



VETERANS OF FOREIGN WARS OF THE UNITED STATES

www.vfw.org | info@vfw.org

March 24, 2011

Daniel Schmaltz, Commander
District 2
Department of California, VFW
14622 Belmar Circle
Huntington Beach, CA 92647-2333

Through Channels

Re: Proposed Articles of Incorporation
District 2
Department of California, VFW
(Reviewed)

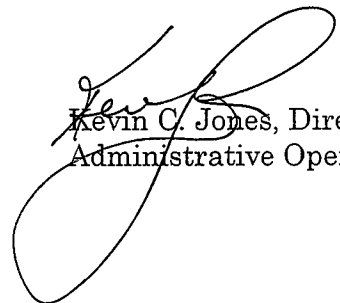
Dear Mr. Schmaltz:

Receipt is acknowledged of the proposed Articles of Incorporation for **District 2, Department of California, Veterans of Foreign Wars of the United States**, submitted through channels for the review of the Commander-in-Chief in accordance with Section 708 of the National By-Laws.

Pursuant to the recommendation to the Department Commander, the proposed Articles of Incorporation have been reviewed for compliance with Section 708 of the National By-Laws and Manual of Procedure.

A copy of the reviewed papers has been retained for our files, the other(s) herewith returned.

Sincerely,


Kevin C. Jones, Director
Administrative Operations

KCJ:mv
Enc: Articles of Incorporation (1)
cc: Department Adjutant

ARTICLES OF INCORPORATION

DISTRICT #2, Department of California

VETERANS OF FOREIGN WARS OF THE UNITED STATES

In accordance with the provisions of the State of California, 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 Statutes.

ARTICLE I - NAME:

The name of this corporation shall be: District # 2, Department of California, VETERANS OF FOREIGN WARS OF THE UNITED STATES, INC.

ARTICLE II - PURPOSES:

The general 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 widows 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, whomsoever.

This incorporated subordinate unit of the VETERANS OF FOREIGN WARS OF THE UNITED STATES, 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. In the event that any provision of this Certificate 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, and the National Charter and By-Laws shall, at all times, govern.

ARTICLE III - 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 District #2, Department of California, VETERANS OF FOREIGN WARS OF THE UNITED STATES, 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 IV - INCORPORATORS:

The names and residences of the incorporators of this Corporation are as follows:

District Commander: Dan Schmaltz, 14622 Belmar Circle, Huntington Beach, California 92647
(Name) (Address)

District Sr. Vice Commander: Lou Jordan, 6362 Cymbal Street, Anaheim, California 92807
(Name) (Address)

District Quartermaster: William C. Manes, 25665 Fishermans Drive, Dana Point, California 92629
(Name) (Address)

ARTICLE V - MANAGEMENT & ELECTIONS:

The Board of Directors shall manage the affairs of this Corporation and shall consist of the District Commander, the District Sr. Vice Commander, and the District Quartermaster, and they shall be elected at District Convention to be held during the month of each and every year in accordance with the By-Laws of the Veterans of Foreign Wars of the United States. Actions of the Board of Directors as set forth herein shall be at all times subject to the approval of the District.

ARTICLE VI - OFFICERS:

The names and addresses of the Officers of the District, who are to serve as Officers of the Corporation until their successors are duly elected and installed, are as follows:

District Commander: Dan Schmaltz, 14622 Belmar Circle, Huntington Beach, California 92647,
(Name) (Address)
who shall serve as President.

District Sr. Vice Commander: Lou Jordan, 6362 Cymbal Street, Anaheim, California 92807,
(Name) (Address)
who shall serve as Vice President.

District Adjutant: Brian Smith, 13881 Purdy Street, Garden Grove, California 92884,
(Name) (Address)
who shall serve as Secretary.

District Quartermaster William C. Manes, 25665 Fishermans Drive, Dana Point, California 92629,
(Name) (Address)
who shall serve as Treasurer.

All of the above shall be elected at the District Convention to be held during the month of May of each and every year, except the Post Adjutant who shall be appointed by the District Commander on the night of installation or as soon thereafter as possible.

ARTICLE VII - INITIAL BOARD OF DIRECTORS:

This corporation shall have not less than three (3) Directors and the initial Board of Directors shall be as follows:

District Commander: Dan Schmaltz, 14622 Belmar Circle, Huntington Beach, California 92647 , Director
(Name) (Address)

District Sr. Vice Commander: Lou Jordan, 6362 Cymbal Street, Anaheim, California 92807 ____ , Director
(Name) (Address)

District Quartermaster: William C. Manes, 25665 Fishermans Drive, Dana Point, California 92629, Director
(Name) (Address)

The above Directors shall serve until the next election of District Officers during the month of July of each and every year and who, by virtue of their office, shall serve as Directors of the Corporation.

ARTICLE VIII - BY-LAWS:

By-Laws for this corporation may be made, altered, or rescinded after presentation to the District by any member in good standing and approved by a two-thirds (2/3) vote of the District Delegates present and in good standing at a District Convention. 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 IX - AMENDMENTS TO ARTICLES OF INCORPORATION:

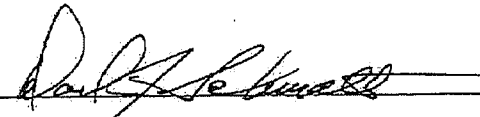

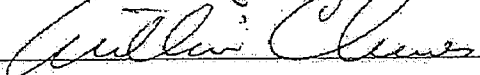
Amendments to these Articles of Incorporation may be made after presentation to the District by any member in good standing and approved by a two-thirds (2/3) vote of the District Delegates present and in good standing at a noticed meeting. However, said Amendments to the Articles of Incorporation shall be in accordance with the Laws of the State, 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 X - MISCELLANEOUS:

In the event of dissolution of this corporation all of the assets shall be the property of District # 2 Department of California VETERANS OF FOREIGN WARS OF THE UNITED STATES 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 XI - ADDRESS AND REGISTERED OFFICE AND AGENT:

The address of its initial Registered Office is 14622 Belmar Circle, Huntington Beach, California 92647 and the name of its initial Registered Agent is Daniel J. Schmaltz.
IN WITNESS WHEREOF we have hereunto set our hands and seals this 13th day of February, 2011.
(All incorporators (Article IV), must sign and their signatures acknowledged).

 _____ L.S.
 _____ L.S.
 _____ L.S.

APPROVED 2-23-11
FOR THE DEPARTMENT COMMANDER

 _____
STATE ADJUTANT

Rev.VFWHQ_AdminOps_2_09

REVIEWED **MAR 24 2011**
FOR THE COMMANDER-IN-CHIEF

JOHN J. McNEILL, JR.
ASSISTANT ADJUTANT GENERAL
BY KEVIN C. JONES, DIRECTOR
ADMINISTRATIVE OPERATIONS

Veterans of Foreign Wars

FEB 24 2011

Administrative Operations