

N 96000000744

Veterans of Foreign Wars of the United States
Fedhaven Memorial Post 7361
P. O. Box 8772
Fedhaven, FL 33854

January 29, 1996

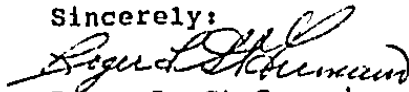
Secretary of State
Corporate Records Bureau
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

800001707118
-02/06/96--01023--016
***122.50 ***122.50

Re: Filing for first time Incorporation

Enclosed please find one (1) copy of the Proposed Articles of Incorporation and a check in the amount of \$122.50 for the first time Incorporation filing fee. The Proposed Articles of Incorporation have been approved by the V. F. W. National Headquarters per enclosed letter dated December 22, 1995.

Sincerely:



Roger L. St. Germain
Adjutant/Registered Agent

RECEIVED
FEB 6 1996
TALLAHASSEE, FL 32314

96 FEB -6 PM 2:10

FILED

63 2/3/96

**ARTICLES OF INCORPORATION
OF**

FILED

POST NAME: FEDHAVEN MEMORIAL, POST NO: 7361 96 FEB -6 PM 2:10

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. SECRETARY OF STATE
TALLAHASSEE FLORIDA

In accordance with the provisions of Chapter 617, Florida Statutes, relating to corporations not for profit, the undersigned persons do hereby constitute themselves into a non-profit corporation and adopt the following Articles of Incorporation in accordance with said Statute.

ARTICLE I - NAME

The name of this corporation shall be POST NAME: FEDHAVEN MEMORIAL, POST NO: 7361 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

ARTICLE II - PURPOSES

The general nature and purpose of the corporation shall be:

(a) Fraternal, patriotic, historical and educational, to preserve and strengthen comradeship among its members, to assist worthy comrades; to perpetuate the memory and history of our dead and to assist their widows and orphans, to maintain true allegiance and fidelity to the Constitution of the United States and of the Veterans of Foreign Wars of the United States and its By-Laws, to foster true patriotism, to maintain and extend the institutions of American freedom, to preserve and defend the United States from all her enemies, whosoever.

(b) To take by gift, devise, purchase or in any manner, whatsoever, real and personal property, and to sell, transfer, mortgage, lease or rent, in any manner whatsoever, the same, and to do all things necessary and essential thereto for the benefit of the corporation.

(c) To do all things necessary and essential to carry on the activities, rehabilitation, welfare and social work of the Post, including establishment and operations of club rooms and other financial operations for the purpose of obtaining the net profits therefrom for the use and purpose of the Post.

(d) The said POST NAME: Fedhaven Memorial POST NO: 7361 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC., shall at all times remain under the jurisdiction of, and be governed according to the Constitution, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States. In the event that any provisions of these Articles of Incorporation conflicts with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States, such conflicting provisions shall be deemed null and void, the National Charter and By-Laws shall, at all times, govern.

ARTICLE III - MEMBERSHIP

Any person who has served honorably as an officer or enlisted person on active duty, honorably discharged, released to inactive duty or returned, shall be eligible for membership.

(1) Whose service in the armed forces of the United States in any foreign war, insurrection or expedition is recognized as campaign medal service and governed by the authorization of a campaign badge (medal) by the Government of the United States of America, and,

(2) Who is a citizen of the United States.

The active and voting membership of this corporation shall at all times be confined to the active membership in good standing in POST NAME: Fedhaven Memorial POST NO: 7361 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. with eligibility to, acquiring of, suspension from, and discontinuance of membership being in accordance with the National Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE IV - TERM

This corporation shall have a perpetual existence, subject to the laws and provisions of the State of Florida and the Constitution and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers of this Corporation are as follows:

Post Commander
Richard J. Lambiase P. O. Box 8877 Fedhaven, FL 33854

Post Sr. Vice Commander
William K. May P. O. Box 8664 Fedhaven, FL 33854

Post Quartermaster
Myrtle L. Huber P. O. Box 8056 Fedhaven, FL 33854

ARTICLE VI - MANAGEMENT & ELECTIONS

The Board of Directors shall manage the affairs of this Corporation and shall consist of the Post Commander, the Post Sr. Vice Commander and the Post Quartermaster, and they shall be elected at a regular meeting to be held during the month of April each and every year. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the Post.

ARTICLE VII - OFFICERS

The names and addresses of the Officers who are to serve until successors are duly elected and installed, are as follows:

Post Commander		
Richard J. Lambiase	P.O.Box 8877	Fedhaven, FL 33854
Post Sr. Vice Commander		
William K. May	P.O.Box 8664	Fedhaven, FL 33854
Post Adjutant		
Roger L. St.Germain	P.O.Box 8453	Fedhaven, FL 33854
Post Quartermaster		
Myrtle L. Huber	P.O.Box 8056	Fedhaven, FL 33854

All of the above shall be elected at a regular meeting of the Post to be held during the month of April of each and every year except the Adjutant who shall be appointed by the Commander on the night of installation or as soon thereafter as possible.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

The corporation shall have not less than Three(3) Directors and the initial Board of Directors shall be as follows:

Post Commander		
Richard J. Lambiase	P.O.Box 8877	Fedhaven, FL 33854
Post Sr. Vice Commander		
William K. May	P.O.Box 8664	Fedhaven, FL 33854
Post Quartermaster		
Myrtle L. Huber	P.O.Box 8056	Fedhaven, FL 33854

The above Directors shall serve until the next election of Post Officers during the month of April of each and every year and who by virtue of their office serve as Directors of the corporation.

Article IX - BY-LAWS:

By-Laws for this corporation may be made, altered, or rescinded after presentation to the Post by any member in good standing and approved by a two-thirds(2/3) vote of the Post membership present in good standing at a noticed meeting. However, said By-Laws shall not conflict with the National Charter, Constitution, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States, nor shall they conflict with the By-Laws of the Department having jurisdiction and provided a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION:

Amendments to these Articles of Incorporation may be made after presentation to the Post by any member in good standing and approved by a two-thirds(2/3) vote of the Post membership present and in good standing at a notice meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State of Florida, and in accordance with the National Charter, Constitution, By-Laws and Manual of Procedure of the Veterans of Foreign Wars of the United States, and further, they shall be in accordance with the Department having jurisdiction and provided a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE XI- MISCELLANEOUS:

In the event of a dissolution of this corporation all of the assets shall be the property of POST NAME: FEDHAVEN MEMORIAL POST NO: 7361 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. and in the event of the simultaneous dissolution of this corporation and of the forfeiture of the charter issued by the Veterans of Foreign Wars of the United States to said subordinate unit, then, and in that event, title to all of the assets of this corporation shall pass to the Veterans of Foreign Wars of the United States to be disposed of in accordance with the National By-Laws, Rules and Regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of the corporation be distributed among the individual members thereof.

ARTICLE XII- ADDRESS AND REGISTERED OFFICE AND AGENT:

The street address of this corporation initial principal office is: Fedhaven Auditorium, Fedhaven Florida 33854. The corporation initial mailing shall be : Post Office Box 8772, Fedhaven, FL 33854.

ARTICLE XIII - DESIGNATION OF REGISTERED OFFICE AND AGENT:

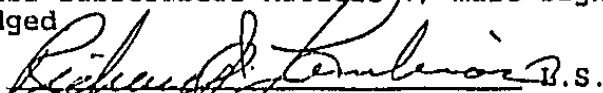
The street address of the corporation initial registered office is 50 Fedhaven Circle, Fedhaven, Fl 33854, and the name of its initial registered agent at that office is Roger L. St.Germain.

Having been named as registered agent to accept service of process for the above named corporation at the place designated, I hereby accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations of my position as registered agent.

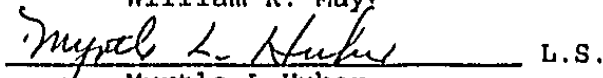
Dated: December 7, 1995


Roger L. St. Germain

IN WITNESS WHEREOF we have hereunto set our hands and seals this 7th Day of December, 1995. (All subscribers Article V) must sign and their signatures acknowledged


Richard J Lambiase L.S.

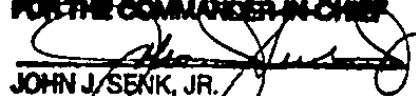

William K. May L.S.


Myrtle L Huber L.S.

Acknowledged before me this 7th day of December 1995 by Roger L. St. Germain and Richard J. Lambiase and William K. May and Myrtle L. Huber, who all are personally known to me and did not take an oath.


Rheta J. Chattos
Notary Public

RHETA J. CHATTOS
Notary Public, State of Florida
My comm. expires May 29, 1999
Comm. No. CC461288

DEC 22 1995
REVIEWED
FOR THE COMMANDER-IN-CHIEF

JOHN J. SENIK, JR.
ASSISTANT ADJUTANT GENERAL