

## SAMPLE

*(This is an example of the Proposed Articles of Incorporation and should not be used as the original)*

### ARTICLES OF INCORPORATION -OF-

*POST NAME*

*POST NO*

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 *POST NAME* *POST NO.*  
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, whosoever.

(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 *POST NAME* *POST NO.* VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC., shall at all times remain under the jurisdiction of, and be governed according to the Congressional Charter, 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.

### **ARTICLE III – MEMBERSHIP: (Continued)**

(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 *POST NAME* *POST NO.*

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	(Name)	(Address)
Post Sr. Vice Commander	(Name)	(Address)
Post Quartermaster	(Name)	(Address)

### **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	(Name & Address), who shall serve as President.
Post Sr. Vice Commander	(Name & Address), who shall serve as Vice-President.
Post Adjutant	(Name & Address), who shall serve as Secretary
Post Quartermaster	(Name & Address), 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	(Name & Address), Director
Post Sr. Vice Commander	(Name & Address), Director
Post Quartermaster	(Name & Address), Director

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 *Post Name Post No.* 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 that 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 (*Street, Highway, Road Address*).

**ARTICLE XIII – DISIGNATION 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 \_\_\_\_\_ Day  
of \_\_\_\_\_, 20\_\_\_\_. *(All subscribers (Article V) must sign and their  
signatures acknowledged).*

\_\_\_\_\_  
L.S.

\_\_\_\_\_  
L. S.

\_\_\_\_\_  
L. S.

## RESIDENT AGENT CERTIFICATE

In pursuance of Florida Statutes, the following is submitted in compliance with said Act; First that Post No. \_\_\_\_\_ 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 \_\_\_\_\_, 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.

---

**REGISTERED AGENT**

STATE OF FLORIDA  
COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me on the \_\_\_\_\_ day of \_\_\_\_\_, by \_\_\_\_\_ who is personally known to me or has produced \_\_\_\_\_ as identification and who did/did not take an oath.

---

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: \_\_\_\_\_

---

