

ARTICLES OF ORGANIZATION

Committee to Honor America's Veterans

Original: June 1, 2013

Amended: May 8, 2015

Amended: February 17, 2016

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be the Committee to Honor America's Veterans. The business of the corporation may be conducted as the Committee to Honor America's Veterans

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

The Committee to Honor America's Veterans is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

The educational and charitable purpose of this Committee, in accordance with IRC 501 (c) (3), is to erect and maintain as a public monument, a Veterans' Memorial in Sunset Beach Town Park.

The Committee to Honor America's Veterans purpose is to commemorate and properly recognize our veterans – past, present and future – for their contributions to the protection of our nation and its citizens, as well as the preservation of freedom throughout the world.

Upon completion of the Memorial, the Committee to Honor America's Veterans will engage in activities dedicated to helping veterans. The Committee shall engage in partnerships with already established organizations, such as but not limited to Veterans of Foreign Wars (VFW), American Legion, etc., that support veterans.

The Committee will not engage, otherwise than as an insubstantial part of our Committee activities, in activities that in themselves are not in furtherance of our exempt educational and charitable purposes.

The Committee's assets are dedicated to the exempt educational and charitable purposes within IRC 501 (c) (3).

3.02 Public Benefit

The Committee to Honor America's Veterans is designated as a public benefit corporation.

ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature

The Committee to Honor America's Veterans is organized exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code. No part of the net earnings of the Committee to Honor America's Veterans shall inure to the benefit of, or be distributable to its members, trustees, 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 the purpose clause hereof.

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 distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The Committee to Honor America's Veterans is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the directors, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of the Committee to Honor America's Veterans of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Committee to Honor America's Veterans assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Committee to Honor America's Veterans hereunder shall be selected by the discretion of a majority of the managing body of the Committee to Honor America's Veterans and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Committee to Honor America's Veterans by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Montana.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of North Carolina to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, properties of the directors of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

The Committee to Honor America's Veterans shall be governed by its Board of Directors.

5.02 Initial Directors

The initial directors of the corporation were elected at the first organizational meeting.

ARTICLE VI

MEMBERSHIP

6.01 Membership

The Committee to Honor America's Veterans shall have members, volunteers, and liaison representatives. The management of the affairs of the corporation shall be vested in a **Board of Directors**, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the **Board of Directors**.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is: 7385 Balmore Drive SW, Sunset Beach, NC, 28468.

The mailing address of the corporation is: 7385 Balmore Drive SW, Sunset Beach, NC, 28468.

ARTICLE IX

APPOINTMENT OF REGISTERED AGENT

9.01 Registered Agent(s)

The registered agent(s) of the corporation shall be: Gordon Coulson, John F. Corbett, and Karen Joseph.

ARTICLE X

INCORPORATOR

The incorporators of the corporation are as follows: Robert Hanania, Jay Kerr, and Charles Nern.

Certificate of Adoption of Articles of Incorporation

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of the Committee to Honor America's Veterans were approved by the Board of Directors on June 1, 2013, amended on May 8, 2015, and constitute a complete copy of Articles of Incorporation of the Committee to Honor America's Veterans.

Acknowledgment of consent to appointment as registered agent

I, Gordon Coulson, agree to be the registered agent for The Committee to Honor America's Veterans as appointed herein.

Registered Agent _____

Date: _____

Acknowledgment of consent to appointment as registered agent

I, John F. Corbett, agree to be the registered agent for The Committee to Honor America's Veterans as appointed herein.

Registered Agent _____

Date: _____

Acknowledgment of consent to appointment as registered agent

I, Karen Joseph, agree to be the registered agent for The Committee to Honor America's Veterans as appointed herein.

Registered Agent _____

Date: _____