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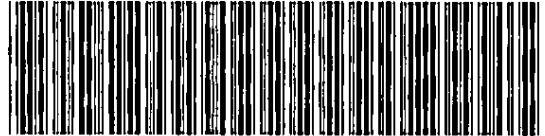
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A Business and Real Estate Law Firm

Barry L. Miller*
Robert Garcia
Allyson Roberts
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Donna Williams, *Paralegal*
Amber Cartieri, *Paralegal*
Rufus Roebuck, *Legal Asst.*
Gilbert De Souza, *Legal Asst.*

May 12, 2022

VIA U.S. MAIL

Florida Department of State
Division of Corporations
Business Entity Filings
c/o Tyrone Scott
P.O. Box 6327
Tallahassee, FL 32314

RE: Operation Vet First Foundation, Inc.: Articles of Incorporation
Response to Letter No. 422A00009984
Original Tracking Number: 800381434778
Original Pin Number: 4778

Dear Mr. Scott:

Enclosed please find the corrected original and one copy of the revised *Articles of Incorporation* for the above non-profit corporation. Please file same and return one copy of the *Articles* time-stamped from your office. Please also find enclosed *Check No. 20327* in the amount of **\$70.00** as requested in *Letter No. 422A00009984*, also attached; all issues for non-filing have been remedied. Thank you for your time and cooperation in this matter.

Sincerely,

Barry L. Miller, Esq.
For the Firm

Enc: (1) *Articles of Incorporation*
(2) *Copy of Articles of Incorporation*
(3) *Letter No. 422A00009984*
(4) *Check No. 20327*

11 N. Summerlin Avenue, Suite 100, Orlando, FL 32801-2959

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*Admitted in Florida, New York, Massachusetts, and Colorado

**Admitted in Florida and District of Columbia

221700

ARTICLE I.
NAME OF THE CORPORATION

The name of the Corporation is and shall be:

OPERATION VET FIRST FOUNDATION, INC.

ARTICLE II.
GENERAL PURPOSE OF CORPORATION

This Corporation is organized and shall operate exclusively for charitable, educational, literary, scientific, and other purposes such as providing veterans assistance, that are exempt purposes described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. To this end, the Corporation shall serve the common interest of providing veterans assistance.

- a. This Corporation may engage in only such activities as are permitted under the laws of the State of Florida and the United States of America, which shall constitute activities in furtherance of such exempt purposes. In furtherance of such purposes, this Corporation may promote, establish, conduct and maintain activities on its own behalf, and it may contribute to or otherwise assist other corporations, organizations and institutions carrying on exempt activities.
- b. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments in furtherance of its stated purposes.

In the event of the complete or partial liquidation or dissolution of the Corporation, whether voluntary or involuntary, no member, director or officer shall be entitled to any

distribution or division of the Corporation's property or proceeds therefrom, and the balance of all money and other property received by the Corporation from any source, after the payment of all debts and obligations of the Corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, or as provided by law, exclusively to an organization or organizations which themselves are exempt organizations described in Sections 501(c)(3) and 26 USC 170(c)(2) of the Internal Revenue Code of 1986, as amended (or corresponding sections of any prior or future law), or to the federal, state or local government for exclusively public purposes.

ARTICLE III. PRINCIPAL OFFICE and MAILING ADDRESS

The principal office and mailing address of this Corporation is:

3435 Henry J. Ave
Saint Cloud, FL 34772

ARTICLE IV. REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the initial registered office of this Corporation in the State of Florida is:

Ann M. Edwards
3435 Henry J. Ave
Saint Cloud, FL 34772

ARTICLE V. BOARD OF DIRECTORS and/or OFFICERS

The number of directors constituting the board of directors and/or officers shall be a minimum of three (3) and the names and address of each person who is to serve as a member thereof is as follows:

<u>NAME OF DIRECTOR</u>	<u>ADDRESS</u>
BERNARD S. EDWARDS II - D <i>President</i>	3435 Henry J. Ave St. Cloud, FL 34772 - D
BERNARD S. EDWARDS - D <i>Vice President</i>	3435 Henry J. Ave St. Cloud, FL 34772 - D
ANN M. EDWARDS - D <i>Treasurer</i>	3435 Henry J. Ave St. Cloud, FL 34772 - D
KELLI EDWARDS - D <i>Secretary</i>	3435 Henry J. Ave St. Cloud, FL 34772 - D

**ARTICLE VI.
INCORPORATORS**

The name and address of the incorporator is:

NAME OF DIRECTOR

ADDRESS

BERNARD S. EDWARDS II

3435 Henry J. Ave
St. Cloud, FL 34772

**ARTICLE VII.
MANNER OF ELECTION**

The manner in which the directors are elected or appointed shall be as set forth in the Bylaws.

**ARTICLE VIII.
BOARD OF DIRECTORS**

The Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) members. Directors of the Corporation shall be elected at the meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. The initial Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. At each meeting thereafter, the members shall elect the appropriate number of directors.

**ARTICLE IX.
EXERCISE OF CORPORATE POWERS**

The Corporation shall have all of the powers provided by the Florida Statutes Section 617.

**ARTICLE X.
MEMBERSHIP**

The Corporation shall have perpetual existence commencing with the filing of these Articles of Incorporation with the Secretary of State, State of Florida, unless sooner dissolved according to law.

**ARTICLE XI.
REMOVAL OF DIRECTORS**

Any or all directors may be removed in accordance with the provisions of Section 617.0808, Florida Statutes.

**ARTICLE XII.
AMENDMENT OF ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended at any time in accordance with the provisions of Section 617.1001, Florida Statutes. This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto. These Articles may be amended at any time by a majority vote of the Board of Directors.

**ARTICLE XV.
GENERAL POWERS**

This Corporation shall have all powers which a corporation of this nature under the laws of the State of Florida may legally exercise, including but not limited to all of those powers enumerated and set forth in Section 617.0302, Florida Statutes.

**ARTICLE XVI.
OFFICERS**

The Officers of this Corporation shall consist of a President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors in the manner and at the time prescribed in the By-Laws of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary may be elected or appointed by the Board of Directors or chosen in such other manner as may be prescribed by the By-Laws. Any two or more officers may be held by the same person.

**ARTICLE XVII.
DURATION OF CORPORATE EXISTANCE**

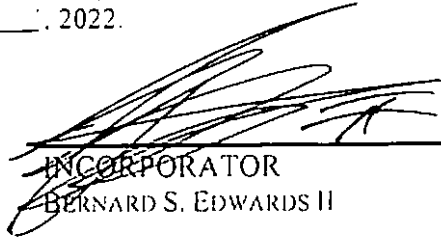
This Corporation shall have perpetual existence unless dissolved sooner according to law.

**ARTICLE XVIII.
INDEMNIFICATION**

This Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform his/her duties as an Officer or Director as provided by Fla. Stat. §617.0831.

-{Balance of this page intentionally left blank; Signature Page to follow}-

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 18th day of March, 2022.


INCORPORATOR
BERNARD S. EDWARDS II

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 this 18th day of March, 2022.


INITIAL REGISTERED AGENT
ANN M. EDWARDS