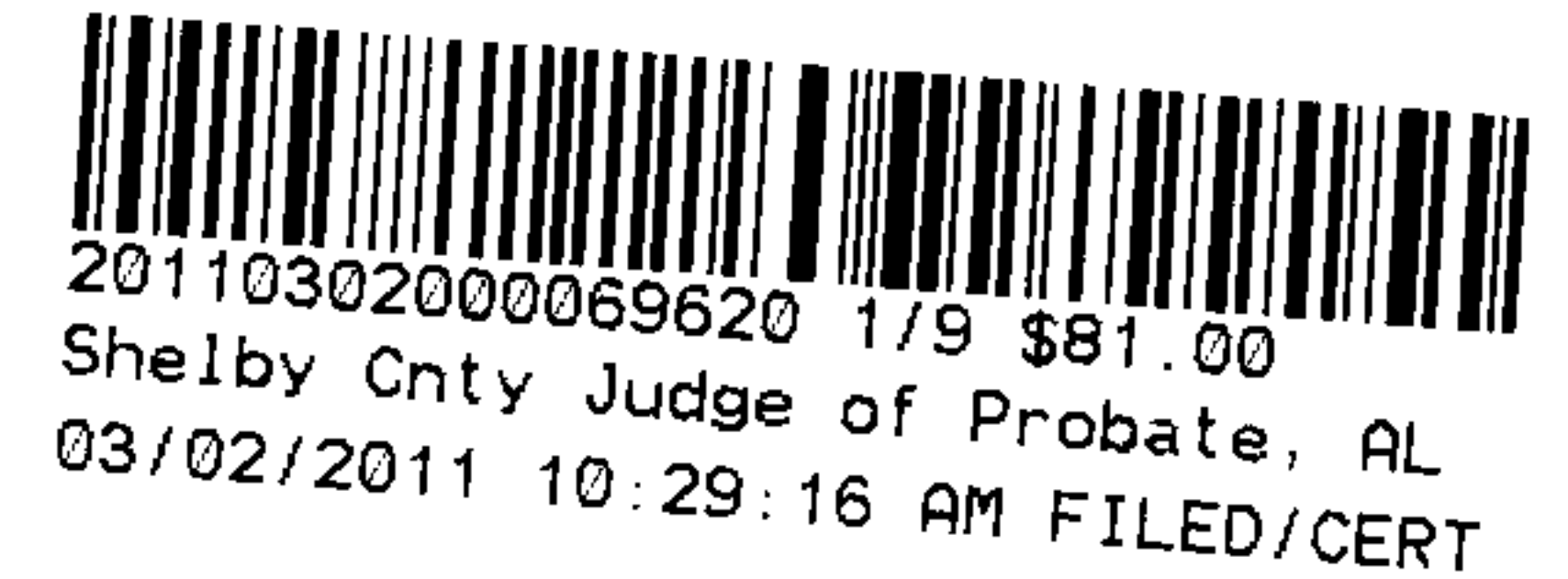


STATE OF ALABAMA
DOMESTIC NON-PROFIT CORPORATION
ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION GUIDELINES



INSTRUCTIONS (PLEASE TYPE)

FILE THE ORIGINAL AND TWO COPIES IN THE COUNTY WHERE THE ORIGINAL ARTICLES OF INCORPORATION ARE FILED. IF THE AMENDMENT CHANGES THE NAME, THE SECRETARY OF STATE'S FEE IS \$10. OTHERWISE, THERE IS NO FEE FOR FILING A NON-PROFIT AMENDMENT. THE PROBATE JUDGE'S MINIMUM FEE FOR FILING AN AMENDMENT IS \$10.

PURSUANT TO THE PROVISIONS OF THE ALABAMA NONPROFIT CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT.

- Article I The name of the corporation:
VETTES FOR VETS (VETTES-4-VETS) 27-3675395
- Article II The following amendment was adopted:
ARTICLE I, SECTION 3,4,5,6 (SEE ATTACHMENT)
ARTICLE VIII, SECTION 1 (SEE ATTACHMENT)
- Article III The date of the meeting of the members where the amendment was adopted, a quorum was present, and the amendment received at least two-thirds of the votes entitled to be cast: 02-28-2011
- Article IV If there was no meeting, attach a statement that such amendment was adopted by written consent and signed by all members entitled to vote.
- Article V If there are no members or no members are entitled to vote, attach a statement indicating this fact, the date of the Board of Directors meeting at which the amendment was adopted, and that the amendment was adopted by the vote of a majority of the directors in office.

Date: March 02, 2011

Mark Davis
Signature of President or Vice President

STATE: Alabama

John O'Malley
Signature of Secretary or Assistant Secretary

COUNTY: Jefferson

BEFORE ME THE UNDERSIGNED AUTHORITY IN AND FOR SAID COUNTY AND STATE, PERSONALLY APPEARED JOHN O'MALLEY WHO BEING BY ME FIRST DULY SWORN, DOTH DEPOSE AND SAY THAT HE/
SHE IS THE SECRETARY OF VETTES FOR VETS, AN ALABAMA
CORPORATION, AND THAT THE FOREGOING STATEMENTS CONTAINED IN THIS AMENDMENT ARE TRUE, FULL AND CORRECT.

John O'Malley
SIGNATURE OF OFFICER ABOVE

SUBSCRIBED AND SWORN TO BEFORE ME ON THIS THE 2nd DAY OF March, 2011, IN WITNESS
WHEREOF I HERETO SUBSCRIBE MY NAME AND AFFIX THE SEAL OF MY OFFICE.

Kelly B. Mullin
SIGNATURE OF NOTARY

Kelly B. Mullin
Notary Public State At Large
My COMMISSION EXPIRES
Commission Expires
June 28, 2013



Vettes For Vets Foundation **Articles / Bylaws**

20110302000069620 2/9 \$81.00
Shelby Cnty Judge of Probate, AL
03/02/2011 10:29:16 AM FILED/CERT

ARTICLE I - ORGANIZATION

1. The organization's name shall be Vettes For Vets and do business as Vettes For Vets or (Vettes-4-Vets). The principal corporate office of Vettes for Vets shall be located at such place in Shelby County, State of Alabama, as the board of directors may determine from time to time.
2. Vettes For Vets Federal Identification Number is **27-3675395**
- ③ 3. Vettes For Vets is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- ④ 4. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof.
- ⑤ 5. No substantial part of the activities of the organization shall be the carrying on of propaganda or otherwise attempting to influence legislation. The organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- ⑥ 6. Notwithstanding any other provision of this document, the organization shall not carry on any other purposes not permitted to be carried on [A] by an organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or [B] by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE II - PURPOSE

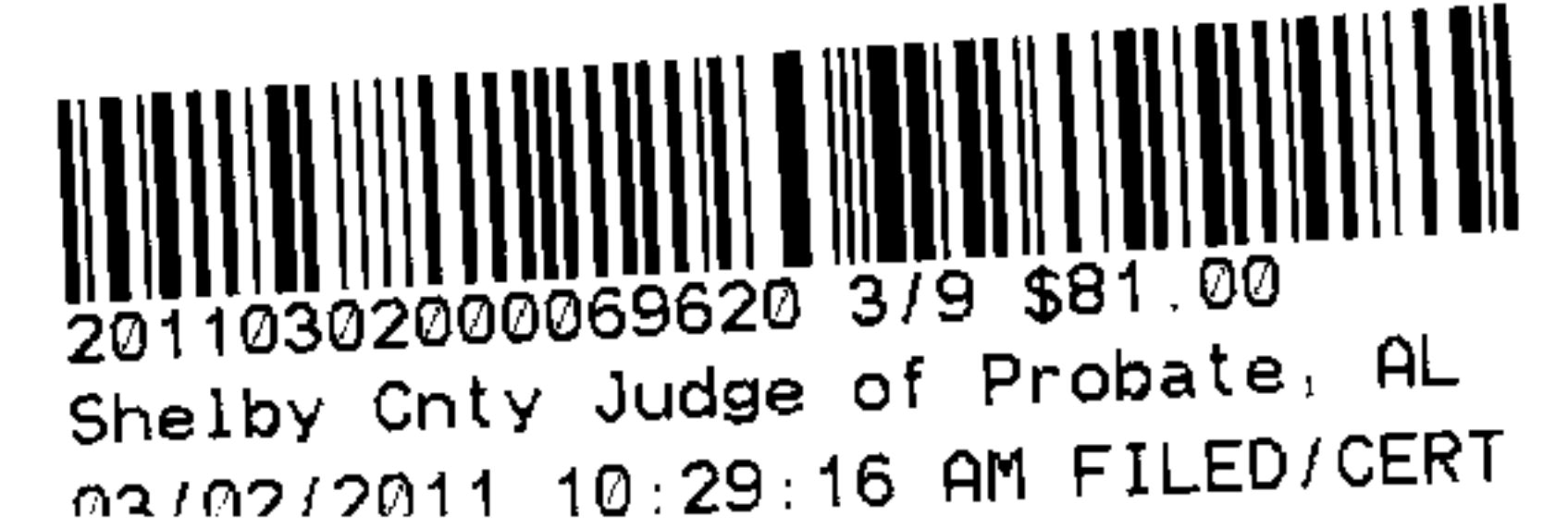
1. **Vision Statement:** Establishment of a fundraising vehicle to assist nonprofit organizations raise funds to assist Veterans, military personnel, and/or their families in distress, need, and related causes.
2. **Mission Statement:** Vettes For Vets Foundation will create, plan, and coordinate various local, regional, and national fundraising events, solo or in partnership with other 501 (c) 3 non-profit organizations to assist selected non-profit organizations and/or entities in good standing to help Alabama Veterans, current Alabama military personnel, and/or their family members in distress or need.

ARTICLE III - DIRECTORS

1. The Vettes For Vets will establish a Board of Directors whose function is to elect the Board president, and oversee the strategic direction and business of the Vettes For Vets in executing its stated mission.



Vettes For Vets Foundation
Articles / Bylaws



2. The Board of Directors is limited to eleven members, initially appointed by the founders, and there after by the Board of Directors.
3. Directors shall be elected for a term of two years and may succeed themselves indefinitely with a seventy percent approval of the Board of Directors; a Director's term starts the first day of the following month he or she is elected, and serves at the pleasure of the Board of Directors.
4. Appointment as a Director requires approval by seventy percent of the Vettes for Vets' Board of Directors. The Board of Directors will serve the Foundation without financial remuneration, but shall not be disqualified from receiving reasonable, competitive, and customary compensation for services rendered to and for the benefit of the Foundation in any capacity approved by seventy percent of the Board of Directors.
5. Founding members will be Officers and/or Directors, and will serve on the Vettes For Vets Board of Directors in perpetuity unless otherwise decided and approved by seventy percent of the Board of Directors.
6. Directors may be removed from the Board when sufficient cause exists for such removal in the judgment of seventy percent of the Active Board of Directors by secret ballot. An active Director is defined as a Director in good standing and having attended a minimum of fifty percent of Board meetings.
7. Names and address of founding and current Officers and Directors are listed in Appendix A.
8. At its discretion, the Board of Directors will appoint by a seventy percent majority vote, an active Director to the position of Executive Director to oversee the Foundation's business on a daily basis. The Executive Director is a non-paid position. The Executive Director reports to the Board of Directors via the President. In the absence of an Executive Director, the President shall assume the role and duties of the Executive Director until the Executive Director position is filled or an interim Executive Director is appointment by the Board of Directors.
9. A simple majority of the Active Board members must be present to conduct Foundation business at an official meeting. Each Director shall have one vote. The President shall vote only in the event of a tie.
10. An annual Foundation budget will be prepared by the President, Executive Director, and Treasurer, and presented for approved by seventy percent of the Board of Directors in the fourth quarter of each year for the subsequent fiscal year-January thru December.

ARTICLE IV - OFFICERS

1. The Officers of the Vettes For Vets Foundation shall be as follows:
 - a. President
 - b. Executive Director
 - c. Secretary
 - d. Treasurer



Vettes For Vets Foundation
Articles / Bylaws

20110302000069620 4/9 \$81.00
Shelby Cnty Judge of Probate, AL
03/02/2011 10:29:16 AM FILED/CERT

2. The **PRESIDENT** by virtue of the office, shall be Chairperson of the Board. Other duties include review of all Foundation records to ensure they are properly kept per Section 501 (c) 3 guidelines and filed as required by law, approved to sign Foundation checks and/or drafts, and have such additional powers and responsibilities as assigned by the Board of Directors. Further, the President will establish an annual operating budget to be approved by the Board of Directors. In addition, the President is a member of all standing committees.
3. The **EXECUTIVE DIRECTOR** aside from overseeing the daily operation of the Foundation, he or she, shall assume the duties of the President in his or her absence and as from time to time requested by the President.
4. The **SECRETARY** shall keep the minutes and records of the Foundation in an appropriate and safe manner. Other duties include filing any certificate required by any federal or state statute, preparing and giving notice of regular or special meetings to Board members, be the official custodian of records both current and historical, and shall attend to all official correspondence and communications of the Foundation.
5. The **TREASURER** shall have the fiduciary care and custody of all monies belonging to the Foundation; and oversee all records of receipts, donations, deposits, and disbursements. The Treasurer shall co-sign all checks and drafts over \$100.00. The Treasurer shall open and maintain a checking & savings account at a reputable financial institution to address the business needs of the Foundation; and shall make a financial report on demand to the President and/or at official Board meetings, and shall schedule an annual Audit review. Further, the Treasurer will ensure all tax forms are completed in a timely fashion and submitted per Federal and state regulations. In addition, the Treasurer will oversee the establishment of a reasonable cash reserve to finance fundraising operations.
6. Officers shall be elected for a term of two years and may succeed themselves in said position for additional terms with approval of seventy percent of the Board of Directors. An officer's term starts the first day of the following month he or she is elected. The Secretary and Treasurer positions may be combined at the discretion of the Board of Directors.

ARTICLE V - FOUNDATION MEETINGS

1. The Vettes For Vets Board will meet officially a minimum of four times per year at a time and place so designated by the Board of Directors.
2. The presence of fifty-one percent or more of the Active Board of Directors shall constitute a quorum necessary to conduct Foundation business unless otherwise stated in the articles/bylaws. The President shall preside over all meetings, and in his or her absence the Executive Director.
3. Notice of a special meeting shall be sent via e-mail to all members at least ten days prior to the scheduled date of the special meeting. Such notice shall state the reasons for the called meeting, the business to be transacted at such meeting and by whom it is called. No other business other than that specified in the notice may be transacted without the unanimous consent of all present at the special meeting.



Vettes For Vets Foundation
Articles / Bylaws

20110302000069620 5/9 \$81.00
Shelby Cnty Judge of Probate, AL
03/02/2011 10:29:16 AM FILED/CERT

4. The Secretary will record the minutes and prepare the minutes for Board approval at the next scheduled meeting; and a copy of the minutes will be sent via e-mail to Directors to review at minimum, ten calendar days prior to the next scheduled Board meeting. In the absences of the Secretary, the Treasurer will record the minutes.

ARTICLE VI - VOTING

1. Voting at all meetings other than the election of officers shall be by a show of hands and/or yea or nay; officers will be elected by secret ballot. The Board will also use e-mail to vote electronically; a "no response" to an e-mail request for vote (ERFV) is recorded as a "yea" or "affirmative" vote. Ten calendar days are allowed to respond to an e-mail vote; e-mail voting is considered secret and reported accordingly.
2. All active Board of Directors present shall be entitled to one vote.
3. An ACTIVE Officer or Director is defined as a Board member in good standing and who has attended fifty percent or more of scheduled Board meetings. However, at the President's discretion, exception is allowed for a director(s) living outside the greater Birmingham, AL area.
4. A Director can vote by PROXY by assigning his or her vote to another active director and authorize that director to cast the proxy vote as directed by the authorizing director; if authorized, that director can cast a proxy vote as he or she desires.

ARTICLE VII - CONFLICT OF INTEREST

1. It is the fiduciary responsibility of every Officer and Director to protect the assets of the Foundation and its good name in accordance with Section 501 (c) 3; and to expeditiously report to the Board of Directors any discrepancies and/or conflicts of interest issues.
2. Further, any and all Officers and Directors must disclose to the Board of Directors any potential or actual conflict of interest as it pertains to Foundation operations, business relationships and dealings, employees, volunteers, and its Directors and their family members.

ARTICLE VIII - DISSOLUTION

- ①. Upon the dissolution of the 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 a state or local government for a public purpose. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organizations, which are organized and operated exclusively for such purposes, as said Court shall determine.
2. The Treasurer will close any and all financial accounts, and distribute funds per Article VIII, Section 1.



Vettes For Vets Foundation
Articles / Bylaws

20110302000069620 6/9 \$81.00
Shelby Cnty Judge of Probate, AL
03/02/2011 10:29:16 AM FILED/CERT

3. The Secretary will notify all concerned parties about the Foundation's dissolution, and file any and all notices and documents required by law to the appropriate entities. Copies of the Foundations minutes, regulatory, and historical documentation will be kept for three-year in a prepaid safety deposit box at a reputable bank.

ARTICLE IX - SPIRIT

1. The Vettes For Vets and its Board of Directors will operate and function within the intent and spirit of Section 501 (c) 3 in all its doings and undertakings.
2. The validity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event, these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

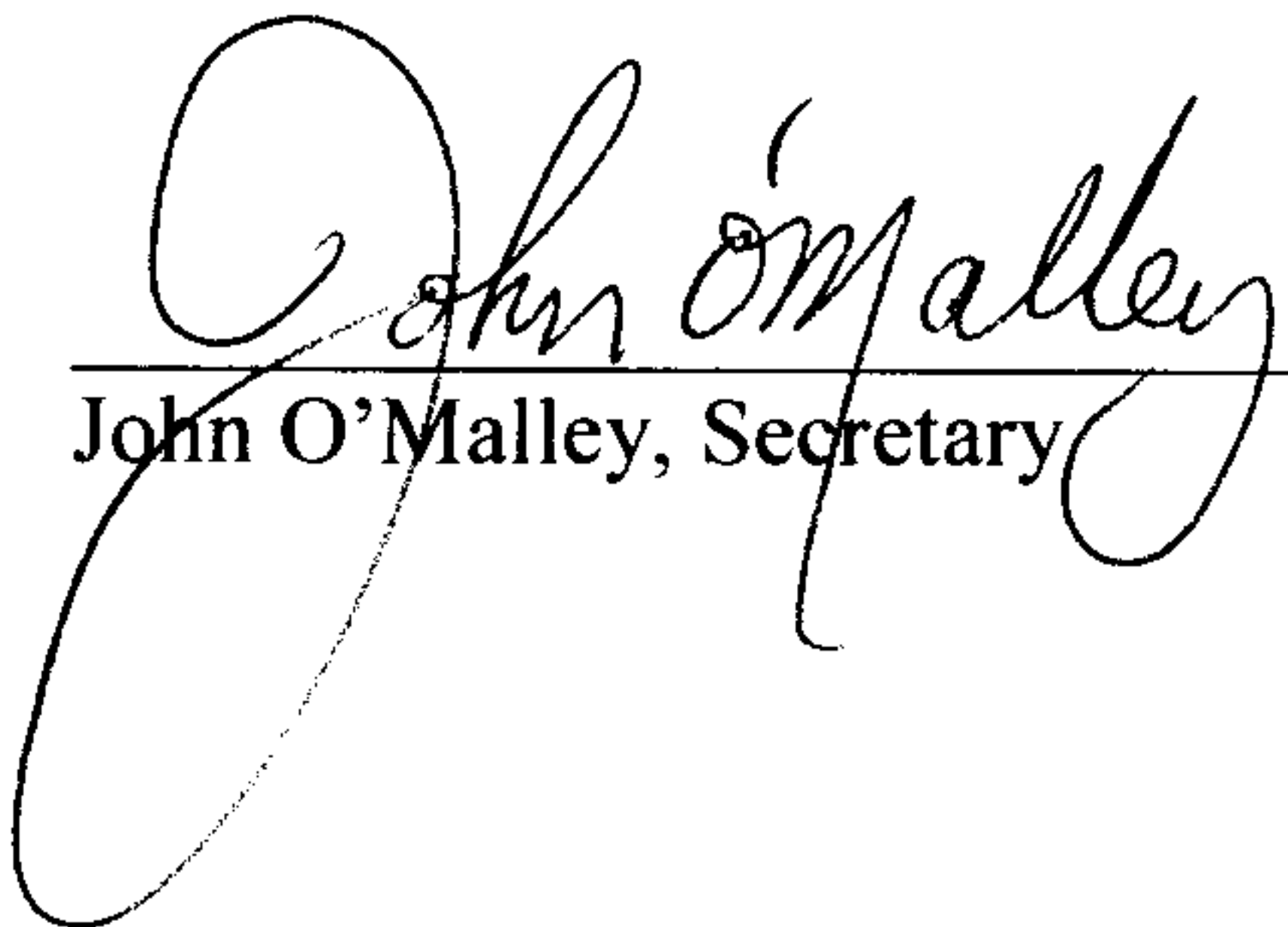
ARTICLE XI - LIABILITY

1. Vettes for Vets assumes no responsibility for injuries sustained by or damages resulting from the acts or omissions of the Board of Directors, individual members, and contractors of the Foundation, and agrees to indemnify and hold harmless directors and officers from claims arising out of their director or officer activities.

ARTICLE XII - REVISIONS

1. These Bylaws may be altered, amended or repealed by the Board of Directors from time to time. Notwithstanding the foregoing, Article IV of these bylaws may be amended only upon the affirmative vote of at least seventy percent of the Board of Directors.
2. The Secretary will record all revisions to the Articles and Bylaws approved in accordance with Article X, Section 1 in the Revision Appendix of this document, and inform the IRS as required.

Certified as a true and correct copy of the Articles / Bylaws of the Corporation, this 28th day of February, 2010.


John O'Malley, Secretary



Vettes For Vets Foundation
Articles / Bylaws

20110302000069620 7/9 \$81.00
Shelby Cnty Judge of Probate, AL
03/02/2011 10:29:16 AM FILED/CERT

APPENDIX A - BOARD OF DIRECTORS / OFFICERS

Officers / Directors:

1. Mark Davis / President*/**
 - a. 826 Heatherwood Trail, Hoover, AL 35244
 - b. (205) 266-0632 / mkdavis@mindspring.com
2. Jeff Williams / Executive Director*
 - a. 701 Percy Drive, Deatsville, AL 36022
 - b. (205) 492-2515 / jawilliams@trane.com
3. John O'Malley / Secretary**/**
 - a. 337 Turnberry Road, Birmingham, AL 35244
 - b. (205) 995-8495 / jom@strategicvisionsinc.com
4. Bill Ringler / Treasurer*
 - a. 2816 Ashley Wood Drive, Vestavia Hills, AL 35216
 - b. (205) 978-2114 / billringlr@aol.com
5. John Sellers / Director
 - a. 3730 Chalybe Walk, Hoover, Al 35226
 - b. 205- 205-871-4356 / johnsellers@hotmail.com

* Corvette Owner

** Military service

*** Previous owner of a Corvette



Vettes For Vets Foundation

Articles / Bylaws

APPENDIX B - REVISIONS

#	Section	Revision	Revised Date
01	Article I: 3 & 4	Original sections 3 & 4 deleted, replaced with new sections 3,4,5 & 6.	02/28/2011 <i>John</i>
02	Article VIII: 1	Original section 1 replaced with revised section 1	02/28/2011 <i>John</i>


20110302000069620 8/9 \$81.00
Shelby Cnty Judge of Probate, AL
03/02/2011 10:29:16 AM FILED/CERT

State of Alabama Shelby County

Certificate of Incorporation Amendment Of

VETTES FOR VETS (VETTES-4-VETS)

The undersigned, as Judge of Probate of Shelby County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation of

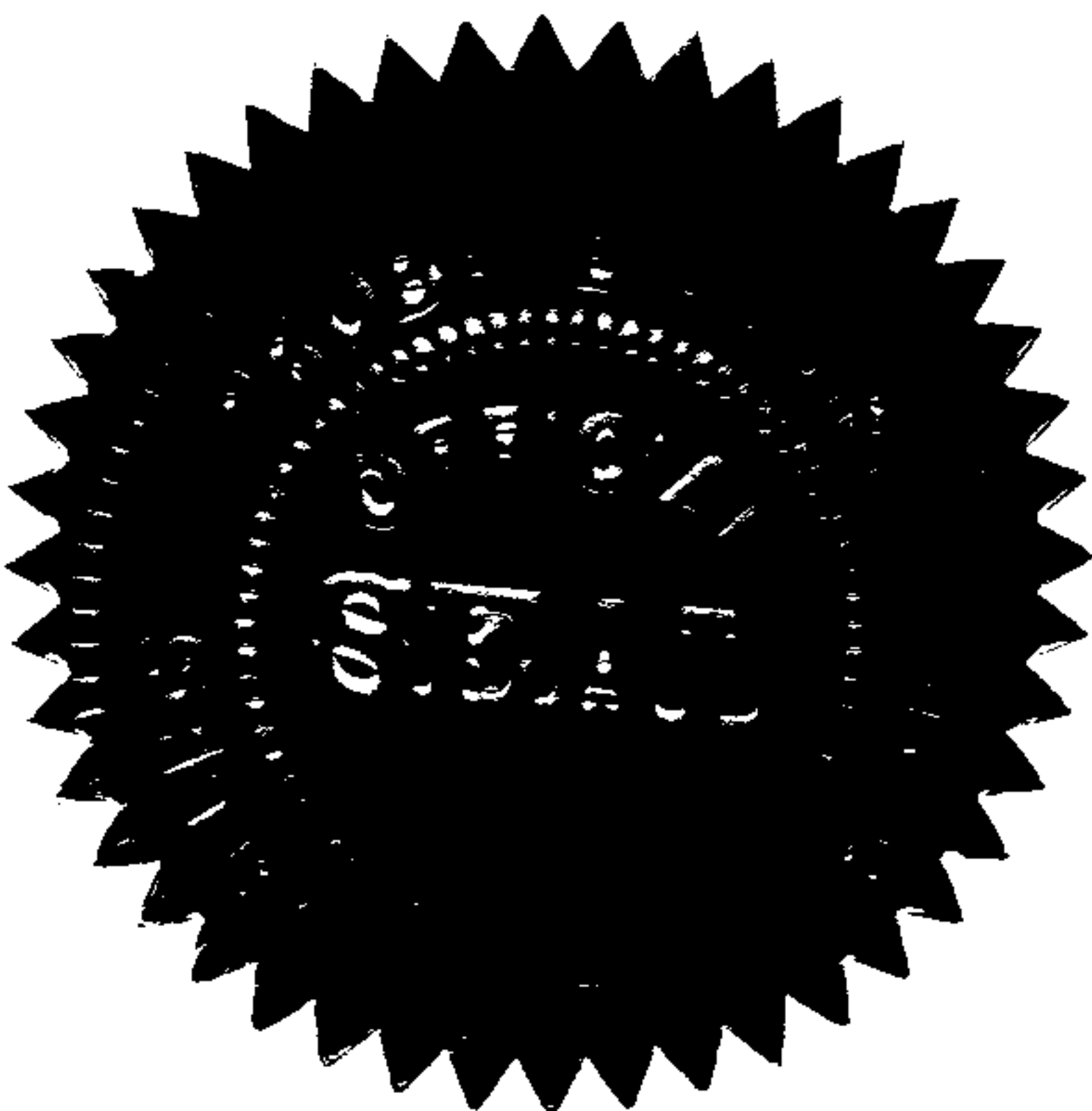
VETTES FOR VETS (VETTES-4-VETS)

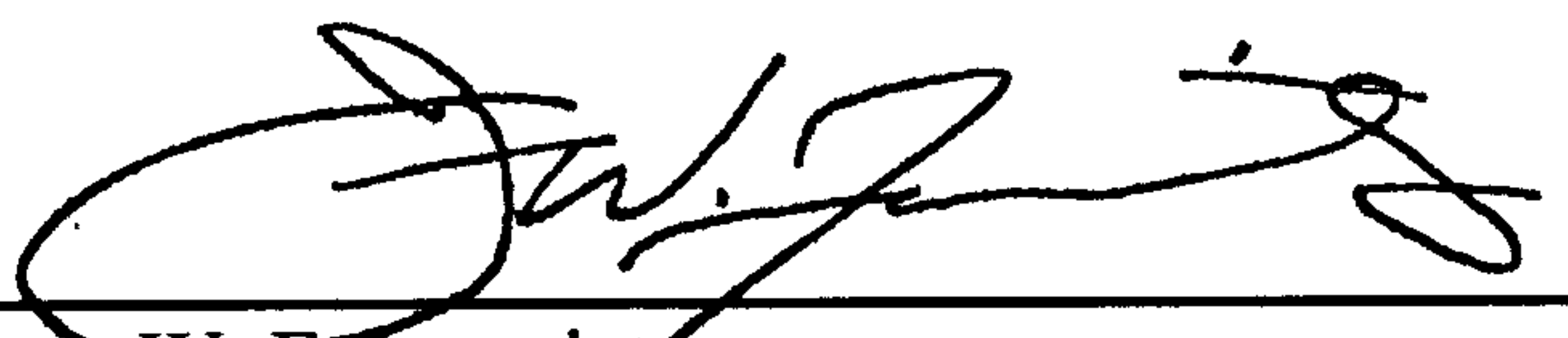
duly signed and verified pursuant to the provisions of Section Non Profit of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of **VETTES FOR VETS (VETTES-4-VETS)**

and attaches hereto a duplicate original of the Articles of Incorporation.

Given under my hand and Official Seal on
this the 2nd day of March, 2011




James W. Fuhrmeister
Judge of Probate