

R. Kyle Ardoin
SECRETARY OF STATE

State of Louisiana
Secretary of State



COMMERCIAL DIVISION
225.925.4704

02/10/2020

Administrative Services
225.932.5317 Fax
Corporations
225.932.5314 Fax
Uniform Commercial Code
225.932.5318 Fax

ONLINE FILING
JOHNLAWE@MSN.COM

MILITARY-VETERANS ADVOCACY, INC.

It has been a pleasure to approve and place on file your Restated Articles. The appropriate evidence is attached for your files.

Payment of the filing fee is acknowledged by this letter.

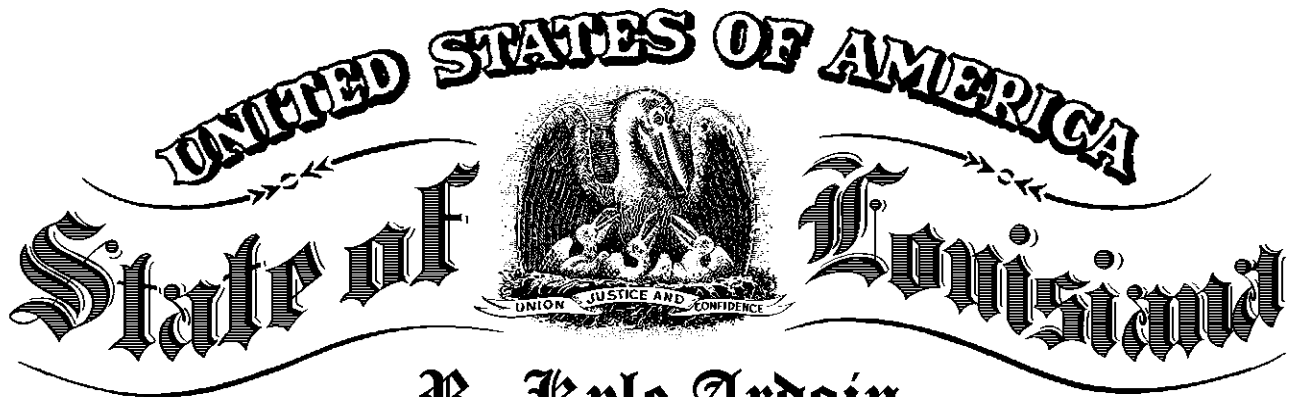
In addition to email and text notifications, business owners now have the option to enroll in our secured business filings (SBF) service. This service is available online, at no charge, by filing a notarized affidavit. Upon enrollment, an amendment cannot be made to your entity without approval using your personal identification number. This is another way to protect your business from fraud and identity theft.

Please note that as of January 1, 2018, business owners in the following parishes will be required to file all available business documents online through **geauxBIZ**: Ascension, Bossier, Caddo, Calcasieu, East Baton Rouge, Jefferson, Lafayette, Livingston, Orleans, Ouachita, Rapides, St. Tammany, Tangipahoa and Terrebonne.

Online filing options are available if changes are necessary to your registration or if you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,

The Commercial Division
AP



R. Kyle Ardoin
SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of Restated Articles of Incorporation of

MILITARY-VETERANS ADVOCACY, INC.

Domiciled at SLIDELL, LOUISIANA,

Was filed and recorded in this Office on February 09, 2020.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

February 10, 2020

Secretary of State

AP 40996337N



Certificate ID: 11167622#4CF52

To validate this certificate, visit the following web site, go to **Business Services**, **Search for Louisiana Business Filings**, **Validate a Certificate**, then follow the instructions displayed.
www.sos.la.gov



R. Kyle Ardoin
SECRETARY OF STATE

As Secretary of State, of the State of Louisiana, I do hereby Certify that
the attached document(s) of

MILITARY-VETERANS ADVOCACY, INC.

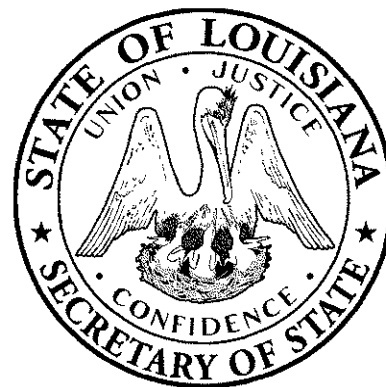
are true and correct and are filed in the Louisiana Secretary of State's Office.
43774237 RESTA 02/09/2020 5 pages

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

February 10, 2020

Secretary of State

AP 40996337N



Certificate ID: 11167623#CFG62

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.

www.sos.la.gov

RESTATED ARTICLES OF INCORPORATION

OF

Military-Veterans Advocacy, Inc.
A Louisiana Non-Profit Corporation

Article One

The name of this corporation is Military-Veterans Advocacy, Inc. This restatement accurately copies the articles and all amendments thereto in effect at the date of the restatement, without substantive change except as made by any new amendment or amendments contained in the restatement. Each amendment has been effected in conformity with law. The corporation was formed and incorporated on December 6, 2012.

Article Two

The organization is organized exclusively for charitable, religious, educational, or scientific purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Specifically the organization will provide legal services, education and defense to members of the armed forces, counseling, education and assistance to veterans in obtaining veterans benefits and advocating for legislation on the federal, state and local level to benefit veterans. The organization will defend the religious rights of members of the armed forces. The corporation may, for such purposes, make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the United States Internal Revenue Code (as may be amended).

Article Three

The corporation shall enjoy perpetual corporate existence unless sooner dissolved in accordance with law.

Article Four

This corporation is a non-profit corporation. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons. The corporation shall, however, be authorized and empowered to pay the employees and contractors reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Two. The corporation shall also be authorized to reimburse directors only for actual expenses incurred while fulfilling duties as a member of the board of directors. No part of the activities of the corporation shall be on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the United States Internal Revenue Code (as may be amended) or (b) by a corporation, contributions to which are deductible under Section 170 of the United States Internal Revenue Code (as may be amended).

Article Five

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government or to a state or local government for a public purpose.

Article Six

The location and municipal address of this corporations registered office is:

Military-Veterans Advocacy, Inc.
769 Robert Blvd., Suite 201D
Slidell, LA 70458

Article Seven

The full name and municipal address of this corporation's registered agent is:

John B. Wells
769 Robert Blvd., Suite 201D
Slidell, LA 70458

Article Eight

The full name and address of the incorporator is:

John B. Wells
769 Robert Blvd., Suite 201D
Slidell, LA 70458

Article Nine

The corporation shall be governed by the Management Council that shall consist of not less than seven and not more than twenty members.

The Management Council is required to stand for election by ballot that shall be distributed to all members. A thirty day nomination period shall precede the distribution of the ballots in which any member may nominate themselves or any other member for the Management Council. The results of the election shall be announced at an annual meeting of the members that shall be scheduled by them. The meeting may be held electronically and notices will be sent to all members by the Management Council with the ballots. Additionally, the Management Council shall distribute with the ballots a brief biography/platform (not to exceed 300 words) of all candidates. The Board of Advisors, by adoption of bylaws, may provide for procedures of subsequent elections fo the Management Council that are not inconsistent with

these Articles. (Revised November 2019).

Article Ten

The corporation is organized on a non-stock basis. The corporation shall have one class of members. Any natural person over the age of 18 may become a member of the corporation. Each member shall have one vote. Honorably discharged veterans will receive an additional vote and those members awarded the Purple Heart or Medal of Honor shall have three votes and all members shall have equal rights and privileges. Cumulative voting and proxy voting within the scope of R.S. 12:232C is not allowed. The Management Council may require membership dues and prescribe other provisions for maintaining membership status. Pursuant to La. R.S. 12:217 (2000). All members of the Management Council and Board of Directors and any Director shall be deemed members of the corporation. (November 2019).

Article Eleven

The corporation shall also establish a Board of Directors that shall be appointed by the Management Council. The Board of Directors shall serve for a period of two years and may be reappointed by the Management Council. The duties of the Board of Directors are to monitor and advise the Management Council, to represent the corporation and to raise money for the operation of the corporation. (Revised November 2019).

Article Twelve

The Management Council may from time to time establish certain specialized Sections to promote the goals of Military-Veterans Advocacy. Initially, two Sections are established: The Blue Water Navy and Agent Orange Survivors of Guam. Sections shall have the status of Committees under Louisiana law and shall maintain their own organizational structure subject to approval by the Management Council. Sections may from time to time hold meetings, keeping minutes to be forwarded to the Management Council. Sections may also maintain their own social media outreach programs, keeping the Management Council informed. All funding, media relations, legislative activities and litigation shall be maintained by the corporation. The corporation shall approve all expenditures. (Revised November 2019).

Article Thirteen

The power of indemnification under the Louisiana Revised Statutes shall not be denied or limited by the bylaws.

Article Fourteen

The incorporators, officers and Advisors of this corporation claim the benefits of the limitation of liability of the provisions of the Louisiana Revised Statutes (as may be amended) to the fullest extent permitted by law as fully and completely as though said provisions were recited herein in full.

Article Fifteen

The corporation's federal tax identification number is 72-3890520.

Article Sixteen

Whenever by any provision of law, the articles or the by-laws, the affirmative vote of the Management Council is required to authorize or constitute corporate action, the consent in writing to such corporate action signed by all of the members of the Management Council, having voting power on the particular question, shall be sufficient for the purpose, without necessity for a meeting of the Management Council. This consent, together with a certificate by the secretary of the corporation to the effect that the subscribers to the consent constitute all of the members of the Management Council entitled to vote on the particular question, shall be filed with the records of proceedings of the Management Council. (Revised November 2019).

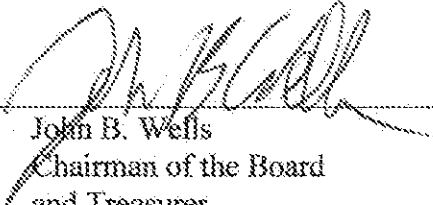
Article Seventeen

The Annual Meeting of members shall be held during the month of November each year. The Management Council is authorized to devise a method where members can participate electronically by telephone or webcast. The Management Council shall cause written notice of the time, place and purpose of the meeting to be given to all members entitled to vote at such meeting, at least twenty-one days and not more than thirty days prior to the day fixed for the meeting. Notice of the annual meeting need not state the purpose thereof, except as otherwise provided in this Chapter if a specified action is to be taken at the meeting. If such written notice is placed in the United States mail, postage prepaid, and addressed to a member at his or her last known address, or sent electronically to the member's last known electronic mail address, notice shall be deemed to have been given him or her. Notice of any meeting may be waived in writing by any member at any time; the written waiver need not specify the purpose of or the business to be transacted at the meeting; and such notice shall be deemed to have been given to, or waived by, all members present or represented at any such meeting except any member who, at the beginning of the meeting, objects to the transaction of any business because the meeting is not lawfully called or convened. A quorum for the meeting of members is a majority of the Management Council. Subsequent to his death or resignation the quorum shall be twenty members in good standing. For the purpose of determining members entitled to notice of, and to vote at, a meeting of the members, all members in good standing as of the adjournment of the October board meeting shall receive notice and be entitled to vote at the annual meeting of members. For special meetings of the members, all members in good standing as of the close of business of the day before the notice is transmitted shall receive notice and be entitled to vote at the annual meeting of members. (Revised November 2019).

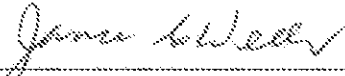
Article Eighteen

An amendment altering the articles may be adopted by two-thirds of the voting members present, at any annual or special meeting of members the notice of which set forth the proposed amendment or a summary of the changes to be made thereby. A quorum must be present at the

meeting at which the amendment to the articles is to be considered. The notice of such meeting must be transmitted to the members pursuant to Article Seventeen of these Articles. (Revised November 2019).

Signed:  February 9, 2020
John B. Wells Date
Chairman of the Board
and Treasurer

Sworn to and subscribed before me, Notary Public, this 9th day of February, 2020.


Janice C. Wells
Notary Public #54928

