

*Dept of Nevada
app*

June 11, 1948

Paul A. Hammel, Commander
Department of Nevada, VFW
717 South 9th Street
Las Vegas, Nevada

gm

Dear Comrade Hammel:

Receipt is acknowledged of your letter of June 7, 1948, together with a draft of specimen Articles of Incorporation for use in the State of Nevada.

In order to avoid any conflict with the National By Laws it is requested that the latter portion of Paragraph (c) of Section 12 be made to read as follows: "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 hereof."

With this change, the proposed specimen form of Articles of Incorporation is not objectionable.

Since only one copy of the instrument was furnished, it will be necessary that it be retained in our files.

Yours in comradeship,

RAY H. BRANNAMAN
Commander-in-Chief

by

H. N. HENSLEY
Adjutant General

HWH:s

cc: George E. Franklin, Jr., Adj.
Department of Nevada, VFW

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Paul A. Hamel, Jr. Past Commander
Department of Nevada, VFW

I am sure you realize the difficulties involved in the almost impossible task of making our National By Laws conform to the laws of the 52 Departments. There is no assurance that the National Encampment would agree to changes in the two paragraphs set out above.

It is regretted that a more favorable answer cannot be given to your letter.

Yours in comradeship,

RAY H. BRAHMANAN
Commander-in-Chief

by

H. N. HENSLEY
Adjutant General

JWH:sa
cc: John J. Nulty, Commander
Department of Nevada, VFW

cc: R. L. Waters, Jr., Adjutant
Department of Nevada, VFW



VETERANS OF FOREIGN WARS

OF

THE UNITED STATES

FOUNDED 1899

HEADQUARTERS

DEPARTMENT OF NEVADA

717 South 9th Street

LAS VEGAS, NEVADA

PAUL A. HAMMEL, Department Commander

OFFICE OF: Commander

June 7, 1948

H. N. Hensley, Adj. Gen.
Veterans of Foreign Wars of U. S.
Broadway at 34th St.
Kansas City 2, Missouri

Dear Comrade Hensley:

Will you please ask your legal department to check the enclosed proposed form of (Articles of Incorporation) intended for the use of the Posts in the Department of Nevada, and, if in his opinion it is satisfactory, please wire me at your earliest convenience so that I can have copies of it mimeographed to use at our Department Encampment.

Many thanks for your continued assistance.

Yours in comradeship,


Paul A. Hammel

PAH:me

Articles of Incorporation

of

Post No. _____

Veterans of Foreign Wars of the United States, Incorporated

The undersigned, being three or more natural persons of lawful age, all of whom are citizens of the United States, do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of the State of Nevada and all persons whom it may concern, that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act to incorporate the Veterans of Foreign Wars, Department of Nevada, and all Veterans of Foreign Wars Posts within the State of Nevada," approved February 28, 1947, and all acts amendatory thereof and supplemental thereto.

1. The name of this incorporated subordinate unit of the Veterans of Foreign Wars of the United States shall be: _____
Post # _____, Veterans of Foreign Wars of the United States, Incorporated.

2. The purpose or purposes for which it is formed are as follows:

(a) That the purpose of this corporation shall be fraternal, patriotic, historical 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. To have perpetual succession with power to sue and be sued in courts of law and equity; to receive, hold, own, use and dispose of such real estate, personal property, money, contract, rights and privileges as shall be deemed necessary and incidental for its corporate purposes; to adopt, amend and apply, and administer by-laws and regula-

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tions to carry out its purpose, not inconsistent with the laws of the United States or of any State, and not inconsistent or in conflict with the Constitution and By-laws of the Veterans of Foreign Wars of the United States.

(b) To establish, maintain and conduct a club and club rooms for the accommodation of its members; and to promote and sponsor any public or private entertainments, dances, tournaments, contests, or other meetings consistent with its other purposes expressed herein.

(c) The corporation shall not purchase, sell or mortgage real estate without notice therefor to the members of the corporation at a regular or special meeting called for said purpose and by vote of approval of a majority of those members present at such regular or special meeting called for such purpose.

3. The period during which it is to continue as a corporation is perpetual years.

4. The Post Office Address of its principal office is: Street
City _____ County _____ State _____

5. The name of its resident agent is: _____ (Comm)

6. The Post Office Address of its resident agent is: Street
City _____ County _____ State _____

7. Membership (No Classes)

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 _____ Post No. _____, 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 Constitution and By-laws of the Veterans of Foreign Wars of the United States.

8. The number of directors of this corporation shall be eleven.

1 9. The names and addresses of the first board of directors are as
2 follows:

3 Name	Office in Corporation	Office held in Post at time	Address City & Street	County	State
4 -----					
5 1.	President	Commander			
6 2.		S. V. Commander			
7 3.		Jr. V. Commander			
8 4.	Treasurer	Quartermaster			
9 5.	Secretary	Adjutant			
10 6.		Post Advocate			
11 7.		Chaplain			
12 8.		Surgeon			
13 9.		Trustee			
14 10.		Trustee			
15 11.		Trustee			

16 10. The names and addresses of the incorporators are as follows:
17 (The three trustees - according to the Nevada State Law.)

18 Name	Street	City	County	State
19 1.				
20 2.				
21 3.				

22 11. Statement of the property and estimate of the value thereof, to
23 be taken over by this corporation at or upon its incorporation:

24 (a) Real Estate	\$ _____
25 (b) Personal Property	\$ _____
26 (c) Other property (Explain)	\$ _____
27 Total Value	\$ _____

28 12. (a) This incorporated subordinate unit of The Veterans of
29 Foreign Wars of the United States shall, at all times, remain
30 under the jurisdiction of and be governed according to the
31 Constitution and By-laws of The Veterans of Foreign Wars of the
32 United States. In the event that any provision of the By-laws

1 of this corporation conflicts with the National Constitution and
2 By-laws of The Veterans of Foreign Wars of the United States,
3 such conflicting provision of this corporation shall be deemed
4 null and void, and the National Constitution and By-laws shall
5 at all times govern, insofar as they shall not be repugnant to
6 the laws of the State of Nevada.

7 (b) The officers of the corporation, sometimes referred to as
8 the Directors, shall be eleven (11) in number and their nomination,
9 election or appointment, installation, power and authority shall
10 be in accordance with the provisions of the National By-laws
11 of the Veterans of Foreign Wars of the United States and the
12 laws of the State of Nevada. Such Directors shall consist of
13 the following officers of the Post who may be duly elected or
14 appointed to office: Post Commander, who shall also correspond
15 to, and serve as, President; Post Senior Vice Commander; Post
16 Junior Vice Commander; Post Quartermaster, who shall also corre
17 spond to, and serve as, Treasurer; Post Adjutant, who shall also
18 correspond to, and serve as, Secretary; Post Advocate; Post
19 Chaplain; Post Surgeon; and the Three (3) Post Trustees.

20 (c) In the event of a dissolution of this corporation, all of
21 the assets shall be the property of _____ Post No. _____,
22 Veterans of Foreign Wars of the United States; and in event of
23 the simultaneous dissolution of this corporation and of the for-
24 feiture of the charter issued by the Veterans of Foreign Wars
25 of the United States to said subordinate unit; then, and in that
26 event, title to all of the assets of this corporation shall pass
27 to the Department of Nevada, Veterans of Foreign Wars of the
28 United States, to be disposed of according to instructions from
29 National Headquarters of, and the National Constitution and
30 By-laws of the Veterans of Foreign Wars of the United States.
31 At no time shall the assets of the corporation be distributed
32 among the individual members hereof.

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(At least three incorporators sign here - the three trustees)

1. (Signature must correspond to names as typed in Article 10.)

2.

3.

STATE OF NEVADA)
) ss:
County of)

Before me, _____, a Notary Public in and for said County and State, personally appeared the following incorporators:

Notary
SEAL

And severally acknowledged the execution of the foregoing articles of incorporation.

Witness my hand and seal this

_____ day of _____ 19____

Notary Public
My commission expires

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HEADQUARTERS

DEPARTMENT OF NEVADA

717 South 9th Street

LAS VEGAS, NEVADA

PAUL A. HAMMEL, Department Commander

OFFICE OF: Commander
18 May 1948

H.N.Hensley, Adjutant General
Veterans of Foreign Wars
Broadway at 34th St.,
Kansas City 2, Missouri

Dear Comrade Hensley:

Many thanks for your letter of the 12th, relative to my letter on the suspension of the charter for James Jewell Post # 3547 of Ely, Nevada, and the wire that followed asking that no action be taken until further information was received from this office.

Additional information is at hand and it seems that there is somewhat of a mess to be straightened out. I have been in telephonic contact with the new Commander of the Ely Post. As a result of the phone call I have researched the state law relative the incorporation of V.F.W. Posts in Nevada (two copies of which are enclosed) and find that the present Commander has endeavored to comply with my orders and the National Constitution & ByLaws.

Because the present officers and the members of the Post as a whole are not to blame for the "mix-up" it is a sure thing that the undersigned does not desire to inflict a penalty upon them for an act of the prior officers of the Post.

An interpretation is requested as soon as possible from National Headquarters as to how James Jewell Post #3547 can Incorporate legally, according to our state law, and the article in the Constitution & ByLaws relative the Incorporation of Units (Sec.609)?

There is no doubt but what they have complied with the state law but they have no "Articles of Incorporation" now does the state law, as interpreted by local attorneys, require such "Articles".

Does National have a "form" copy of Articles of Incorporation that is acceptable to National Headquarters that can be used in conjunction with our present state law or irregardless of the wording of this law? The undersigned can see nothing in the law that prohibits the use of Articles of Incorporation .



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PAUL A. HAMMEL, Department Commander

OFFICE OF: Commander

(2)

If there is available such a form copy it would be very much appreciated if several copies were forwarded for the use of this Department. If not, recommendations are very much desired as to the procedure that should be followed by Ely Post now, and other Posts in this Department in the future who may desire to Incorporate.

Many thanks for your continued co-operation and assistance.

Yours in comradeship

Paul A. Hammel
Commander

CC-Commander Ely Post
Dept. Inspector