

HONORABLE REBECCA McDOWELL COOK  
SECRETARY OF STATE  
STATE OF MISSOURI  
JEFFERSON CITY, MISSOURI 65101  
POST OFFICE BOX 778  
JEFFERSON CITY, MO. 65102

ARTICLES OF INCORPORATION  
OF A  
MISSOURI NON-PROFIT CORPORATION

We, the undersigned,

Larry W. Rivers,      4639 N. Holly Court,      Kansas City, Missouri 64116  
Joe L. Ridgley,      24114 W. Hidden Valley Rd.,      Peculiar, Missouri 64078  
Lawrence M. Maher,      7819 NW Westside Dr.,      Weatherby Lake, Missouri 64152

being natural persons of the age of eighteen years or more and citizens of the United States, for the purpose of forming a corporation under the "Missouri Nonprofit Corporation Act", do hereby adopt the following Article of Incorporation:

1. The name of the corporation is VETERANS OF FOREIGN WARS FOUNDATION.
2. The period of duration of the corporation is perpetual.
3. The corporation is a public benefit corporation.
4. The address of its initial Registered Office in the State of Missouri is:

Office of the Quartermaster General  
11th Floor, VFW National Headquarters  
406 W. 34th Street  
Kansas City, Missouri 64111

and the name of its initial Registered Agent at said address is Lawrence M. Maher.

5. The initial incorporators are:

Larry W. Rivers,            4639 N. Holly Court,            Kansas City,            Missouri 64116

Joe L. Ridgley,            24114 W. Hidden Valley Rd., Peculiar,            Missouri 64078

Lawrence M. Maher,      7819 NW Westside Dr.,      Weatherby Lake, Missouri 64152

6. The corporation shall have no voting members. Its affairs shall be managed solely by its Board of Directors which shall be self-perpetuating in accordance with the terms of By-Laws from time to time adopted by the corporation.

7. 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 Articles 8 and 9 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distribution of statements) in, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) and (3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code. In any year in which the corporation shall be deemed to be a private foundation under Section 509 of the Internal Revenue Code, it shall: (a) make distributions of its income at such times and in such manner as to avoid liability for tax under Section 4942 of the Code; (b) not engage in any act of self-dealing as defined in Section 4941(d) of said Code; (iii) not retain any excess business holdings as defined in Section 4943(c) of said Code; (d) not make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; and (e) not make any taxable expenditures as defined in Section 4945(d) of said Code.

8. Upon the dissolution or liquidation of this corporation, the Board of Directors shall, after payment or provision for its debts and liabilities, dispose of all of its assets (except any assets conveyed to this corporation upon condition requiring return, which condition occurs by reason of the dissolution of this corporation), exclusively for purposes described in Section 501(c)(3) of the Internal Revenue Code. The assets shall be transferred or conveyed pursuant to law to the Veterans of Foreign Wars of the United States, if authorized or permitted without adverse tax consequences by the provisions of the Internal Revenue Code, or, if not so permitted by the Code, to one or more organizations described in Section 501(c)(3) of the Internal Revenue Code of

1954 or corresponding provisions of any subsequent Federal Tax Code for one or more of the purposes described below, as the Board of Directors of this corporation shall determine.

9. The corporation is organized and shall be operated exclusively for charitable, scientific, literary or educational purposes or for the prevention of cruelty to children and for such other purposes now or hereafter recognized in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future Federal Tax Code, including those purposes which may be set forth in By-Laws adopted by the corporation.

10. The individuals who are to serve as the initial directors shall be:

Paul E. Spera, Commander-in-Chief, 20 Standish Road, Attleboro, Massachusetts 02703

Larry W. Rivers, Adjutant General, 4639 N. Holly Court, Kansas City, Missouri 64116

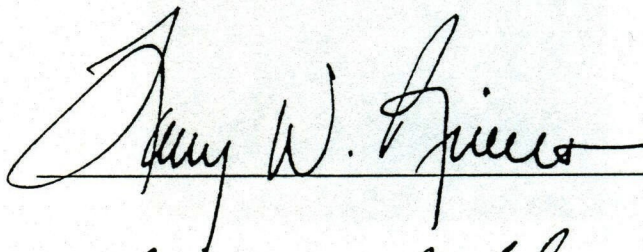
Ronald G. Browning, Director Marketing Services, 14604 W. 69th St., Shawnee, Ks. 66216

Joe L. Ridgley, Quartermaster General, 24114 W. Hidden Valley Rd., Peculiar, Mo. 64078

Lawrence M. Maher, Asst. Quartermaster General, 7819 NW Westside Dr., Weatherby Lake, Mo. 64152

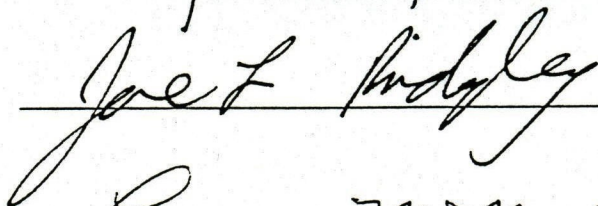
Incorporators:

Larry W. Rivers



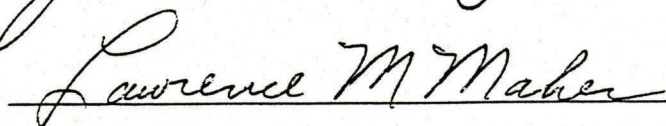
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Joe L. Ridgley



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Lawrence M. Maher



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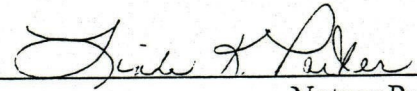
Verification

State of Missouri

County of Jackson

I, Linda K. Porter, notary public, do hereby certify that on the 27th day of February, 1996, Larry W. Rivers, Joe L. Ridgley and Lawrence M. Maher each personally appeared before me and being first duly sworn by me separately acknowledged that they signed a forgoing document as a fre act and deed in the respective capacities therein set forth and declared that the statements therein contained are true, to the best of their knowledge and belief.

In witness whereof, I have here unto set my hand and seal the day and year above written.



Notary Public

My commission expires July 5, 1998

