

ARTICLES OF INCORPORATION
OF
AMERICAN MERCHANT MARINE VETERANS, INC.
A FLORIDA CORPORATION NOT FOR PROFIT

ARTICLE I

NAME

The name of this corporation is AMERICAN MERCHANT MARINE VETERANS, INC.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Florida Not For Profit Corporation Act.

ARTICLE III

PURPOSES

The specific and primary purposes for which this corporation is organized is:

- A. To provide counseling to veterans of the American Merchant Marine and all branches of the American military, their widows and orphans, to assist them in legal, financial, and emotional matters in connection with those veterans' service to our country, to provide information regarding benefits and services available to them.
- B. To educate the American public about the services that American Merchant Mariners have provided to the nation in combat and preservation of national security, and the continuing importance of the American Merchant Marine fleet.
- C. To encourage loyalty to our country's laws and constitution.
- D. To do such acts and carry on such business as may be permitted of nonprofit corporations under the laws of the State of Florida, in order to accomplish charitable and educational purposes of the Corporation; and
- E. To solicit, receive and administer funds, grants and property for the charitable and educational purposes of the Corporation.

ARTICLE IV

TERM

This corporation shall have a perpetual existence.

ARTICLE V

INCORPORATORS

The name and addresses of the incorporators of this corporation are as follows:

Executive Officer Publicist/Recruiter	Leon A. Kalwara 2116 Earl Road Ft. Myers, Florida 33901
Assistance Executive Officer	Robert Lanyon 1418 Juddale Lehigh Acres, Florida 33936
Treasurer	John J. Breaz 4914 Normandy Court Cape Coral, Florida 33904
Secretary	Ernest W. Fous 8949 Beacon Street Ft. Myers, Florida 33907

ARTICLE VI

MEMBERSHIP

The qualifications for membership in this corporation shall be set forth in the corporation's Constitution and Bylaws.

ARTICLE VII

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 not less than five directors. The number of directors herein provided for may be changed by a bylaw duly adopted by the members entitled to vote. Directors shall be elected annually by a majority vote of the membership.

The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

Leon A. Kalwara 2116 Earl Road Ft. Myers, Florida 33901	John J. Breaz 4914 Normandy Court Cape Coral, Florida 33904
Ernest W. Fous	Robert Lanyon

8949 Beacon Street
Ft. Myers, Florida 33907

1418 Juddale
Lehigh Acres, Florida 33936

- B. Elective Officers. The officers of this corporation shall be an Executive Officer, Assistance Executive Officer, Secretary, Treasurer, and Publicist/Recruiter. Other offices and officers may be established or appointed by members of this corporation at any regular annual meeting. The qualification, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

The officers who are to serve until the first election of officers under the Articles of Incorporation are:

Executive Officer	Leon A. Kalwara
Assistant Executive Officer	Robert Lanyon
Treasurer	John J. Breaz
Secretary	Ernest W. Fous
Publicist/Recruiter	Leon A. Kalwara

- C. No part of the earnings, capital or property of the Corporation shall ever inure to the benefit of or be distributable to any Member, Director, officer, contributor or any other individual having a personal or private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall ever be for the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions for any purpose other than those stated in Article III. If the Corporation is ever classified as a private foundation, the Corporation shall not engage in any act of self-dealing under § 4941 of the Code, the Corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by §4942 of the Code; the Corporation shall not retain any excess business holdings as defined in §4943(c) of the Code; the Corporation shall not make any investments in any manner as to subject it to tax under §4944 of the Code; and the Corporation shall not make taxable expenditures under § 4945(d) of the Code.

ARTICLE VIII

LOCATION OF REGISTERED OFFICE: IDENTIFICATION OF REGISTERED AGENT

- A. The street address of the initial registered office is the following:
2116 Earl Road, Fort Myers, Florida 33901

- B. The name of this corporation's initial registered agent at such address is the following:
Leon Kalwara

ARTICLE IX

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such bylaws may be amended or repealed, in whole or in part, by the members in the manner provided therein. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE X

AMENDMENT OF ARTICLES

To amend these Articles of Incorporation, the board of directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote of the members. Such a vote of the members may occur at an annual or regularly scheduled meeting, at a special meeting, or via mail balloting. Such meetings may occur in person or by use of any means of communication by which all participants may simultaneously hear each other during the meeting. A vote to amend these Articles of Incorporation must be preceded by written notice setting forth the proposed amendment or a summary of the changes to be affected by the amendment must be given to the members. The proposed amendment shall be adopted upon receiving at least a majority of the votes cast.

ARTICLE XI

DISSOLUTION

This corporation shall be dissolved and its affairs wound up by a majority vote of votes cast or when the objects for which the corporation is organized have been fully accomplished.

In the event of dissolution, the Board of Directors shall after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that 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 country 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 XII

UNINCORPORATED NAME

The name of the unincorporated association that is being incorporated hereby is American Merchant Marine Veterans.