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Jess W Parker, Jr
1831 SE 6th Terrace
Cape Coral, FL 33990

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/16/98

**ARTICLES OF INCORPORATION
-OF-**

MID-POINT CAPE CORAL POST NO. 492

VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

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 **MID-POINT CAPE CORAL POST 492, 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, whomsoever.
- (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 operation 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 **MID-POINT CAPE CORAL POST NO. 492, 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 the issuance 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 **MID-POINT CAPE CORAL POST NO. 492, 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	Jess W Parker, Jr 1831 SE 6th Terrace Cape Coral, FL 33990
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Post Sr. Vice Commander John J. Cincinnati
1457 SE 13th Terrace
Cape Coral, FL 33990

Post Quartermaster William T. Browning
1131 SE 19th Lane
Cape Coral, FL 33990

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 their successors are duly elected and installed, are as follows:

Post Commander Jess W. Parker, Jr.
1831 SE 6th Terrace
Cape Coral, FL 33990, who shall serve as President.

Post Sr. Vice Commander: John J. Cincinnati
1457 SE 13th Terrace
Cape Coral, FL 33990, who shall serve as Vice-President.

Post Adjutant Pete NicholSEN
1631 11th Avenue
Cape Coral, FL 33991, who shall serve as Secretary.

Post Quartermaster William T. Browning
1131 SE 19th Lane
Cape Coral, FL 33990, who shall serve as Treasurer.

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 Jess W. Parker, Jr.
1831 SE 6th Terrace
Cape Coral, FL 33990

Post Sr. Vice Commander John J. Cincinnati
1457 SE 13th Terrace
Cape Coral, FL 33990

Post Quartermaster William T. Browning
1131 19th Lane
Cape Coral, FL 33990

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 noticed 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 **MID-POINT CAPE CORAL POST NO. 492, 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 the 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 address and principal place of business of this Corporation shall be 1831 SE 6th Terrace, Cape Coral, FL, 33990.

ARTICLE XIII - DESIGNATION OF REGISTERED OFFICE AND AGENT

A designation of registered office and registered agent at the same address, (must be in the State of Florida), must be contained within the Articles of Incorporation and the registered agent must sign accepting that designation.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 2 Day
of March, 19 98. (All subscribers (Article V) must sign and their signatures acknowledged).

John W. [Signature] L.S.
John J. [Signature] L.S.
William [Signature] L.S.

RESIDENT AGENT CERTIFICATE

In pursuance of Florida Statutes, the following is submitted in compliance with said Act;

First: That **MID-POINT CAPE CORAL**

Post No. 492 VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC. desiring to
organize under the laws of the State of Florida with its principal office, as indicated in the Article
of Incorporation, at

has named JESS W. PARKER, JR.

, located at

as its agent to accept service or process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above states corporation, at the place designated
in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said
Act relative to keeping open said office.

Jess W. Parker, Jr.
REGISTERED AGENT

STATE OF FLORIDA

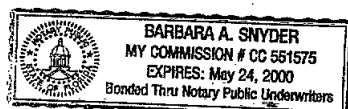
COUNTY OF

The foregoing instrument was acknowledged before me on the 2 day of

March, 1998, by JESS W. PARKER, JR.

who is personally known to me or has produced DRIVERS LICENSE

as identification and who did/did not tak an oath.



Barbara A. Snyder
Notary Public
Name of Notary Public:
Commission Number:

CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

Having been designated as the Registered Agent for _____,

I hereby accept the designation and agree to act as the Registered agent of said corporation.

Dated _____

REVIEWED APR 14 1998
FOR THE COMMANDER-IN-CHIEF

John J. Senik, Jr.
JOHN J. SENIK, JR.
ASSISTANT ADJUTANT GENERAL

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TALLAHASSEE, FLORIDA