

ARTICLES OF INCORPORATION OF ANGRY SKIPPER ASSOCIATION, INC.

ARTICLE I - DESIGNATION

We, former soldiers and family members, who are bound by common memories and experiences, having served in D Company, 2nd Battalion, 8th Cavalry, 1st Cavalry (airmobile) Division from 1965 - 1972, hereby form the Angry Skipper Association, Inc. as a non-profit, fraternal, patriotic corporation. The undersigned incorporators, in order to form a corporate entity under New Jersey Statutes, adopt the following articles of incorporation.

ARTICLE II – PURPOSE and OBJECTIVES

This corporation is organized exclusively for charitable purposes within the meaning of Section 501 (c) (19) of the Internal Revenue Code, as now enacted or hereafter amended, including for such purposes, the making of distributions to organizations that also qualify as Section 501 (c) (19) exempt organizations. To this end, the corporation is created and maintained to serve these objectives:

- a) To promote and foster the comradeship and friendship brought about through service in Vietnam.
- b) To provide opportunities for members to maintain and strengthen bonds and renew friendships, through holding regular reunions, publication of newsletters, and maintaining rosters of Association members.
- c) To provide appropriate recognition to those comrades-in-arms who are no longer with us.
- d) To provide a link between the Association, and its successor organizations, to include those higher military commands (and successors) to which association members were assigned.
- e) To proclaim and publish the traditions and achievements of D Company, 2nd Battalion, 8th Cavalry, 1st Cavalry Division.
- f) To provide financial assistance by means of the Foundation of the Angry Skipper Association toward the education of selected categories of persons as designated by the Association, from time to time.
- g) To sponsor or provide the membership with other benefits and activities that are normally available to fraternal organizations and which are consistent with the purposes and objectives as set forth above.
- h) The Association shall be nonpolitical, nonpartisan, and nonsectarian. It shall issue no capital stock and shall not be operated for the purpose of making a profit and shall not declare dividends to the members of the Association.
- i) All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said aforementioned purposes.

ARTICLE III – LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501 (c) (19) of the Internal Revenue Code, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor

- to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
 3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501 (c) (19) of the Internal Revenue Code, as now enacted or hereafter amended.
 4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV – MEMBERS

The corporation shall have a voting membership, and may have classes of same (if any), as defined in the corporation’s bylaws. Membership will include those military members and family members who served honorably in Delta Company, 2nd Battalion, 8th Cavalry, 1st Cavalry (airmobile) Division during 1965 – 1972 in the Republic of Vietnam, next-of-kin of any deceased comrade-in-arms, and such honorary members as may be nominated and accepted by a majority vote of Association members.

ARTICLE V - DUES AND FEES

Members of the association will be assessed dues to cover necessary expenses of copying and postage associated with the printing of rosters and newsletters, and to provide for expenses associated with the organization of reunions. The amount of dues will be specified in the by-laws. Dues will be assessed to regular and associate members. Other fund raising activities, such as a raffle, may be conducted in conjunction with the annual reunion, providing such events are approved in advance by the governing board, and are in compliance with local laws.

ARTICLE VI - MANAGEMENT

Members of the Association are the basic governing body, and their decisions, at regularly constituted meetings conducted in conjunction with reunions are final. Routine business of the Association will be conducted by a Board of Governors, which shall consist of all elected officers of the association, in accordance with the articles of incorporation and bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operation in governing the corporation shall be defined by statute and by the corporation’s by-laws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

ARTICLE VII – DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the

members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VIII - BOARD OF GOVERNORS

The Association Board of Governors will consist of the elected officers of the association which will include a President, a Vice-President and Membership Coordinator, a Secretary, and a Treasurer. The President may appoint other officers to specific duties, but these appointed officers will not be members of the Board of Governors. Order of succession to the presidency is the order listed above. In the event any other elected or appointed officer becomes unable to serve during his term, the President shall appoint a replacement with the consent of the Board of Governors.

ARTICLE IX - BY-LAWS

By-Laws may be adopted, amended, or rescinded by a majority vote of the membership attending a meeting, based on a recommendation of the Board of Governors, or on a properly presented motion by any voting member. Interim changes to the By-Laws may be effected by the Board of Governors, however, these changes must be approved by a majority vote at the next general membership meeting/reunion.

ARTICLE X - AMENDMENTS

These articles of incorporation may be amended by approval of a two-thirds majority at any regular reunion/meeting.

ARTICLE XI - ADOPTION

RATIFIED ON THIS 20th DAY OF MAY, 2006 BY THE MEMBERS AT THE REGULAR BUSINESS MEETING IN ORLANDO, FLORIDA, SUPERSEDING A CONSTITUTION ADOPTED ON 10, NOVEMBER, 2001.

(Signed Copy on File with the Association Secretary)

President _____

Vice President _____

Treasurer _____

Secretary _____