

AMENDMENTS TO ARTICLES OF INCORPORATION
ASSOCIATES OF VIETNAM VETERANS OF
AMERICA, INC.

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

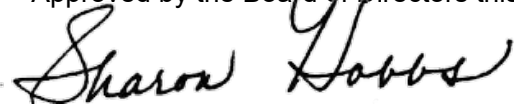
- (a) To support the purposes of AVVA and the legacy of VVA;**
- (b) To help foster, encourage, and promote the improvement of the condition of the Vietnam-era veteran, their families, and other generations of vets;**
- (c) To promote physical and cultural improvement, growth and development, self-respect, self-confidence, and usefulness of Vietnam-era veterans, their families, and other generations of vets;**
- (d) To eliminate discrimination experienced by Vietnam-era veterans, their families, and other generations of Vets; 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 veterans, their families, or other generations of veterans; and on a very limited basis to develop public policy proposal to improve the quality of life of the Vietnam-era veteran, their families, and other generations of veterans, especially in the areas of employment, education, training, and health;**
- (f) To conduct and publish scientific and educational 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 other generations of veterans;**
- (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 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 there from or to distribute the same for the above purposes.**

FIFTH: It is intended that the Corporation shall be a separate organization from WA, a war veteran's 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, AVVA shall be the Legacy of WA when VVA Ceases to exist. The Corporation shall satisfy the statutory tests for exemption *from* federal income tax as an organization described in section 501(c)(3) 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.

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)(3) of the Code contributions to which are deductible under section 170(c)(3) of the Code.

Thirteenth: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation." Upon the dissolution of the corporation, all liabilities of the corporation shall first be paid after which assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Approved by the Board of Directors this 20th day of August, 2018.

A handwritten signature in black ink, appearing to read "Sharon Hobbs", written in a cursive style.

Signed by Sharon Hobbs, President/Governor August 20, 2013

ASSOCIATES OF VIETNAM VETERANS OF AMERICA, INC.
AND ITS INCORPORATED CHAPTERS

: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation."

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

In witness whereof, we have hereunto subscribed our names this day of 16th DAY OF August 2018

A handwritten signature in black ink, appearing to read "Sharon Hobbs". The signature is written in a cursive, flowing style.

Sharon Hobbs, President.

Filed 17 August 2018

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

A handwritten signature in dark ink, appearing to read "Robert D. Henry", written over a horizontal line.

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 Alviar, Jr., Incorporator


Nancy Switzer, Incorporator

District of Columbia: SS

I, Lovcna C. Levronney, 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 01, 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 Thomas H. Carey, 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.

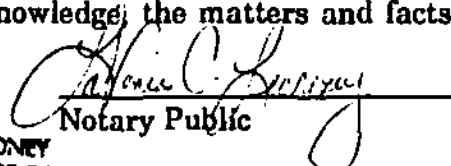

Notary Public

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 Seba J. Mellan, 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

DISTRICT OF COLUMBIA
 DEPT. OF THE DISTRICT ATTORNEY
 1000 PENNSYLVANIA AVENUE, N.W.
 WASHINGTON, D.C. 20004

BILLING VOUCHER

CHARGE FOR:

ING VOUCHER

Procures of Veterans
America, Inc.
Drinks

ARGE FOR:

**PAY THIS AMOUNT
PAYABLE TO THE
D.C. TREASURER**

TOTAL 1447
TREASURY 50.00

Office Use Only

1276

OFFICE OF FINANCE & TREASURY	25/09/2015	15:20	CIN 15	50.00
REGISTRATION FEES-CORP.				50.00

NOTE: PUBLIC LAW 98-268 REQUIRES A CHARGE OF \$50.00 FOR DISHONORED CHECKS

D.C. GOVERNMENT
DEPT. OF CONSUMER & REG. AFFAIRS
614 H STREET NW 2ND FLOOR
WASHINGTON, DC 20001
202-727-7000

Store # 0004	Receipt # 020068
Reg. # 0	01/25/99 at 15:20
Cash In Clk# 15	Sale Clk# 15

EB23001276	RECORDATION FEES-CORP.	
1 @ \$	50.00	\$ 50.00
		=====
	Sub-Total \$	50.00
	Tax \$	0.00
		=====
	Total Sale \$	50.00

Check Amount \$ 50.00
=====

Change Due \$ 0.00

DRV LIC # 225824940 ST. VA

ACCT. # 25407011666725577006326

CHECK # 006326

THANK YOU FROM DC TREASURY
HAVE A SAFE DAY

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



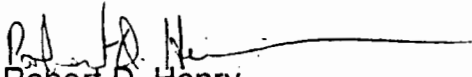
CERTIFICATE

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 AVVA and the legacy of VVA;

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

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

(d) To eliminate discrimination experienced by Vietnam-era veterans, their families, and other generations of Vets; 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 veterans, their families, or other generations of veterans; and on a very limited basis to develop public policy proposals

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

(f) To conduct and publish scientific and educational 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 other generations of veterans; 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 there from or to distribute the same for the above purposes.

FIFTH: It is intended that the Corporation shall be a separate organization (i.e., 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, AVVA shall be the Legacy of VVA when VVA Ceases to exist. The Corporation shall satisfy the statutory tests for exemption from federal income tax as an organization described in section 501(c)(3) 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:

Name**Address**

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)(3) of the Code contributions to which are deductible under section 170(c)(3) of the Code.

1 Thirteenth: "Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation." Upon the dissolution of the corporation, all liabilities of the corporation shall first be paid after which assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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)(3) 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.

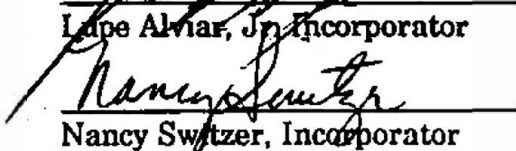
IN WITNESS WHEREOF, we have signed these Articles of Incorporation on this 25th day of January, 1999.


George Duggins, Incorporator


Thomas H. Corey, Incorporator

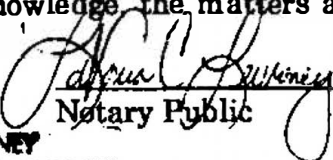

John McManus, Incorporator


Lope Alviar, Jr., Incorporator


Nancy Switzer, Incorporator

District of Columbia: SS

I, Lovcna C. Levronney, 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 01, 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 Thomas H. Carey, 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.

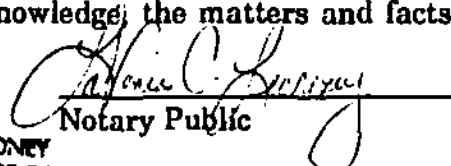

Notary Public

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 Seba J. Mellan, 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

★ ★ GOVERNMENT
OF THE
DISTRICT OF COLUMBIA
BRA 39 (REV 12/94)
BILLING VOUCHER

Department of Consumer & Regulatory Affairs
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
ROOM 407 P.O. Box 93928
Washington, D.C. 20099

CHARGE FOR:

Associates of Villanova, Inc.
of America, Inc.
Oricks

PAY THIS AMOUNT
PAYABLE TO THE
D.C. TREASURER

Office Use Only	1276
OFFICE OF FINANCE & TREASURY	
01/25/99 15:20 CLK 15	
00068	
RECORDATION FEES-CORP.	
\$	
\$	
\$	
\$	
\$	
TOTAL	50.00

This Space For Use of the D.C. Treasurer Only
NOTE: PUBLIC LAW 88-208 REQUIRES A CHARGE OF \$50.00 FOR DISHONORED CHECKS

D.C. GOVERNMENT
DEPT. OF CONSUMER & REG. AFFAIRS
614 H STREET NW 2ND FLOOR
WASHINGTON, DC 20001
202-727-7000

Store # 0004 Receipt # 020068
Reg. # 0 01/25/99 at 15:20
Cash In CLK# 15 Sale CLK# 15

EB23001276 RECORDATION FEES-CORP.
1 @ \$ 50.00 \$ 50.00

Sub-Total \$ 50.00
Tax \$ 0.00

Total Sale \$ 50.00

Check Amount \$ 50.00

Change Due \$ 0.00
DRV LIC # 225824940 ST. VA
ACCT. # 25407011666725577006326
CHECK # 006326

THANK YOU FROM DC TREASURY
HAVE A SAFE DAY