

**TO THE READER: THESE HAVE BEEN APPROVED AT THE VFW MEETING OF 10 NOVEMBER AND ARE PENDING APPROVAL BY THE NATIONAL ORGANIZATION OF THE VFW. A SIGNED COPY WILL BE REPLACED WHEN AVAILABLE.**

1. In compliance with California's Corporation Code Section 7819 (Mutual Benefit Corporations), the undersigned certify they are the Commander (President) and Adjutant (Secretary) of Pacific Beach Post No. 5985, Veterans of Foreign Wars of the United States, a California Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION  
PACIFIC BEACH POST NO. 5985 VETERANS OF FOREIGN WARS OF THE  
UNITED STATES  
DEPARTMENT OF CALIFORNIA

**ARTICLE I – NAME OF CORPORATION**

The name of this corporation shall be Pacific Beach Post No. 5985, Veterans of Foreign Wars of the United States, a California Corporation.

**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 Bylaws of the Veterans of Foreign Wars of the United States. California Corporation Code Section 7132(a)(4)(A).

**ARTICLE III – SPECIFIC PURPOSE**

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.

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 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 Pacific Beach Post No. 5985, 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 Bylaws of the Veterans of Foreign Wars of the United States.

**ARTICLE V - OFFICERS**

This corporation shall have three (3) Directors and the 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 the above shall be elected at a regular meeting of the Post during the month of April of each and every year.

**ARTICLE VI - 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 in good standing voting 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. 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 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 in good standing present and voting 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, Bylaws 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 providing 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 Post No.

**RESTATED ARTICLES OF INCORPORATION**

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5985 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 Bylaws, 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.

- 3. The foregoing amendment and restated Articles of Incorporation has been duly approved by the Board of Directors.
- 4. The foregoing amendment and restated Articles of Incorporation has been dully approved by the required vote of the members.

**DECLARATION**

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 10<sup>th</sup> Day of November 2022:

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MICHAEL A. HILL  
 Post 5985 Commander/President

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GABRIEL ROWIN  
 Post 5985 Adjutant/Secretary