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Daniel Hicks, P.A.

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Division of Corporations

Page 1 of 1

N98000002187

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October 13, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

U.S. VETERAN'S CORPORATION
P.O. BOX 215
ORANGE LAKE, FL 32681US

SUBJECT: U.S. VETERAN'S CORPORATION
REF: N98000002187

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Please entitle your document Amended and Restated Articles of Incorporation.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Teresa Brown
Regulatory Specialist II

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
U.S. VETERAN'S CORPORATION

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Pursuant to Section 617.1006, Florida Statutes, the following provisions of the Articles of Incorporation of U.S. VETERAN'S CORPORATION, a Florida non-profit corporation, filed in Tallahassee on April 15, 1998, as amended to date, be and they are hereby amended in toto as follows:

Article I - Name

Section 1. The name of this corporation be the U.S. VETERAN'S CORPORATION ("Association" or "Corporation"). The Corporation shall operate as a non-profit corporation organized under the laws of the State of Florida.

Article II - Officers

Section 1. The Location of the principal officers of the Association for the transaction of its business shall be at 5561 NW 191st Place, Orange Lake, Florida 32681, and such other location as may be determined and fixed by the Board of Directors. The mailing address for the Association shall be P.O. Box 215, Orange Lake, Florida 32681, unless and until changed by the Board of Directors.

Article III - Purpose, Objective and Scope

Section 1. The purpose of the Association shall be to assist veterans of the United States Armed Forces and to promote public awareness of veteran's issues and such other lawful purposes as may be determined by the Board of Directors, by operating subordinate Fraternal Veterans Posts (hereinafter "Posts").

Section 2. In furtherance of the purpose of the Association, the Association will assist in establishing subordinate Posts. Each subordinate Posts will be organized by there members and will answer to Board of Directors and Commander of the Posts, the Commander of the Posts to be appointed for a five (5) year term upon approval by the Association, but in no event more than 15 consecutive years. All other officers of a subordinate Post will be elected for a one (1) year term. All subordinate Posts are responsible for their obligations and their charity work to be submitted quarterly to Chief Finance Officer of the Association. Meetings with subordinate Posts will be conducted once a month at a set time and date. A notice will be given to Chief Finance Officer.

Section 3. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Section 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the

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activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code."

Section 5. The scope of this Association shall be on a national basis, however this organization is not affiliated with any other nationally recognized veteran's organization.

Section 6. Non-Profit Organization. The Association shall be a non-profit corporation.

Section 7. The Association shall have a perpetual existence unless dissolved by its membership. Upon the termination of any subordinate Post, the assets of the subordinate Post shall be retained by the Association pursuant to this article. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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 IV - Powers

Section 1. The Association shall have those powers as granted to it under the laws of the State of Florida (without limitation unless expressly provided in these Articles), these Articles, and the Bylaws.

Articles V - Registered Agent and Street Address

The name and street address of the registered agent is:

Frank Russell
5561 NW 191st Place
Orange Lake, Florida 32681

Article VI- Incorporators

The name and street address of the incorporators for the corporation were:

Donald L. Winterrowd, 1051 NE 189th Lane, Citra, Florida 32113

Frank V. Russell, P. O. Box 215, Orange Lake, Florida 32681

ARTICLE VII - Membership

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Section 1. Regular Membership. For a person to be eligible for Regular Membership in the Association and/or subordinate Post that person must have served thirty (30) consecutive days in the United States Military, was honorably discharged and is selected by the Board of Directors.

Section 2. Association Membership in the Association and/or subordinate Post will be granted by Board of Directors vote to those individuals named to membership at subordinated Post(s) because of their outstanding contributions to some phase of the organization. Association Member shall not be entitled to a vote at a meeting of the association and/or a subordinate Post.

Section 3. Advisory Membership. Advisory membership in the Association and/or a subordinate Post will be granted by Board of Directors vote to those individuals who are interested in the promotion and welfare of the organization at a subordinate Post(s). Advisory Members shall not be entitled to a vote at a meeting of the Association and/or a subordinate Post.

Section 4. Membership Certificate. After the requirements for admission to membership have been met, the Association shall issue to each Regular Member a transferable certificate of membership in the form prescribed by the Board of Directors to a subordinate Post.

Section 5. Membership Transfer. Regular Membership in the Association shall be transferable.

Section 6. Membership Discontinuance. Membership in the Association will be discontinued if dues are not paid when due.

Section 7. Voting. Subject to compliance with the directive of the National Commander and/or the Board of Directors, Members eligible to vote shall be active Regular Members of the Association or subordinated Posts who have paid their dues and have met other necessary requirements annually as determined by the Association as to subordinate Post(s). All Members shall be entitled to one vote.

Section 8. Membership in subordinated Posts. Membership in subordinated Posts shall be the same requirements as the Association.

Article VIII - Meeting of Members

Section 1. Annual Meetings. Annual meetings of the Members of the Association and subordinate Posts shall be held at a time and place each year to be designated by the Association's Board of Directors.

Section 2. Special Meetings. Special meeting of Members of the Association and subordinate Posts may be called by the Board of Directors, respectively, on written notice to the members or by written request of ten (10) Regular Members of the Association with due notice given to the members.

Section 3. Notice of Meetings. Notice of meetings of the Members shall be given in writing to all Members by mailing a copy of such notice to each member ten (10) days prior to the time of meeting; such notice shall specify the time and place of the meeting. Notice is effective when mailed, if mailed postpaid and correctly addressed to the member's address shown in the Association's current record of members.

Section 4. Quorum. A quorum shall consist of at least one-quarter (1/4) of the Members.

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Article IX - Officers

Section 1. Types. The officers and the initial officers of the Association shall be Frank Russell as President - also referred to as CEO/National Commander, McClain Russell as Vice President - also referred to as the National Senior Vice Commander, William James as Secretary/Treasurer - also referred to as the National Chief Finance Officer, a State Commander and a Senior State Commander where Posts are designated in a State other than the State of Florida. All officers shall be appointed by the Board of Directors of the Association or of the subordinate Posts.

Section 2. Eligibility. All individuals who are active Regular Members, who have paid their dues, and who have met other necessary requirements annually as determined by the Association shall be eligible to hold office in the Association and subordinate Posts, however, no Regular Member shall be an officer of the Association for more than 15 years whether served consecutively or not.

Section 3. Time of Election. All elective officers of the Association shall be elected by the Board of Directors at an annual Board of Directors meeting.

Article X - Board of Directors

Section 1. Eligibility and Term. All individuals who are active Regular Members who have paid their dues and met the other requirements as determined by the Association shall be eligible to be a Director. The National Commander, Senior National Commander, National Chief Finance Officer, any State Commander and Senior State Commander shall automatically serve as a director of the Association during their term as an officer, however in no event may a Director serve more than fifteen (15) consecutive years.

Section 2. Size of Board of Directors and Quorum. The initial size of the Association's Board of Directors shall be five (5) but shall be determined annually and shall automatically increase in size to provide for the addition of a State Commander and Senior State Commander for each state that has or for which a subordinate Post is established.

Section 3. Election. The Board of Directors of the Association shall elect all new members of the Board of Directors when an appointment is required because of the death or resignation from the Board of Directors. Otherwise the election of Directors shall be set forth in the Bylaws.

Article XI - Amendment of Articles and Bylaws

Section 1. Amendment. These Amended and Restated Articles of Incorporation and the Bylaws may be amended by the Board of Directors.

The date of the adoption of the amendments is October 1, 2009, and the amendment was adopted by the members and the number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF the undersigned, has, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, executed these Amended Articles of Incorporation this ____ day of December, 2009.

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U.S. Veteran's Corporation, a
Florida non-profit corporation


By:

By: Frank V. Russell CEO
Frank V. Russell, Its President

STATE OF FLORIDA
COUNTY OF MARION

Before me personally appeared **Frank V. Russell**, as President of the corporation, to me well known and known to me to be the person described in and who executed the foregoing Amended Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed, on behalf of said corporation, and that he is personally known to me.

WITNESS my hand and official seal this 9th day of December, 2009.

NOTARY PUBLIC-STATE OF FLORIDA
 **Tina Dotson**
 Commission # DD518120
 Expires: FEB. 14, 2010
 Bonded Thru Atlantic Bonding Co., Inc.

Notary Public