

N 21 000 00 4169

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100365011861

*Amended & Restated
Articles*

04/29/21--01007--027 **35.00

2021 APR 29 4:10:57

FILED

JUN 22 2021
A RAMSEY

April 20, 2021

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

SUBJECT: AFBC Veterans Foundation, Inc.

Dear Sir or Madam:

Enclosed are an original and one (1) copy of the Restated Articles of Incorporation for AFBC Veterans Foundation, Inc. and a check for \$35.00 for the filing fee.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Alan Beal", with a long horizontal flourish extending to the right.

Alan Beal
Director, AFBC Veterans Foundation, Inc.
1420 Catlyn Place
Annapolis, MD 21401
410-999-4117
alan@armeforcesbrewingco.com

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AFBC VETERANS FOUNDATION INC.**

FILED
2021 APR 29 PM 10:57

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned hereby amends the organizational documents for a not for profit corporation under the provisions of the Florida Not For Profit Corporation Act, and pursuant to the following Amended and Restated Articles of Incorporation adopted by the Board of Directors of the Corporation (shareholder approval was not required) on April 20, 2021:

AMENDED AND RESTATED ARTICLE 1
Name

The name of the corporation is AFBC VETERANS FOUNDATION, INC. (hereinafter the "Corporation").

AMENDED AND RESTATED ARTICLE 2
Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 1420 Catlyn Place, Annapolis, MD 21401.

AMENDED AND RESTATED ARTICLE 3
Purpose

This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

AMENDED AND RESTATED ARTICLE 4
Board of Directors

The Corporation shall initially have three (3) directors. The number of directors may be either increased or decreased from time to time in the manner provided in the bylaws, but shall never be less than two (3) nor more than twenty (20). The method of appointment of directors shall be stated in the bylaws of the Corporation, but such appointment power shall be vested in the members and such appointment shall occur no less frequently than every two (2) years. The names and addresses of the initial directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Alan Beal Annapolis, MD 21401	1420 Catlyn Place
Sandra Ellwood Annapolis, MD 21401	1420 Catlyn Place
Kendall Almerico	275 Bayshore Blvd. #1407 Tampa, FL 33607

AMENDED AND RESTATED ARTICLE 5
Powers

The Corporation shall have all the powers given to a not for profit corporation by Florida Statutes, to the extent consistent with these Amended and Restated Articles of Incorporation and the bylaws of the Corporation. 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 of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

AMENDED AND RESTATED ARTICLE 6
Incorporator

The name and address of the person signing these Amended and Restated Articles of Incorporation is Kendall Almerico, 275 Bayshore Blvd. #1407, Tampa, FL 33607.

AMENDED AND RESTATED ARTICLE 7
Initial Registered Office and Agent

The initial registered office of the corporation shall be 275 Bayshore Blvd. #1407 Tampa, FL 33607
The initial registered agent at such address shall be Kendall Almerico.

AMENDED AND RESTATED ARTICLE 8
Duration

This corporation shall have perpetual existence, commencing upon filing.

AMENDED AND RESTATED ARTICLE 9
Indemnification

This corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

AMENDED AND RESTATED ARTICLE 10
Bylaws

The initial board of directors shall adopt initial bylaws of this corporation. The power to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the board of directors of the Corporation.

AMENDED AND RESTATED ARTICLE 11
Distribution of Assets

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers or other private persons, except that the corporation shall be authorized and employed to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of its charitable purpose. No substantial part of the activities of the corporation shall be the carrying on or propaganda or

otherwise attempting to influence legislation, the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office. The corporation shall not conduct any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code, or by a corporation, contributions to which are deductible under Sections 170(a) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that Code.

AMENDED AND RESTATED ARTICLE 12
Distribution of Assets Upon Liquidation

Upon dissolution of the corporation, its assets shall be distributed to one or more exempt organizations described in sections 170(c), 2055(a) and 2522(a) of the Internal Revenue Code of 1986, as amended, or any corresponding provision of any federal income tax law enacted in substitution of that code, and selected by the board of directors in its sole discretion. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principle office of the corporation is then located, exclusively for exempt purposes within the meaning of 501(c)(3) or to such organizations as said court shall determine, which are organized and operated exclusively for such purpose.

AMENDED AND RESTATED ARTICLE 13
Avoidance of Private Foundation Taxes

The corporation is prohibited from engaging in any act of self-dealing, from retaining any excess business holdings, from making or retaining any investments, and from making any taxable expenditures, that would subject the corporation or any person to tax under 4941(d).

4943, 4944 or 4945(d) of the Internal Revenue Code of 1986, as amended, respectively, or corresponding provisions of any subsequent federal income tax law. The corporation shall make distributions at such time and in such manner as to not subject itself to tax under Section 4942 of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal income tax law.

AMENDED AND RESTATED ARTICLE 14
Amendment to Articles

These Amended and Restated Articles of Incorporation may be amended by the board of directors of the corporation. These Amended and Restated Articles of Incorporation consolidate all amendments into this single document. The date of each amendment(s) adoption is April 20, 2021. The amendments were adopted by the board of directors and no shareholder action was not required.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 20th day of April, 2021, and acknowledged that he is familiar with, and accepts, the obligations of registered agent of this corporation. I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Kendall Almerico
Incorporator