

RESTATED ARTICLES OF INCORPORATION OF
OSMOND K. INGRAM SHIP, POST NO. 1774,
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 Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California; California Corporate Number C0197627.

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

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ARTICLE I – NAME OF CORPORATION

The unchanged name of this corporation is Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California.

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 activities, other than credit union business, for which a corporation may be organized under such law. This corporation elects to be governed by all the provisions of the new law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.

ARTICLE II - SUBORDINATE CORPORATION

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). 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 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

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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 Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California; a California Corporation 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 V - OFFICERS

The positions of the Officers of the Post who are to serve as Officers of the Corporation are as follows:

Post Commander will serve as President of the Board
Post Senior Vice Commander will serve as Vice President of the Board
Post Quartermaster will serve as Treasurer of the Board
Post Adjutant will serve as Secretary of the Board.

All the above shall be elected at a regular meeting of the Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California, to be held during the month of April of each year with the exception of the Post Adjutant who shall be appointed by the Post Commander on the day of installation or soon thereafter as possible. The positions of Post Quartermaster and Adjutant may be combined per decision of Post Commander/President of the Board. All actions of the Board of Directors shall always be subject to membership approval.

ARTICLE VI – INITIAL BOARD OF DIRECTORS

This Corporation shall have three (3) Directors and the initial Board of Directors shall be:

Post Commander, acting as President of the Board
Vice Commander, acting as Vice President of the Board
Post Quartermaster, acting as Treasurer of the Board

ARTICLE VII - 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.

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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 VIII - 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 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 IX - 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. Any of the assets of this corporation shall never 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.

The foregoing restatement of Articles of Incorporation for Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California, have been duly approved by the Board of Directors on 8 March 2016. Further, the foregoing restatement of Articles of Incorporation for Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California, have been duly approved by the membership at the general membership meeting of the same held at 8118 University Ave., La Mesa, CA. on 8 March 2016.

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.

IN WITNESS, WHEREOF we have hereunto set our hands and seals this 8th Day of March 2016:

JOHN R. PORATH

President of the Board and Post Commander of Osmond K. Ingram Ship, Post No. 1774, Veterans of Foreign Wars of the United States, Department of California

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ROGER M. ROTTER

Vice President of the Board and Post Vice Commander of Osmond K. Ingram Ship, Post No. 1774,
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LEONARDO J. GUCCIONE

Treasurer of the Board/Acting Secretary and Quartermaster/Adjutant of Osmond K. Ingram Ship,
Post No. 1774, Veterans of Foreign Wars of the United States, Department of California

NOTE: These Restated Articles of Incorporation replaced those written and approved in 1945. This document was approved by the VFW Department of California Dec 2016, the VFW Commander in Chief on 9 Jan 2017, and the Attorney General of the State of California on 7 Feb 2017. Documents with signatures are on file in the office of the Adjutant of O.K. Ingram Ship Post #1774.