

VFW Dept. of CA, District 2

Restated Articles of Incorporation

Plug and Play Sheet

Comrades, it doesn't get any easier than this. Just fill in the information below (1 – 7) and the form will be automatically completed for you. This keeps you from having to type the same information over and over again.

1. Enter the Post Name or City where you hold your meetings below:
 - a. ALL UPPERCASE: _____
 - b. Upper and Lower Case: _____
2. Enter Post #: _____
3. Enter the County where the Post Meets: _____
4. Enter the Post Corporate ID#: _____ (Seven Numbers)
5. Enter the Date of when these Articles were Adopted: _____
6. Enter the Post Commanders full Name: _____
7. Enter the Post Adjutants full Name: _____

RESTATED ARTICLES OF INCORPORATION
_____, **POST NO. _____**,
VETERANS OF FOREIGN WARS OF THE UNITED STATES,
DEPARTMENT OF CALIFORNIA

1. In compliance with California's Corporation Code Section 7819 (Mutual Benefit Corporation), the undersigned certify they are the President and Secretary of _____, Post NO. _____, Veterans of Foreign Wars of the United States, Department of California; County of _____; Corporate Number C_____; chartered by the United States Congress as a non-profit 501(c)(19) Veterans Organization per Public Law 92-418 on 29 August 1972; and that at the General Membership meeting of _____, the following were adopted and approved:

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

RESTATED ARTICLES OF INCORPORATION
_____, **POST NO. _____**,
VETERANS OF FOREIGN WARS OF THE UNITED STATES,
DEPARTMENT OF CALIFORNIA

ARTICLE I – NAME OF CORPORATION

The name of this corporation is _____, Post NO. _____, Veterans of Foreign Wars of the United States, Department of California.

ARTICLE II – TYPE OF CORPORATION

This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE III - SUBORDINATE CORPORATION

(2)This incorporated subordinate unit of the Veterans of Foreign Wars shall at all times remain under the jurisdiction of, and governed according to, the National Charter and Bylaws of the Veterans of Foreign Wars of the United States, California Code Section 7132(a)(4)(A). (3)In the event of the simultaneous dissolution of this corporation and 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 National Bylaws, rules and regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of this corporation be distributed among the individual members thereof 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 public or private person. (California Corporation Code Section 7132(a)(4)(A)).

ARTICLE IV - PURPOSE

The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law. The nature and purposes of this corporation shall be: Fraternal, patriotic, historical, charitable 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 surviving spouses and orphans; to maintain true allegiance to the government of the United States of America and fidelity to its Constitution and laws; to foster true patriotism; to maintain and extend the institutions of American freedom and to preserve and defend the United States from all her enemies.

ARTICLE V - MEMBERSHIP

The officers of this Post shall be as directed by the Veterans of Foreign Wars and there shall be three Board of Directors established as the Post Commander (President), Senior Vice Commander (Vice President), and Quartermaster (Treasurer of the Board). The active and voting membership of this corporation shall at all times consist of, and be confined to, (1)the active membership in good standing in _____, Post NO. _____, Veterans of Foreign Wars of the United States, Department of California; with eligibility to, acquiring of, suspension from, and discontinuance of membership being in accordance with the National Charter and Bylaws of the Veterans of Foreign Wars of the United States.

ARTICLE VI - BYLAWS

Bylaws 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 and in good standing at a noticed meeting provided each member had been notified at least twenty (20) days in advance and upon request, provided a copy of the proposed Bylaws. However, said Bylaws shall not conflict with the National Charter, Bylaws and Manual of Procedure of the Veterans of Foreign Wars of the United States, nor shall they conflict with the Bylaws of the Department having jurisdiction and providing further a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE VII - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Restated Articles of Incorporation may be made after presentation at a meeting by the Board of Directors and by a two thirds (2/3) vote of the membership present at such meeting and in good standing. A notice of the meeting will be provided each member and the VFW Commander-in-Chief at least twenty (20) days in advance and upon request, provided a copy of the proposed amendments.

ARTICLE VIII - MISCELLANEOUS

In the event of the simultaneous dissolution of this corporation and 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 National Bylaws, rules and regulations of the said Veterans of Foreign Wars of the United States. At no time shall the assets of this corporation be distributed among the individual members thereof 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 public or private person.

3. The foregoing amendment and restatement of Articles of Incorporation for _____, Post NO. _____, Veterans of Foreign Wars of the United States, Department of California, have been duly approved by the Board of Directors on _____.

4. The foregoing amendment and restatement of Articles of Incorporation for _____, Post NO. _____, Veterans of Foreign Wars of the United States, Department of California, have been duly approved by the required vote of the members at the general membership meeting of _____, Post NO. _____, Veterans of Foreign Wars of the United States, Department of California, on _____.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: _____:

President of the Board and Post Commander

_____, Post NO. _____,

Secretary of the Board and Post Adjutant

_____, Post NO. _____,