

**BALTIMORE AREA MILITARY OFFICERS ASSOCIATION, INC.**

**ARTICLES OF INCORPORATION**

**FIRST:** We, the undersigned, Wallace Dann, whose post office address is 209 Purlington Road, Timonium, Maryland 21093-5252, John W. Flatley, whose post office address is 2001 Twin Lakes Drive, Jarrettsville, Maryland 21084, Leo A. Geleta, whose post office address is 6916 Norman Avenue, Baltimore, Maryland 21222-1247, Donald W. Hix, whose post office address is 9453 Dunloggin Road, Ellicott City, Maryland 21043, Jos. Albert M. Lettré, whose post office address is 206 Slade Avenue, Baltimore, Maryland 21208-4922, Nicholas Miller, Jr., whose post office address is 6410 Golden Ring Road, Baltimore, Maryland 21237, Frank H. Robinson, Jr., 9 Sonachan Court, Towson, Maryland 21286-7911, Oscar G. Sinibaldi, whose post office address is 1000 Stevenson Lane, Towson, Maryland 21286 and Harold S. Wulforst, whose post office address is 26 Acorn Circle #102, Towson, Maryland 21286, each being eighteen (18) years of age, do hereby associate ourselves as incorporators with the intention of forming a corporation under and by virtue of the General Laws of the State of Maryland.

**SECOND:** The name of the corporation (which is hereinafter called the "Corporation") is:

**BALTIMORE AREA MILITARY OFFICERS ASSOCIATION, INC.**

**THIRD:** The purposes for which the corporation is formed are as follows:

- (a) To promote the purposes and objectives of the Military Officers Association of America; foster fraternal relations among retired, active, and former commissioned officers and warrant officers of the United States Army, United States Navy, United States Air Force, United States Marine Corps, United States Coast Guard,

United States Public Health Service and the National Oceanic and Atmospheric Administration, and their National Guard or reserve components; protect the rights and interests of active duty, retired, reserve, and National Guard personnel of the aforementioned uniformed services and their dependents and survivors; provide useful services for members and their dependents and survivors; serve the community and the nation; and to function primarily in the Baltimore Metropolitan Area.

(b) To carry out its functions either directly or through affiliation with the national or state military officers associations or other similarly organized entities.

(c) To engage in any lawful act or activity for which corporations may be organized under the Maryland General Corporation Law as the same pertains to non-stock corporations and which may be in furtherance of the purposes set forth in sub-parts (a) and (b) above of this Item Third and as further circumscribed in sub-part (d) below.

(d) The Corporation is irrevocably dedicated to, and operated exclusively for, non-profit purposes; no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 this Article THIRD hereof. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(19) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contribution to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986 (or

the corresponding provision of any future United States Internal Revenue Law).

FOURTH: The post office address of the principal office of the Corporation in this State is 209 Purlington Road, Timonium, Maryland 21093-5252. The name and post office address of the resident agent of the Corporation in this State is Wallace Dann, 209 Purlington Road, Timonium, Maryland 21093-5252. Said resident agent is a citizen of this State and actually resides herein.

FIFTH: The Corporation is not authorized to issue any capital stock. The Board of Directors may choose the first members in accordance with the bylaws. Members may resign or be removed, vacancies may be filled and additional members elected, as provided in the bylaws which may prescribe different classes of members and prescribe the duties of each class.

SIXTH: The number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three; and the Directors who shall act until the first annual meeting or until their successors are duly chosen and qualified, are the incorporators named herein.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: In furtherance of law and not in limitation of the powers conferred, the following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and/or the Corporation and members thereof.

(a) The Corporation reserves the right to make from time to time any amendments of its Charter which may be made at present, or hereafter may be

authorized by law, including any amendments changing the number and classification of its members.

(b) Notwithstanding any provisions of Corporations and Associations Article of the Annotated Code of Maryland, requiring any action to be taken or authorized by the affirmative vote of a designated proportion of the members of the Board of Directors, or of the members of the Corporation, such action may be taken or authorized by the affirmative vote of a majority of the members of the Board of Directors or members of the Corporation, as the case may be, present at the meeting at which a vote is taken upon the proposed action or authorization, except as otherwise provided in these Articles of Incorporation.

(c) All of the property of this Corporation and accumulations thereof shall be held and administered to effectuate its purposes and to serve the general welfare of the members. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of 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 as a post or organization of past or present members of the Armed Forces of the United States, or an auxiliary unit or society of, or a trust or foundation for, any such post or organization, as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (19) of the Internal Revenue Code as it presently exists (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

(d) The Board of Directors are hereby expressly authorized to

make, alter, amend and repeal the Bylaws of the Corporation.

IN WITNESS WHEREOF, each of us has signed these Articles of Incorporation this 24<sup>th</sup> day of September 2002, and each of us acknowledges this document to be his act.

Witness:

Ames Jones Dann Wallace Dann (SEAL)  
Wallace Dann

Ames Jones Dann John W. Flatley (SEAL)  
John W. Flatley

Ames Jones Dann Leo A. Geleta (SEAL)  
Leo A. Geleta

Ames Jones Dann Donald W. Hix (SEAL)  
Donald W. Hix

Ames Jones Dann Jos. Albert M. Lettré (SEAL)  
Jos. Albert M. Lettré

Ames Jones Dann Nicholas Miller, Jr (SEAL)  
Nicholas Miller, Jr

Ames Jones Dann Frank H. Robinson (SEAL)  
Frank H. Robinson

Ames Jones Dann Oscar G. Sinibaldi (SEAL)  
Oscar G. Sinibaldi

Ames Jones Dann Harold S. Wulforst (SEAL)  
Harold S. Wulforst