

N 49000003972
TRANSMITTAL LETTER

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

SUBJECT: UNITED VIETNAM VETERANS Alliance, INC
(Proposed corporate name - must include suffix)

100002915901--8
-06/25/99--01075--004
*****87.50 *****87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: JAN ARBITER
Name (Printed or typed)

5843 PARKVIEW POINT DR.
Address

ORLANDO, FL 32821
City, State & Zip

1-407-256-0631
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 JUN 25 AM 11:36

FILED

NOTE: Please provide the original and one copy of the articles.

ajc 6/29

ARTICLES OF INCORPORATION
OF
FLORIDA NOT FOR PROFIT CORPORATION

UNITED VIETNAM VETERANS
ALLIANCE, INC.

FILED
99 JUN 25 AM 11:36
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this corporation is United Vietnam Veterans Alliance, Inc.

ARTICLE II
PRINCIPAL ADDRESS

The principal place of business and mailing address of the corporation is: 5843 Parkview Point Drive, Orlando, Florida 32821.

ARTICLE III

This is a not for profit corporation, organized solely for charitable and general educational purposes not for pecuniary profit, pursuant to Florida Not For Profit Corporation Act set forth in Section 617 of the Florida Statutes.

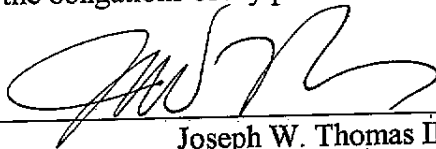
ARTICLE IV
DIRECTORS

Directors shall be elected or appointed by a two thirds majority of the Board of Directors or a Seventy-five (75%) Percent vote of the Alliances members.

ARTICLE V
REGISTERED AGENT

The addresses of the corporation's registered agent's office shall be 950 S. Winter Park Drive, Suite 112, Casselberry, Florida 32707 and the name of its registered agent at said address shall be Joseph W. Thomas II.

I, Joseph W. Thomas II, having been named as registered agent and to accept service of process for this above stated corporation at the place designated in this ARTICLE, 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.



Joseph W. Thomas II

6/8/99

Date

ARTICLE VI DURATION

The term of existence of the corporation is perpetual.

ARTICLE VII GENERAL AND SPECIFIC PURPOSE

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

- A. For advancement of, charitable, educational and any other related or corresponding charitable purpose by the distribution of its funds for such purposes.
- B. To operate as an organization providing grants, loans, scholarship and other services to, Not For Profit Vietnam Veteran Organizations, Vietnam Veterans and their dependents, and the widows and orphans of deceased veterans.
- C. To operate exclusively in providing services, educational scholarship and operate in any manner for such 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 other 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.
- D. To assist and work with, on a non-partisan basis all Vietnam Veterans Organizations that represent Vietnam Veterans and their dependents, and the widows and orphans of deceased veterans.

ARTICLE VIII 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 not less than three (3) persons. The number of Directors of the corporation shall be as provided in the Bylaws of this corporation.

The manner in which Directors shall be elected or appointed are as stated in Article IV and may be modified from time to time in the Bylaws.

Any action required or permitted to be taken by one Board of Directors under any provision of the 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.

ARTICLE IX
EARNINGS AND ACTIVITIES OF CORPORATION

- A. No part of the net earnings of the corporation shall inure to the benefit of, or 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 purpose 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 provisions 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 Law).
- D. Notwithstanding any other provision 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 purpose of this corporation.

ARTICLE X
DISTRIBUTION OF ASSETS

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose 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 or organizations 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 shall be 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 XI
MEMBERSHIP

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

ARTICLE XII

AMENDMENT OF BY-LAWS

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

ARTICLE XIII

DEDICATION OF ASSETS


The property of this corporation is irrevocably dedicated to charitable and or educational 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 XIV

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 Bylaws of this corporation.

I, Jan Arbiter, being the Incorporator of this corporation, for the purpose of forming this not for profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 7th day of June, 1999.


Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this 21st day of June, 1999, before me, the undersigned authority, a director duly authorized to administer oaths and take acknowledgments, this day personally appeared JAN ARBITER who is/are (a) X personally known to me or (b) who has produced _____ as identification and who did/did not take an oath, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the above and foregoing Articles of Incorporation for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Orlando, Orange County,
Florida, the day and year



VIRGINIA R DYAS
My Commission CC555746
Expires Jun. 23, 2000

Vergene L. Dyzac
Notary Public