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NP500003043

ACCOUNT NO. 070100000032

REFERENCE : 626561 5311A

AUTHORIZATION : *Patricia Pizots*

COST LIMIT : \$ 70.00

ORDER DATE : June 26, 1995

ORDER TIME : 2:14 PM

ORDER NO. : 626561

200001523562

CUSTOMER NO: 5311A

CUSTOMER: Geoffrey Todd Hodges, Esq
SHACKLEFORD FARRIOR STALLINGS
& EVANS
P. O. Box 3324

Tampa, FL 33601

DOMESTIC FILING

NAME: DEPARTMENT OF FLORIDA LADIES
AUXILIARY TO THE VETERANS OF
FOREIGN WARS, INC.

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jennifer Moran

EXAMINER'S INITIALS:

T. BROWN JUN 26 1995

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95 JUN 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
FOR
DEPARTMENT OF FLORIDA LADIES AUXILIARY TO
THE VETERANS OF FOREIGN WARS, INC.

FILED
95 JUN 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, desiring to form a not for profit corporation under the provisions of Chapter 617, Florida Statutes, does hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by said law and does hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be DEPARTMENT OF FLORIDA LADIES AUXILIARY TO THE VETERANS OF FOREIGN WARS, INC.

ARTICLE II

CORPORATE PURPOSE

The exclusive objects and purposes of the Corporation shall be to act as an auxiliary to the Department of Florida Veterans of Foreign Wars; to assist needy and disabled war veterans and members of the Armed Forces of the United States and their dependents, and the widows and orphans of deceased veterans; to provide entertainment, care and assistance to hospitalized veterans or members of the Armed Forces of the United States; to carry on programs to perpetuate the memory of deceased veterans and members of the Armed Forces and to comfort their survivors; to conduct

programs for religious, charitable, scientific, literary, or educational purposes; to promote the social welfare; to sponsor or participate in activities of a patriotic nature; and to provide social and recreational activities for members.

ARTICLE III

CORPORATE POWERS

The corporation shall have all corporate powers provided by law and in furtherance of the objectives described above, but shall not have the power to own or hold real property or any interest therein. This corporation shall be and at all times remain under the jurisdiction of the National Convention, National President, and National Council of Administration of the Ladies Auxiliary to the Veterans of Foreign Wars of the United States, the Commander-in-Chief of the Veterans of Foreign Wars of the United States, and subject to the Bylaws and Rules and Regulations of the Ladies Auxiliary to the Veterans of Foreign Wars of the United States and the Charter, Bylaws, and Manual of Procedure of the Veterans of Foreign Wars of the United States.

ARTICLE IV

MEMBERSHIP

The membership of this corporation and the rights and obligations of the members shall be as fixed by the Bylaws; provided, however, that the active and voting membership of this corporation shall at all times be confined to the active membership

in good standing of the Ladies Auxiliary to the Department of Florida Veterans of Foreign Wars of the United States.

ARTICLE V

DURATION

The Corporation shall have perpetual existence commencing with the filing of these Articles by the Secretary of State of Florida.

ARTICLE VI

MANAGEMENT

Section 1. The affairs of the Corporation shall be managed by a Board of Directors, to be known as the Council of Administration, which shall be elected or appointed as provided in the Bylaws. The number, terms, and qualifications of the members of the Council of Administration shall be fixed by the Bylaws. There shall never be fewer than three (3) members of the Council of Administration.

Section 2. The officers of the Corporation shall be a President, a Senior Vice President, a Junior Vice President, a Secretary, a Treasurer, and such other officers as may be required or permitted by the Bylaws. The officers shall be elected or appointed and shall hold office in the manner provided in the Bylaws.

ARTICLE VII

INCORPORATOR, INITIAL DIRECTORS

The name and street address of the Incorporator are:

Geoffrey Todd Hodges
501 East Kennedy Blvd.
Suite 1400
Tampa, Florida 33602

The names and mailing addresses of the organizing and initial members of the Council of Administration are:

Cookie Bauermeister
7650-4 Forest Trail
Port Richey, FL 34668

Annis E. Baumgarten
2297 Summit Blvd.
West Palm Beach, FL 33406

Nelda Ann Bennett
206 Margarete Drive
Avon Park, FL 33825

Betty L. Bochowiski
10960 109th Lane N.
Largo, FL 34648

Pat Buote
3117 Bright Drive
Tarpon Springs, FL 34691-4802

Linda A. Burnette
1799 W. Highland Avenue
#164N
Clearwater, FL 34615

Anita Joan Carlisle
4326 Orange Grove Blvd.
N. Ft. Myers, FL 33903

Sally Clarke
21 Highland Drive
Ft. Walton Beach, FL 32549

Betty Cooper
3617 E. Sandpiper Drive
#7
Boynton Beach, FL 33436

Irene Crews
Rt. 5 Box 565
Lake City, FL 32055

Ann Dielens
420 Howard Avenue
Lakeland, FL 33801

Anne R. Dorton
474 River Drive
DeBary, FL 32713

Gertrude Farrar
1665 Nantucket Street
Deltona, FL 32725

Cecile Gaouette
15820 Olney Lane
Spring Hill, FL 34610

D. Marcia Goss
5015 S.W. 29th Street
Ft. Lauderdale, FL 33314

Joyce Hardie
P. O. Box 1612
Ft. Walton Beach, FL 32549

Isabel C. Head
210 Dixie Drive
Apt. B-6
Tallahassee, FL 32304

Venita Hughes
3913 E. Allendale Street
Inverness, FL 34453-0487

Lillian A. Kostamo
2415 Vermont Avenue East
Bradenton, FL 34208

Virginia Lee
998 Bouganvillea Drive
Rockledge, FL 32955

Leona McDermott
3223A Gardens East Drive
Palm Beach Gardens, FL 33410

Edna McGinley
7891 Johnson Street
#201
Pembroke Pines, FL 33024

Mickey Kaye Nelson
446 Segovia Road
St. Augustine, FL 32086

Marcie Nolan
11855 N.E. 19th Drive
#14
N. Miami, FL 33181

Rena Nunn
830 Hawthorne Drive
Lake Park, FL 33403

Mary Nunnery
P. O. Box 192
Chuluota, FL 32766

E. Louise O'Connell
198 Aurora Blvd.
#1004
Orange Park, FL 32073

Linda Olsen
4417 Maxwell Drive
Melbourne, FL 32935

Jacqueline Pascarello
1441 N.E. Chardon Street
Jensen Beach, FL 34957

Louise Pellatiro
133 Granada Drive
Palm Springs, FL 33461

Patricia Prevatt
P. O. Box 12653
Lake Park, FL 33403

Rosetta Quarterone
407 S.W. Laconic Avenue
Port St. Lucie, FL 34953

Carolyn Ramsdell
354 Constitution Way
N. Ft. Myers, FL 33917

Margaret Reichhardt
2415 Vermont Avenue East
Bradenton, FL 34208

Joy Riemersma
1716 Live Oak Drive
West Palm Beach, FL 33415

Phyllis Rodgers
17580 N.E. 61st Road
Silver Springs, FL 34488

Flora Rodriquez
514 Lemon Street
Auburdale, FL 33823

Viola Rutherford
P. O. Box 1959
Key Largo, FL 33037-1959

Lucrecia Smith
24779 Oaks Blvd.
Land O'Lakes, FL 34639

Vesta Stauffer
125 N.W. Meehan
Port Charlotte, FL 33952

Mary L. Stephenson
5780 Fernley Drive West
#117
West Palm Beach, FL 33415

Nancy Stonerook
2516 S.E. 31st Street
Okeechobee, FL 34974

June M. Walcher
P. O. Box 389
St. James City, FL 33956

Dorothy L. Walsh
7320 Chippewa Street
#A3
Panama City, FL 32404

Karen Ward
1121 Lakeview Drive
Inverness, FL 34450

Colleen Whitmore
P. O. Box 1632
Lady Lake, FL 32158

Betty Williams
P. O. Box 316
Key Largo, FL 33037

Marie G. Williams
6193 108th Avenue North
Pinellas Park, FL 34666

C. Alice Wickhoff
211 Annabelle Drive
Mary Esther, FL 32569

ARTICLE VIII

GENERAL

This corporation shall be and shall at all time remain under the jurisdiction of the National Convention, National President, and National Council of Administration of the Ladies Auxiliary to the Veterans of Foreign Wars of the United States, and the Department of Florida, Veterans of Foreign Wars of the United States, and subject to the Bylaws and Rules and Regulations of the Ladies Auxiliary to the Veterans of Foreign Wars of the United States and the Charter, Bylaws, and Manual of Procedure of the Veterans of Foreign Wars of the United States.

All income and assets of the Corporation in excess of necessary expenses shall be administered solely and exclusively for the purposes of the corporation set forth above.

The Corporation shall have no capital stock and shall pay no dividends to its incorporator, directors, officers, or members. In

addition, no part of the income of the Corporation shall inure to the benefit of any private shareholder or individual, or be distributed to its incorporator, directors, officers, or members, provided that the Corporation may pay compensation in a reasonable amount to its incorporator, directors, officers or members for services rendered and may confer benefits upon its members in conformity with its purposes. The private property of the incorporators, directors, officers, or members shall not be liable for the debts of the Corporation.

ARTICLE IX

PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT

(a) The principal office address and the mailing address of the Corporation are 420 Howard Avenue, Lakeland, Florida 33801.

(b) The Corporation's Registered Office is located at 501 East Kennedy Blvd., Suite 1400, Tampa, Florida 33602, and Geoffrey Todd Hodges is hereby appointed as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE X

DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the corporate purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its

corporate existence or shall forfeit its Charter, subject to the provisions of Chapter 617, Florida Statutes, the Corporation shall distribute all of its existing assets to one or more successor organizations created to perform the same functions and with the same purposes as the Corporation or, if none, to the Ladies Auxiliary to the Veterans of Foreign Wars of the United States. None of the assets will be distributed to any officer, director, or member of this Corporation.

IN WITNESS WHERE OF, the undersigned has subscribed his name this 2nd day of June, 1995.



GEOFFREY TODD HODGES, Incorporator

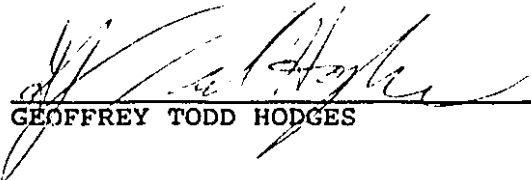
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED
95 JUN 26 PM 4:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTIONS 48.091 AND 617.0501, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

DEPARTMENT OF FLORIDA LADIES AUXILIARY TO THE VETERANS OF
FOREIGN WARS, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN
LAKELAND, FLORIDA, HAS NAMED GEOFFREY TODD HODGES, LOCATED AT 501
EAST KENNEDY BLVD., SUITE 1400, TAMPA, FLORIDA 33602, AS ITS AGENT
TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

SIGNATURE:


GEOFFREY TODD HODGES

TITLE:

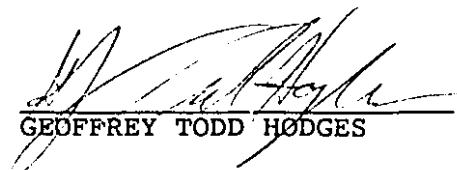
Incorporator

DATE:

June 22, 1995

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. FURTHER, I CERTIFY THAT I AM
FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES, INCLUDING THE DUTIES AND OBLIGATIONS PROVIDED FOR IN
SECTION 617.0501, FLORIDA STATUTES, RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE OF
REGISTERED AGENT:


GEOFFREY TODD HODGES

DATE:

June 22, 1995

205993