



Office of the Secretary of State

June 12, 2022

Attn: LOAN STAR INFORMATION SERVICES

Loan Star Information Services
P.O. Box 2072
Austin, TX 78768 USA

RE: Corporate America Supports You
File Number: 800342366

It has been our pleasure to file the Restated Certificate of Formation for the referenced entity. Enclosed is the certificate evidencing filing. Payment of the filing fee is acknowledged by this letter.

If we may be of further service at any time, please let us know.

Sincerely,

Corporations Section
Business & Public Filings Division
(512) 463-5555

Enclosure



Office of the Secretary of State

CERTIFICATE OF FILING OF

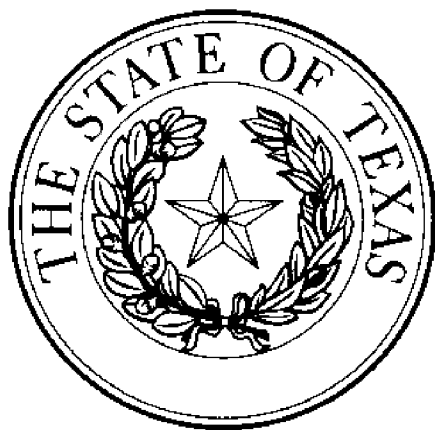
Corporate America Supports You
800342366

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 06/02/2022

Effective: 06/02/2022



A handwritten signature in black ink, appearing to read "John B. Scott".

John B. Scott
Secretary of State

Form 414
(Revised 09/13)

This space reserved for office use.



**Restated Certificate of
Formation
With New Amendments**

Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555

FAX: 512/463-5709

Filing Fee: See instructions

Entity Information

The name of the filing entity is:

Corporate America Supports You

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|---|---|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 800342366

The date of formation of the filing entity is: May 17, 2004

Statement of Approval

Each new amendment has been made in accordance with the provisions of the Texas Business Organizations Code. The amendments to the certificate of formation and the restated certificate of formation have been approved in the manner required by the Code and by the governing documents of the entity.

Required Statements

The restated certificate of formation, which is attached to this form, accurately states the text of the certificate of formation being restated and each amendment to the certificate of formation being restated that is in effect, and as further amended by the restated certificate of formation. The attached restated certificate of formation does not contain any other change in the certificate of formation being restated except for the information permitted to be omitted by the provisions of the Texas Business Organizations Code applicable to the filing entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

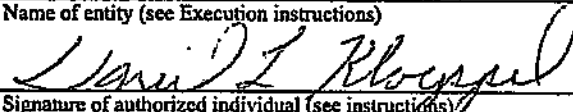
Execution

The undersigned affirms that the person designated as registered agent in the restated certificate of formation has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 6/2/22

Corporate America Supports You

Name of entity (see Execution instructions)


Signature of authorized individual (see instructions)

Danile L. Kloepfel, CEO

Printed or typed name of authorized individual

Attach the text of the amended and restated certificate of formation to the completed statement form. Identify the attachment as "Restated Certificate of Formation of [Name of Entity]."

**RESTATED
CERTIFICATE OF FORMATION
OF
CORPORATE AMERICA SUPPORTS YOU**

TO THE TEXAS SECRETARY OF STATE:

The undersigned corporation, for the purpose of restating its Certificate of Formation pursuant to the provisions of Section 22.109 of the Texas Nonprofit Corporation Law (the "Nonprofit Law"), hereby executed the following Restated Certificate of Formation.

Pursuant to the procedures set forth in the Nonprofit Law, the Restated Certificate of Formation was approved by an affirmative vote of the majority of directors in office on the 19th day of May, 2022.

ARTICLE I

The name of this corporation is Corporate America Supports You (the "Corporation") d/b/a VetJobs.

ARTICLE II

The Corporation is organized and at all times thereafter shall be operated exclusively for charitable, educational, religious, and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). These purposes shall include but not be limited to:

1. Attracting and assisting transitioning military members, veterans, and reserves of all branches the United States Armed Forces, and their families, with vocational training and job placement; and
2. Receiving gifts and grants from individuals, corporations, and foundations and using such gifts and grants for the Corporation's proper purposes, and making distributions thereof for purposes and activities that qualify as exempt under Code section 501(c)(3).

The Corporation shall have and may exercise all powers that are afforded to the Corporation under the Nonprofit Law; provided, however, that the Corporation shall not carry on any activity not permitted to be carried on by a corporation that is exempt from federal income tax under Code section 501(a) of the Code as an organization described in Code section 501(c)(3).

ARTICLE III

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any of its directors, officers, or other private shareholders or individuals; provided, however, the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make grants and distributions in furtherance of its tax-exempt purposes as set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provisions of this Restated Certificate of Formation, the Corporation shall not carry on any other activity not permitted to be carried on by (a) an organization exempt from Federal income tax under Code section 501(c)(3); (b) a corporation, contributions to which are deductible under Code section 170(c)(2); or (c) a corporation organized under the Act.

ARTICLE IV

The period of duration of corporate existence of the Corporation shall be perpetual.

ARTICLE V

The name and street address of the Corporation's registered agent and registered office in Texas is: Stacy L. Bayton, 21414 Lozar Drive, Spring, TX 77379.

ARTICLE VI

The management and direction of the business and affairs of the Corporation shall be vested in a Board of Directors. The number of directors, their term, and the method of their appointment shall be determined by the Bylaws of the Corporation, and shall be subject to change from time to time as the Bylaws may be amended. The number of directors shall never be fewer than three (3) nor more than seventeen (17).

The number of directors constituting the current Board of Directors of the Corporation is sixteen (16), and the names and addresses of the persons who are serving as directors are:

Name	Address
Stacy L. Bayton	21414 Lozar Drive, Spring, TX 77379
Deborah A. Kloeppe	13971 Lake Mahogany Blvd, Apt 2611, Fort Myers, FL 33907

Daniel L. Kloeppe	13971 Lake Mahogany Blvd, Apt 2611, Fort Myers, FL 33907
Lee J. Metcalf	6551 Delor Street, St. Louis, MO 63109
Candee J. Chambers	9002 N. Purdue Rd., Ste. 100, Indianapolis, IN 46268
Conrad C. Chun	P.O. Box 516, St. Louis, MO 63166
Joe Wallis	1624 185 th Avenue NE, Bellevue, WA 98008
Richard J. Hayes, Jr.	612 Shoreline Rd., Apt. B, Lake Barrington, IL 60010
Craig A. Lowder	25 Ravens Pointe, Lake St. Louis, MO 63367
Andrew C. Jackson	95 Horseferry Road, London, SW, UK 1P 2DX
Jason E. Kelley	11501 Burnet Road, Austin, TX 78758
Steve Parker	1319 23 rd Street South, Arlington, VA 22202
Shannon Offord	9002 N. Purdue Rd., Ste. 100, Indianapolis, IN 46268
Richard A. Parr	311 North Green Street, Suite 1700, Chicago, IL 60607
Marc Purcell	25 Oak Knoll Place, Belleville, IL 62223
James L. Schmeling	1012 14 th Street, NW, Ste. 1200, Washington, DC 20005

The members of the Board of Directors shall serve without compensation, and no member of the Board of Directors shall receive any pecuniary benefit from the Corporation as compensation for their service as a member of the Board of Directors except reimbursement for actual expense incurred in connection with the business of the Corporation.

ARTICLE VII

The Corporation shall not have members.

ARTICLE VIII

Upon the dissolution of the Corporation (after payment of or other provision has been made for the payment of all liabilities of the Corporation), the Board of Directors of the Corporation shall distribute all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of

Directors shall determine. Any such assets not so disposed of in accordance with the above procedures shall be distributed by the local court of the county in which the principal office of the Corporation is then located, exclusively for one or more such tax-exempt purposes, or to such organization or organizations organized and operated exclusively for one or more of the tax-exempt purposes of the Corporation, as such court shall determine.

ARTICLE IX

The Corporation shall indemnify its officers and directors to the extent set forth in the Bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned has caused this Restated Certificate of Formation to be executed on this 19th day of May, 2022.

CORPORATE AMERICA SUPPORTS YOU

BY: 
NAME: Daniel L. Kloeppe
TITLE: CEO