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N96000000587

John T. Murphy  
John C. Murphy  
Kurt C. Wolss  
Jeffrey W. Beverly

January 22, 1996

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: VETERAN'S COALITION, INC.

Dear Friends:

Enclosed are the Articles of Incorporation for the above-named proposed Florida corporation. Also enclosed is our firm's check in the amount of \$70.00, representing payment of the following:

Filing fee	35.00
Registered agent fee	<u>35.00</u>
	\$70.00

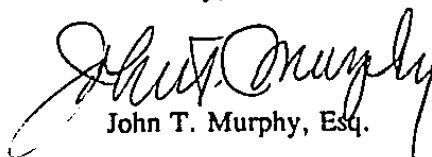
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\*\*\*\*\*70.00 \*\*\*\*\*70.00

Please file the enclosed Articles of Incorporation and return the copy to the undersigned.

Thank you for your attention to this matter.

J. Murphy GAVE

Sincerely,

  
John T. Murphy, Esq.

AUTHORIZATION BY PHONE TO  
CORRECT Princ. AT.  
DATE 2/2  
JTM:cpf  
DOC. EXAM 2/B  
Enclosures

96 JAN 29 PM 2:04  
FBI  
TALLAHASSEE  
SE  
TALLAHASSEE

GB 2/2/96

**ARTICLES OF INCORPORATION**

**OF**

**VETERAN'S COALITION, INC.**

**A FLORIDA NONPROFIT CORPORATION**

**FILED**

**96 JAN 29 PM 2:04**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**ARTICLE I**

**CORPORATE NAME**

The name of this corporation is Veteran's Coalition, Inc.

**ARTICLE II**

**CORPORATE NATURE**

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Corporations Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III**

**DURATION**

The term of the existence of the corporation is perpetual.

**ARTICLE IV**

**GENERAL AND SPECIFIC PURPOSES**

The specific and primary purposes for which this corporation is formed are:

A. For the advancement of veteran's interests and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

B. To educate veterans and the public concerning matters concerning the rights of persons who served in the Armed Forces of the United States, and to coordinate and cooperate with organizations dedicated to assisting veterans.

c. To operate exclusively in any other manner for such religious, charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or under any corresponding provisions of any subsequent Federal tax laws, covering the distributions to organizations qualified as tax exempt

organizations under the Internal Revenue Code, as amended, including private foundations and private operating foundations.

## ARTICLE V

### MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of three (3) persons. The number of Directors of the corporation may be changed by a By-Law duly adopted by the members.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Directors and until qualification of the successors in office. Annual meetings shall be held in Brevard County, Florida on the first day of January or at such place as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by one Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

John Battaglia, 238 Scaview Street, Melbourne Beach, Florida 32951

Bob Salmons, 2125 Bradway Street, N.E., Palm Bay, Florida 32905

Martin F. McAlwee, 417 Entrance Way, Melbourne, Florida 32940

## ARTICLE VI

### EARNINGS AND ACTIVITIES OF CORPORATION

A. No part of the net earnings of the corporation shall inure to the benefit of, nor be distributable to its members, 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 Article IV hereof.

B. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

D. Notwithstanding any other provisions of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## ARTICLE VII

### DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

## **ARTICLE VIII**

### **MEMBERSHIP**

The qualification for members and the manner of their admission shall be regulated by the By-Laws for this corporation.

## **ARTICLE IX**

### **SUBSCRIBERS**

The names and residence addresses of the Subscribers of this corporation are as follows:

John Battaglia, 238 Seaview Street, Melbourne Beach, Florida 32951

Bob Salmons, 2125 Bradway Street, N.E., Palm Bay, Florida 32905

Martin F. McAlwee, 417 Entrance Way, Melbourne, Florida 32940

## **ARTICLE X**

### **AMENDMENT OF BY-LAWS**

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not for Profit Law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By Law.

## **ARTICLE XI**

### **DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to religious, educational or charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

## ARTICLE XII

### REGISTERED AGENT

The address of the corporation's principal office shall be 417 Entrance Way, Melbourne, Florida 32940 and the name of its registered agent at said address shall be John Battaglia, 238 Seaview Street, Melbourne Beach, Florida 32951.

## ARTICLE XIII

### AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote in the manner set forth in the By-Laws of this corporation.

WE, THE UNDERSIGNED, BEING THE SUBSCRIBERS AND INCORPORATORS of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation, this 2nd day of January, 1996.

WITNESSED BY:

Katherine R. Murphy  
Katherine R. Murphy  
Katherine R. Murphy

John Battaglia  
Subscriber: JOHN BATTAGLIA

Bob Salmons  
Subscriber: BOB SALMONS

Martin McAlwee  
Subscriber: MARTIN McALWEE

STATE OF FLORIDA - COUNTY OF BREVARD

BE IT KNOWN that on the 2nd day of January, 1996, before me a  
Notary Public in and for the State of Florida duly commissioned and sworn, dwelling in Brevard  
County, personally came and appeared JOHN BATTAGLIA, BOB SALMONS, and MARTIN  
F. McALWIE, to me personally known or who produced a driver's licenses as identification.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my seal  
of office the day and year last above written.

*Christina R. Ferrell*

NOTARY PUBLIC  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the VETERAN'S COALITION,  
INC. at the place designated in the Articles of Incorporation, I, JOHN BATTAGLIA agree to  
act in this capacity, and agree to comply with the provisions of Section 48.091 relative to  
keeping open such office.

*John Battaglia*  
JOHN BATTAGLIA

January 2, 1996

FILED  
56 JAN 29 PM 2:04  
CLERK OF STATE  
TALLAHASSEE FLORIDA