

N45479

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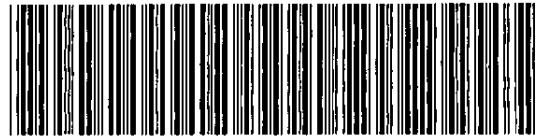
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Earl D. McMillan
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FILED
2017 MAR 14 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

cc/cus
Restated
Auth

MAR 17 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: PURPLE HEART VETERANS OF FLORIDA, INC.

DOCUMENT NUMBER: N45479

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Earl D. McMillan

(Name of Contact Person)

Purple Heart Veterans of Florida, Inc.

(Firm/ Company)

8428 Angela Court

(Address)

Zephyrhills, Florida 33541

(City/ State and Zip Code)

emcmillan1@verizon.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Earl D. McMillan

813

782-3425

at

(Name of Contact Person)

(Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**RESTATED
ARTICLES OF INCORPORATION
OF
PURPLE HEART VETERANS OF FLORIDA, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
2017 MAR 14 PM 4:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned corporation adopts the following Restated Articles of Incorporation, which Restated Articles of Incorporation shall supersede and take the place of the existing Articles of Incorporation and all amendments thereto.

ARTICLE I

Name

The name of this corporation is Purple Heart Veterans of Florida, Inc. (the "Corporation").

ARTICLE II

Principle Office

The principle place of business and mailing address of the Corporation is 10131 South Palomino Trail, Floral City, Florida 34436.

ARTICLE III

Purposes

The Corporation is a non-profit corporation and shall be operated exclusively for charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Without limiting the generality of the foregoing, the specific purposes of the Corporation shall be to provide funds for service, welfare and rehabilitation of the wounded, disabled and handicapped veteran, his/her surviving spouse, orphans, and fellow veterans; to promote employment opportunities for such person or persons; to engage in educating the public about veterans' affairs and issues of importance to veterans; and otherwise assist those who have sacrificed so much for our country; to engage in any and all operations necessary or incidental to carrying out these objectives, including the raising of funds for:

- (1) Service, welfare and rehabilitation efforts in connection with the members of the Department of Florida, Inc., Military Order of the Purple Heart of the United States of America, Inc., those who are eligible for membership in the Military Order of the Purple Heart of the United States of America, Inc., or any wounded, disabled, and/or handicapped veteran, his/her surviving spouse, orphan or survivors, either by contributions to the Department of Florida, Inc., Military Order of the Purple Heart, United States of America, Inc., or to independently assist in such work, and

- (2) Any other purpose consistent with the charitable activities of the Department of Florida, Inc., Military Order of the Purple Heart, United States of America, Inc.

ARTICLE IV

Activities and Restrictions

Section 1. The Corporation is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual, officer or director of the corporation.. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions in furtherance of the purposes set forth in the purpose clause hereof and otherwise consistent with these Articles.

Section 2. No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Section 3. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by any corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code or by any corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

Members

The Corporation shall have no members with voting rights. All voting power, including without limitation, power to vote on amending these Articles of Incorporation, shall be vested in the Board of Directors. From time to time the Corporation may establish one or more classes of nonvoting members; and the designation of each class and the qualifications, rights and duties of its members shall be as specified in the Bylaws.

ARTICLE VI

Directors

The Corporation shall be governed by its board of directors. The number, manner of election or appointment, qualifications and terms of Directors shall be as set forth in the Bylaws of the Corporation adopted by the Directors but in no event shall the number of Directors be less than three (3). Such provisions shall not be in conflict with the provisions and requirements of Chapter 617 of the Florida Statutes (or the corresponding provisions of any future Florida statutes).

ARTICLE VII

Amendment

These Articles of Incorporation may be amended by the directors of the Corporation by vote of two-thirds (2/3) of the voting directors in office at the time that the amendment is adopted. All amendments must be made consistent with the provisions of Article XIII of the Corporate Bylaws.

ARTICLE VIII

Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE IX

Registered Office and Agent

The street address of the Corporation's registered office is 3053 Killearn Point Court, Tallahassee, FL 32312. The registered agent for the Corporation at the Registered Office is Michael W. Ford.

ARTICLE X

Indemnification

Section 1. Mandatory Indemnification. The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

Section 2. Permissible Indemnification. The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

Section 3 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (1) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (2) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as prescribed in this article..

Section 4. Indemnification of Officers, Agents and Employees. An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with Florida Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

ARTICLE XI
INCORPORATOR

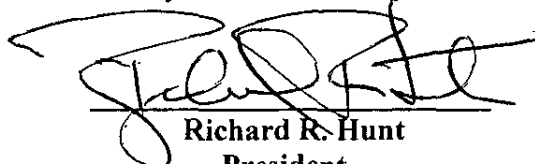
The name and street address of the Incorporator of the corporation is:

Earl D. McMillan Incorporator
8428 Angela Court
Zephyrhills, Florida 33541

CERTIFICATE OF RESTATEMENT

The foregoing Restated Articles of Incorporation of Purple Heart Veterans of Florida, Inc. contain amendments to the Articles of Incorporation of the corporation requiring member approval. The amendments to the Articles of Incorporation included in the Restated Articles of Incorporation were Adopted and approved by the members of the corporation on June 6, 2016, and the number of votes cast for the amendments by the members was sufficient for approval.

EXECUTED: June 6, 2016


Richard R. Hunt
President

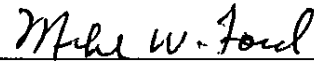
**CERTIFICATE DESIGNATING THE ADDRESS AND AN AGENT UPON WHOM
PROCESS MAY BE SERVED**

WITNESSETH:

That, the Purple Heart Veterans of Florida, Inc., desiring to organize under the laws of the State of Florida, has named Michael W. Ford, located at 3053 Killearn Point Court, Tallahassee, FL 32312, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes Dated this 6th Day of June, 2016.



**Mike W. Ford
Registered Agent**

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

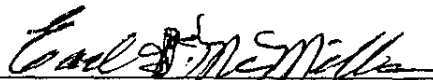
Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated JUNE 6, 2016 _____

Signature  _____
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

EARL D. MCMILLAN

(Typed or printed name of person signing)

TREASURER/DIRECTOR

(Title of person signing)