

RESTATED ARTICLES OF INCORPORATION

OF

RANCHO CORDOVA

POST NO. 10125

(Post Name)

**VETERANS OF FOREIGN WARS OF THE UNITED STATES
DEPARTMENT OF CALIFORNIA**

In compliance with the California Corporations Code, Section 7819, (Mutual Benefit Corporations), the undersigned certify that they are the President and the Secretary of Rancho Cordova
Post No. 10125 Veterans of Foreign Wars of the United States, a California Corporation; Corporate Number C 0211255.

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be Rancho Cordova, POST NO 10125
VETERANS OF FOREIGN WARS OF THE UNITED STATES, a California Corporation.

This corporation is a non-profit mutual benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Mutual Benefit Corporation Law for mutual and charitable purposes.

ARTICLE II - SUBORDINATE CORPORATION

This incorporated subordinate unit of the Veterans of Foreign Wars shall, at all times, remain under the jurisdiction of and be governed according to the Congressional Charter and By-Laws of the Veterans of Foreign Wars of the United States. California Code Section 7132 (a) (4) (A).

ARTICLE III - PURPOSE

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 IV - MEMBERSHIP

The active and voting membership of this corporation shall at all times consist of and be confined to the active membership in good standing in Rancho Cordova POST No 10125
VETERANS OF FOREIGN WARS OF THE UNITED STATES, a California Corporation, with eligibility to, acquiring of, suspension from, and discontinuance of membership being in accordance with the National Charter and By-Laws of the Veterans of Foreign Wars of the United States.

ARTICLE V – INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) Directors and the initial Board of Directors shall be as follows:

Post Commander acting as President of the Board.

Post Senior Vice Commander acting as Vice President of the Board.

Post Quartermaster acting as Treasurer of the Board.

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 Post Adjutant who shall be appointed by the Post Commander on the night of installation or as soon thereafter as possible.

ARTICLE VI – 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 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 By-Laws. However, said By-Laws shall not conflict with the National Charter, 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 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 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 provided each member had been notified at least twenty (20) days in advance and upon request, provided a copy of the proposed amendments. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State, and in accordance with the National Charter, 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 further a copy of same shall be forwarded, through channels, and reviewed by the Commander-in-Chief before becoming effective.

ARTICLE VIII – MISCELLANEOUS

In the event of dissolution of this corporation all of the assets shall be the property of
Rancho Cordova POST NO. 10125 VETERANS OF FOREIGN
WARS OF THE UNITED STATES, a California Corporation, and 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 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 IX – ADDRESS AND REGISTERED OFFICE AND AGENT:

The address of the initial Registered Office is 202 Whispering Pines Dr Rancho Cordova CA 95670

The name of its initial Agent for service of process is Barry Philbin

IN WITNESS WHEREOF we have hereunto set our hands and seals this 7th day of May, 2012.



Maurice Johnson L.S.



David Hobbs L.S.



Barry Philbin L.S.