

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
OFFICE OF THE DIRECTOR



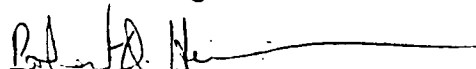
CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT  
OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with  
and  
accordingly, this CERTIFICATE of INCORPORATION is hereby issued to  
ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

as of JANUARY 25TH , 1999 .

Lloyd J. Jordan  
Director

Patricia A. Montgomery  
Administrator  
Business Regulation Administration

  
Robert D. Henry

Act. Asst.

Superintendent of Corporations  
Corporations Division

Anthony A. Williams  
Mayor

# ARTICLES OF INCORPORATION

OF

## ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.

**TO:** District of Columbia  
Department of Consumer and Regulatory Affairs  
Corporate Division  
Washington, D.C. 20001

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a nonprofit corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act:

**FIRST:** The name of the corporation is Associates of Vietnam Veterans of America, Inc. (the "Corporation").

**SECOND:** The address, including street and number, of the Corporation's initial registered office is 1224 M Street, NW, Washington, D.C. 20005, and the name of the initial registered agent having an office at such address is Vietnam Veterans of America, Incorporated ("VVA"), a foreign corporation that is authorized to transact business or conduct affairs in the District of Columbia.

**THIRD:** The period of duration of the Corporation is perpetual.

**FOURTH:** The Corporation is organized and will be operated exclusively for one or more of the following purposes:

(a) To support the purposes of VVA;

(b) To help foster, encourage, and promote the improvement of the condition of the Vietnam-era veteran, their families, and others;

(c) To promote physical and cultural improvement, growth and development, self-respect, self-confidence, and usefulness of Vietnam-era veterans, their families, and others;

(d) To eliminate discrimination experienced by Vietnam-era veterans, their families, and others; and to develop channels of communication which will assist Vietnam-era veterans, their families, and others; to maximize self-realization and enrichment of their lives and enhance life fulfillment;

(e) To study, on a non-partisan basis, proposed legislation, rules, or regulations introduced in any federal, state or local legislative or administrative body which may affect the social, economic, educational, or physical welfare of the Vietnam-era veteran, their families, or others; and to develop public policy proposals

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designed to improve the quality of life of the Vietnam-era veteran, their families, and others, especially in the areas of employment, education, training, and health;

(f) To conduct and publish research, on a non-partisan basis, pertaining to the relationship between Vietnam-era veterans and the American society, the Vietnam War experience, the role of the United States in securing peaceful co-existence for the world community, and other matters which affect the social, economic, educational, or physical welfare of the Vietnam-era veteran, their families, or others; and

(g) To assist disabled and needy veterans including, but not limited to, Vietnam-era veterans and their dependents, and the widows and orphans of deceased veterans.

In furtherance of the foregoing corporate purposes, the Corporation shall have all of the general rights and powers conferred upon nonprofit corporations by the District of Columbia Nonprofit Corporation Act as now in effect or as may hereafter be amended, including, but without limitation, the rights and powers to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or to distribute the same for the above purposes.

**FIFTH:** It is intended that the Corporation shall be an adjunct unit of VVA, a war veterans organization which was founded in 1978 and was granted a congressional charter in 1986, and which is exempt from Federal income tax as an organization described in section 501(c)(19) of the Internal Revenue Code of 1986, as amended (the "Code"). Further, it is intended that, as an adjunct unit of VVA, the Corporation shall satisfy the statutory tests for exemption from federal income tax as an organization described in section 501(c)(4) of the Code contributions to which are deductible under section 170(c)(3) of the Code. These Articles of Incorporation shall be construed accordingly, and all rights, powers and activities of the Corporation shall be limited accordingly.

**SIXTH:** The Corporation is not organized for profit and shall not have authority to issue capital stock.

**SEVENTH:** The Corporation shall have a class of regular members who shall have voting rights. The Corporation may also authorize a class of other members who shall not have voting rights. The rights of members and the conditions of membership shall be as stated in the Bylaws of the Corporation.

**EIGHTH:** The property, affairs and business of the Corporation shall be vested in a Board of Directors. The exact number, terms, qualifications and manner of election of the Board of Directors shall be as set forth in the Bylaws of the Corporation.

**NINTH:** The number of directors constituting the initial Board of Directors is ten (10), and the names and addresses of the persons who are to serve as the initial directors until their successors be elected and qualified are:

<u>Name</u>	<u>Address</u>
Nancy Switzer	420 Judy Ann Drive Rochester, NY 14616
Kathi Tauer	P.O. Box 44 Stockholm, ME 04738-0044
Mary Miller	316 Erma Street Johnston, PA 15904
Cora Elaine Simmons	RR4, Box 315 Bluefield, WV 24701
Mary Yeomans	Route 7, Box 951 Quincy, FL 32351
Fran Davis	315 East Lyons Marissa, IL 62257
Jeani Wells	1104 NE Vivion Road Kansas City, MO 64118
Patti Spinner	8800 Patricia Lynn Sherwood, AK 72120
William Williams	1813 Sanford Avenue Billings, MT 59101
Sonja Holybee	10311 Woodside Drive Forestville, CA 95436-9726

**TENTH:** In furtherance and not in limitation of the powers and rights conferred by statute, the initial Board of Directors is expressly authorized to make and adopt the Bylaws of the Corporation.

**ELEVENTH:** No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Corporation 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 Article FOURTH hereof.

**TWELFTH:** Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax as an organization described in section 501(c)(4) of the Code contributions to which are deductible under section 170(c)(3) of the Code.

**THIRTEENTH:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the

liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable or educational purposes to the federal government, an agency or agencies thereof, or to an organization or organizations exempt from Federal income tax as an organization or organizations described in section 501(c)(3) or section 501(c)(19) of the Code, and contributions to which are deductible under section 170(c)(3) of the Code. Any of such assets not so distributed by the Board of Directors shall be distributed by the Court in the county in which the principal office of the Corporation is at the time located, exclusively for the aforesaid purposes of the Corporation or to such organization or organizations exempt from Federal income tax as an organization or organizations described in section 501(c)(3) or section 501(c)(19) of the Code, and contributions to which are deductible under section 170(c)(3) of the Code.

**FOURTEENTH:** The Corporation shall indemnify to the fullest extent authorized by the District of Columbia Nonprofit Corporation Law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of such duty. No payment shall be made under this Article, however, if it would cause the Corporation to lose its tax-exempt status as an organization described in section 501(c)(4) of the Code contributions to which are deductible under section 170(c)(3) of the Code.

**FIFTEENTH:** The incorporators of the Corporation, and their names and addresses are:

<u>Name</u>	<u>Address</u>
George Duggins	408 Villanova Avenue Chesapeake, VA 23324
Thomas H. Corey	1072 Corey Lane West Palm Beach, FL 33415
John McManus	4075 Kingston Milan, MI 48160
Lupe Alviar, Jr.	2065 Riegler Road Muskegon, MI 49445
Nancy Switzer	420 Judy Ann Drive Rochester, NY 14616

**SIXTEENTH:** The private property of the incorporators, directors and officers of the Corporation shall not be subject to the payment of corporate debts to any extent whatever.

**SEVENTEENTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute.

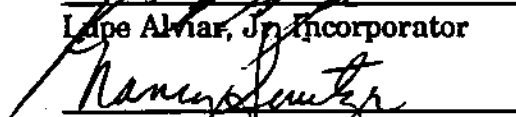
**IN WITNESS WHEREOF,** we have signed these Articles of Incorporation on this \_\_\_\_ day of January, 1999.

  
George Duggins, Incorporator

  
Thomas H. Corey, Incorporator

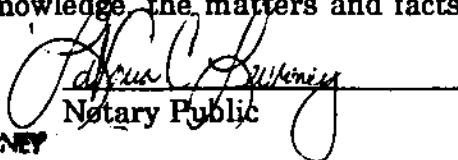
  
John McManus, Incorporator

  
Lope Alvar, Jr, Incorporator

  
Nancy Switzer, Incorporator

District of Columbia: SS

I, Lovcna C. Levrony, a Notary Public, hereby certify that on the \_\_ day of January, 1999, personally appeared before me George Duggins, who being first duly sworn, declared that he signed the foregoing document as incorporator, and acknowledged that, to the best of his knowledge, the matters and facts stated therein are true.

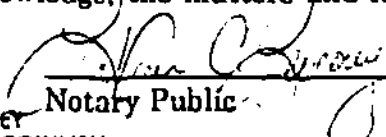
  
Notary Public

LOVCNA C. LEVRONEY  
NOTARY PUBLIC DISTRICT OF COLUMBIA

My Commission Expires: My Commission Expires April 05

District of Columbia: SS

I, Lyvonia C. Levronney, a Notary Public, hereby certify that on the \_\_\_ day of January, 1999, personally appeared before me Thomas H. Carver, who being first duly sworn, declared that he signed the foregoing document as incorporator, and acknowledged that, to the best of his knowledge, the matters and facts stated therein are true.

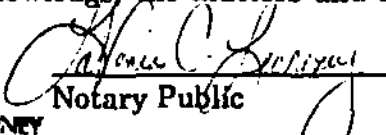
  
\_\_\_\_\_  
Notary Public

LYVONIA C. LEVRONEY  
NOTARY PUBLIC DISTRICT OF COLUMBIA

My Commission Expires: My Commission Expires April 30, 2000

District of Columbia: SS

I, Lyvonia C. Levronney, a Notary Public, hereby certify that on the \_\_\_ day of January, 1999, personally appeared before me Sebn J. Mellawi, who being first duly sworn, declared that he signed the foregoing document as incorporator, and acknowledged that, to the best of his knowledge, the matters and facts stated therein are true.

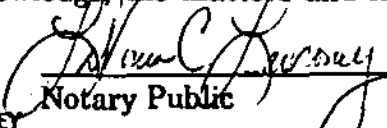
  
\_\_\_\_\_  
Notary Public

LYVONIA C. LEVRONEY  
NOTARY PUBLIC DISTRICT OF COLUMBIA

My Commission Expires: My Commission Expires April 30, 2000

District of Columbia: SS

I, Lyvonia C. Levronney, a Notary Public, hereby certify that on the \_\_\_ day of January, 1999, personally appeared before me Lupe Alvar, who being first duly sworn, declared that he signed the foregoing document as incorporator, and acknowledged that, to the best of his knowledge, the matters and facts stated therein are true.

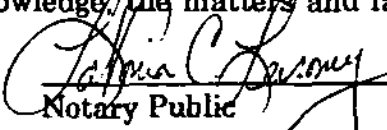
  
\_\_\_\_\_  
Notary Public

LYVONIA C. LEVRONEY  
NOTARY PUBLIC DISTRICT OF COLUMBIA

My Commission Expires: My Commission Expires April 30, 2000

District of Columbia: SS

I, Lyvonia C. Levronney, a Notary Public, hereby certify that on the \_\_\_ day of January, 1999, personally appeared before me Nancy Switzer, who being first duly sworn, declared that he signed the foregoing document as incorporator, and acknowledged that, to the best of his knowledge, the matters and facts stated therein are true.

  
\_\_\_\_\_  
Notary Public

LYVONIA C. LEVRONEY  
NOTARY PUBLIC DISTRICT OF COLUMBIA

My Commission Expires: My Commission Expires April 30, 2000

