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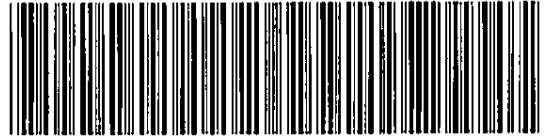
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*Amended & Restated
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NAME: MARINE VETERANS MOTORCYCLE ASSOCIATION, INC.

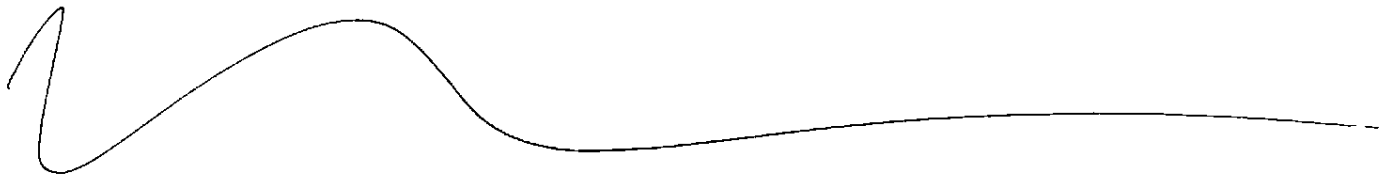
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MARINE VETERANS MOTORCYCLE ASSOCIATION, INC.

WHEREAS, the Articles of Incorporation for Marine Veterans Motorcycle Association, Inc., a Florida not-for-profit corporation (the "*Corporation*"), were filed with the Florida Secretary of State on January 24, 2023 (the "*Original Articles*"); and

WHEREAS, the Corporation wishes to amend and restate the Original Articles in their entirety as set forth in these Amended and Restated Articles of Incorporation (these "*Articles of Incorporation*" or "*Articles*") which Articles were unanimously approved and adopted by the Corporation's Board of Directors on January 15, 2024.

NOW, THEREFORE, the Original Articles are hereby amended and restated as follows:

ARTICLE I - Name

The name of the Corporation shall be MARINE VETERANS MOTORCYCLE ASSOCIATION, INC.

ARTICLE II - Principal Office and Mailing Address

The address of the principal office and the mailing address of the Corporation is 52 Woodall Road, Debary, Florida 32713.

ARTICLE III - Purpose

A. The Corporation is organized exclusively for charitable, religious, scientific, educational, or literary purposes, including, for such purposes, the making of distributions to individuals and organizations that qualify as exempt organizations 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) (the "*Code*").

B. The Corporation is organized for purposes of engaging in any activity or business permitted under the laws of the United States and of the State of Florida and shall have all of the powers enumerated in the Florida Not For Profit Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law; provided, however, that the Corporation shall not engage in any activity in which corporations qualified as exempt organizations under Section 501(c)(3) of the Code are not permitted to engage.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's 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 this Article. 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 publication 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 by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. In the event the Corporation is classified as a private foundation under Section 509 of the Code, (i) the Corporation shall distribute its income each taxable year at such time and in such manner as not to subject itself to tax under Section 4942 of the Code, and (ii) the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make any investments in such manner as to subject itself to tax under Section 4944 of the Code, nor make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE IV - Term of Existence

The effective date upon which the Corporation shall come into existence shall be the date of filing of these Articles, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Registered Office and Agent

The street address of the current registered office of the Corporation is 52 Woodall Road, Debary, Florida 32713, and the name of the initial registered agent of the Corporation at that address is Jan Harvey.

ARTICLE VI - Directors

A. The current number of directors of the Corporation is five.

B. The number of directors may be either increased or diminished from time to time by the Board of Directors in accordance with the Bylaws of the Corporation, but there shall always be at least three directors.

C. Directors, as such, shall not receive such compensation for their services. The Board of Directors may authorize and require the payment of reasonable expenses incurred by directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. Directors shall be elected, appointed, and removed as provided in the Bylaws of the Corporation.

F. The names and street addresses of the current members of the Board of Directors are:

<u>Name</u>	<u>Street Address</u>
Jan Harvey	52 Woodall Road Debary, Florida 32713
Mark Draper	52 Woodall Road Debary, Florida 32713
James Coons	52 Woodall Road Debary, Florida 32713
Jim Sizemore	52 Woodall Road Debary, Florida 32713
Doug Pettit	52 Woodall Road Debary, Florida 32713

ARTICLE VII - Officers

Officers of the Corporation shall be elected, appointed, and removed as provided in the Bylaws, and each such Officer shall have powers, rights, and duties prescribed therein. The names and positions of the current officers are as follows:

<u>Name</u>	<u>Office</u>
Mark Draper	President
James Coons	Vice President
Jim Sizemore	Treasurer
Doug Pettit	Secretary
Jan R. Harvey	Sgt. at Arms

ARTICLE VIII - Members

The Members shall be elected, appointed, and removed as provided for in the Bylaws of the Corporation. Each Member shall have all rights, powers, and authority as provided for in the Bylaws of the Corporation.

ARTICLE IX - Amendment to Articles

These Amended and Restated Articles of may be amended in the manner provided by law.

ARTICLE X - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors.

ARTICLE XI - Dissolution

A. Upon the 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 the assets of the Corporation in a manner not inconsistent with the purposes of the Corporation, including to such organization or organizations organized and operated exclusively for tax-exempt purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine.

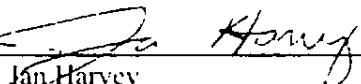
B. Any assets not disposed of by the Board of Directors as provided herein, shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for tax-exempt purposes or to such organizations, which are organized and operated exclusively for tax-exempt purposes and which qualify as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XII – MEMBER APPROVAL

The Articles were adopted by the Board of Directors and do not include any amendments requiring member approval.

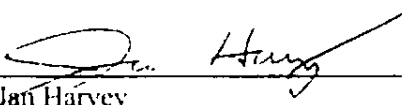
[Signatures contained on the following page]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation as of this 15th day of January, 2024.

By: 
Jan Harvey

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of MARINE VETERANS MOTORCYCLE ASSOCIATION, INC.

By: 
Jan Harvey

Dated the 15th day of January, 2024.