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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
SECOND CAVALRY ASSOCIATION, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
SECOND CAVALRY ASSOCIATION, INC.  
(A Corporation Not-For-Profit)

*These Articles of Incorporation are amended and restated in their entirety in conformance with §617.1007.*

ARTICLE I  
NAME AND ADDRESS

The name of the corporation is SECOND CAVALRY ASSOCIATION, INC. ("Association"). The principal office and mailing address of the Association is 5336 Silver Sun Dr., Apollo Beach, FL 33572.

The Second Cavalry Association, founded in 1899, as an unincorporated association and has members in every state of the union and around the world; it is the oldest unit-related veterans' organization in the United States. Its membership comprises past and present members of one of the oldest continuously-serving regiments of the United States Army, the Second Cavalry Regiment, hereinafter referred to as the Regiment, its dependents and survivors; however, this corporation expressly disclaims any status within the meaning of Section 617.0401(d) Florida Statutes that it is in any way "connected" with a federal government agency or corporation chartered under the laws of the United States except as set forth, below.

ARTICLE II  
PURPOSES

The Primary Purpose of the Association is to provide maintenance and support to current and former members of the Association and their families in times of need through the provision of therapeutic support and financial assistance. Additionally, the Association raises funds from the community at large to memorialize those members of the Second Cavalry, whether members of the Association or not, who have served, have been wounded or have fallen in service to our Country through the: (i) creation, placement and maintenance of memorials and monuments dedicated to those who have served; and (ii) maintenance of a written History of the Second Cavalry.

The Mission of the Association is to foster the community of our members, maintain a strong link to the Regiment and secure and preserve the history of our Regiment and the Association. Encourage "Dragoon for Life."

The Association is organized and shall at all times be operated as a Public Charity in accordance with IRC §§170(b)(1)(A)(vi), 501(c)(3) and 509(a)(1). Specifically, the

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Association is organized and shall be operated exclusively for charitable and educational purposes. No part of the net earnings of the Association shall inure to the benefit of any individual. Further, no substantial part of the activities of Association shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Association shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

### ARTICLE III

#### NECESSARY POWERS

The Association shall have the power to exercise all powers granted to an Association not for profit under Florida law.

### ARTICLE IV

#### BOARD OF GOVERNORS

Management of the Association shall be vested in the Association's Board of Governors the members of which shall be not less than Five (5) nor more than Fifteen (15) individuals. The Governors of the Association shall be nominated, elected and removed in accordance with the Bylaws.

### ARTICLE V

#### MEMBERSHIP

The Association shall have no Members that hold an interest in the residual assets or income of the Association. The Association may establish one or more classes of Membership with no interest in the residual assets or income of the Association as set forth in the Bylaws from time to time.

### ARTICLE VI

#### PROHIBITED ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to its Governors, officers, or other private persons, except that the Association 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 II hereof.

No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office or engage in political activities of any kind, except as permitted by the provisions of §501(h) of the Code.

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Notwithstanding any other provision of these Articles, the Association shall not conduct or carry on any other activities not permitted to be carried on (a) by an Association exempt from federal income tax under §501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under §§170(c)(2), 2055, 2100(a)(2) and 2522 of the Code.

In the event that the Association shall be considered to be a private foundation, as such term is defined in §509(a) of the Code, then in that event, the Association:

A. shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by §4942 of the Code; and.

B. shall not (i) engage in any act of self-dealing as defined in § 4941(c) of the Code; (ii) retain any excess business holdings as defined in § 4943(c) of the Code; (iii) make any investments in such manner as to subject it to tax under § 4944 of the Code; or (iv) make any taxable expenditures as defined in § 4945(d) of the Code.

Notwithstanding any other provisions of these Articles, this Association shall not carry on any other activities not permitted to be carried on by a corporation qualifying for exemption from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

## ARTICLE VII

### DISSOLUTION

In the event of dissolution, the residual assets of the Association other than any restricted assets which clearly provide for their disposition shall be distributed by the Board of Governors of the Association to one or more organizations described in §501(c)(3) and 170(c)(2) of the Code which support Veterans and families of Veterans.

## ARTICLE VIII

### AMENDMENT OF BYLAWS

Except as provided by these Articles and by the Bylaws, the Association's Bylaws may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Governors. The Bylaws may contain any provisions for the regulation and management of the affairs of the Association not inconsistent with Florida law or the Articles of Incorporation.

## ARTICLE IX

### AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, altered, restated or repealed and new Bylaws may be adopted only by the affirmative vote of two thirds (2/3) of the members of the Board of Governors of the Association.

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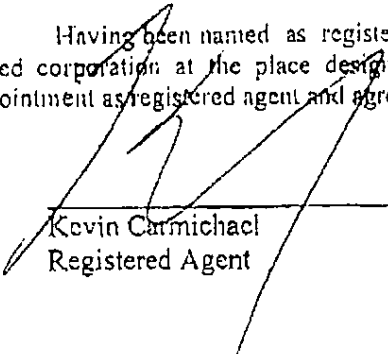
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ARTICLE X**REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The street address of the Association's registered office in the State of Florida is 1395 Panther Lane, Suite 300, Naples Florida 34109, and the name of its registered agent at such office is Kevin Carmichael.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Kevin Carmichael  
Registered Agent

Date

1/23/2023

ARTICLE XI**CONSOLIDATION AND ADOPTION OF AMENDMENT AND COMPLETE  
RESTATEMENT**

This Amendment and Complete Restatement of the Articles of Incorporation consolidate all amendments into a single document.

The Amended and Restated Articles of Incorporation were adopted unanimously by the Board of Governors of the Association at a Special Meeting called for the purpose of amending the Articles and Bylaws of the Association. Membership consent is not required to amend the Articles.

*I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.*

  
Name: Timothy D. Whelan  
Title: President

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