name and on behalf of the Corporation, and under its corporate seal or otherwise, to (i) take all such further actions, (ii) acknowledge, certify, deliver and file all such further agreements, articles, certificates, documents, instruments and other undertakings and (iii) pay all such costs and expenses, as such proper officer(s), in his, her or their sole discretion, determine(s) to be advisable, necessary or proper to accomplish the purposes and carry out the intent of the foregoing resolutions and the transactions contemplated thereby, the taking of such actions, and the acknowledgement, certification, delivery, execution and/or filing of such agreements, articles, certificates, documents, instruments and other undertakings to be conclusive evidence of such adoption, approval, authorization, confirmation, consent and ratification; and

**FURTHER RESOLVED**, that this Unanimous Written Consent of the Directors in Lieu of a Special Meeting may be executed in one (1) or more counterparts, and each such counterpart shall constitute an original written consent, but all such counterparts taken together shall constitute one and the same written consent.



**IN WITNESS WHEREOF**, the undersigned directors of the Corporation have executed this Unanimous Written Consent of the Directors in Lieu of a Special Meeting as of June 25th, 2019.

*Wallace Conway*

\_\_\_\_\_  
Wallace Conway

*Pegine Eschevarria*

\_\_\_\_\_  
Pegine Eschevarria

*Mark Goldwich*

\_\_\_\_\_  
Mark Goldwich