

Leslie Seller 805-432-6522 (850) 498-5500 5/10/23 1:33:48 PM
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FLORIDA PROFIT/NON PROFIT CORPORATION
CDS VETERAN SUPPORT SERVICES, INC.

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**ARTICLES OF INCORPORATION
OF
CDS VETERAN SUPPORT SERVICES, INC.**

**In compliance with Chapter 617 of the
Florida Not For Profit Corporation Act**

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1. The name of the corporation is CDS Veteran Support Services, Inc. (hereinafter the "Corporation").

2. The Corporation is not formed for pecuniary profit or financial gain, and no part of the assets, income or profit of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers, or any private person, except to the extent permitted under the Not-for-Profit Corporation Act.

3. The Corporation is organized and shall be operated exclusively for charitable purposes. The charitable purpose or purposes for which the Corporation is formed are as follows:

(a) To help discharged and/or active-duty Veterans with post-traumatic stress disorder or affiliated distress, by providing case management, employment opportunities, housing services, and family-related service coordination, as well as referral to clinical and rehabilitative supports.

(b) To receive and administer funds for charitable purposes and, to that end, to take and hold by the class, devise, gift, grant, purchase, lease, or otherwise, either absolutely or jointly with any other person(s), any real or personal property, whether tangible or intangible, or any undivided interest therein, without limitation as to amount or value, to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as in the judgment of the directors will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the by-laws of the Corporation, or any laws applicable thereto.

(c) In general, to do any and all acts and things, and exercise any and all powers, which may now or hereafter be lawful for a charitable corporation organized under the Not-for-Profit Corporation Act to do or exercise, for the purpose of accomplishing any of the purposes of the Corporation, and which do not compromise the Corporation's exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

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4. This paragraph relates to the Corporation's tax exempt status and is not a statement of purposes and powers. Consequently, the language in this paragraph does not expand or alter the Corporation's purposes set forth in paragraph 3. The Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Code, and shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under Section 501(a) of the Code or corresponding provisions of any subsequent federal tax laws, or by an organization, contributions to which are deductible under Section 170 of the Code.

5. All income and earnings of the Company shall be used exclusively for corporate purposes. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee, director, officer of the Corporation, or private individual; however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes. No member, trustee, director or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

6. It is intended that the Corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3). This certificate shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from federal income tax under Section 501(c)(3) of the Code. Nor shall any activity of the Corporation consist of participating in, or intervening in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

7. Upon the dissolution, liquidation or winding up of the Corporation, the Board of Directors shall, after paying, or making provisions for the payment of, all liabilities of the Corporation, distribute all remaining assets and property of the Corporation to another organization exempt under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or to the federal government, or state or local government for a public purpose.

8. In any taxable year in which the Corporation is a private foundation as described in Section 509(a) of the Code, the Corporation shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942, and the Corporation shall not (A) engage in any act of self-dealing as defined in Section 4941(d), (B) retain any excess business holdings as defined in Section 4943(c), (C) make any investments in such manner as to subject the Corporation to tax under Section 4944, or (D) make any taxable expenditures as defined in Section 4945(d) or corresponding provisions of any subsequent federal tax laws.

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9. The principal office of the Corporation is located at 2417 Southlawn Lane, Clermont, Florida 34714.

10. The names and addresses of the initial directors of the Corporation are:

Michael Nozzolio, Director
85 Avenue de la mer, Unit 401, Palm Coast Florida 32137

Doug Wiles, Director
400 N. Ponce de Leon Boulevard
St. Augustine, Florida 32084

Timothy Pope, Director
10507 Riverbank Terrace, Bradenton, Florida 34212

11. The manner in which directors are elected shall be set forth in the by-laws of the Corporation.

12. The name and address of the Corporation's registered agent is:

Capitol Corporate Services, Inc.
515 East Park Avenue
Second Floor
Tallahassee, Florida 32301

13. The name and address of the Incorporator is:

Brenda LaLoggia
Woods Oviatt Gilman LLP
1900 Bausch & Lomb Place
Rochester, New York 14604

14. To the full extent authorized or permitted by law, the Corporation shall indemnify any person made, or threatened to be made, a party in any civil or criminal action or proceeding by reason of the fact that such person, or such person's testator or intestate, is or was a director or officer of the Corporation, or serves or served the Corporation, at the request of the Corporation, in any capacity. The Corporation's directors are hereby authorized to adopt resolutions regarding such indemnity and expenses, and the Corporation is hereby authorized to enter into agreements regarding such indemnity and expenses. This provision shall be in addition to and not in limitation of any other provision in the Corporation's Articles of Incorporation or by-laws, or any agreement or resolution providing for indemnification and permitted by law.

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Taylor Seay, Assistant Secretary on behalf
of Capitol Corporate Services Inc.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S..

Date: May 8, 2023



Brenda LaLoggia, Incorporator