

I, the undersigned natural person over the age of 18, acting as the incorporator, adopt the following Articles of Incorporation of Alamo Chapter of the Vietnam Helicopter Pilots Association:

ARTICLE 1 NAME

The name of the Corporation is the Alamo Chapter of the Vietnam Helicopter Pilots Association.

ARTICLE 2 NONPROFIT CORPORATION

The Corporation is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

ARTICLE 3 DURATION

The Corporation will continue in perpetuity.

ARTICLE 4 PURPOSES

The purposes for organizing the Corporation are as follows:

- a. To enhance and accredit the cohesiveness, esprit de corps, and traditions of valor of rotary wing aircrews who flew in Southeast Asia during the Vietnam era.
- b. To assist needy and disabled veterans and the widows and orphans of deceased veterans.
- c. To provide entertainment, care, assistance and any other appropriate support to current members of the United States Armed Forces and to veterans of the United States Armed Forces.
- d. To promote social welfare within the community.
- e. To perpetuate the memory of veterans and to comfort their survivors.
- f. To conduct charitable, literary, and educational programs.
- g. To sponsor and participate in patriotic activities.
- h. To provide social and recreational activities for members.

ARTICLE 5 POWERS

Subject to the limitations in these Articles, the Corporation may take any action it deems necessary, appropriate, or convenient relating to the Corporation’s management, including but not limited to, the powers to:

- a. Have succession to its corporate name.
- b. Make and alter bylaws.
- c. Conduct affairs, carry on operations, and have officers anywhere in the world.
- d. Have and alter a corporate seal, and use the seal by causing it or a facsimile to be impressed on, affixed to, or reproduced in any manner on instruments required to be executed by the Corporation’s officers.
- e. Buy, receive, lease, or otherwise acquire, own, hold, improve, use, or otherwise deal in any interest in real or personal property wherever situated.
- f. Invest and reinvest in property that the Board of Directors deems advisable, including an option to acquire an asset.
- g. Buy, receive, subscribe for, acquire, own, hold, vote, employ, mortgage, lend, pledge, sell, dispose of, or otherwise use and deal in and with shares, interests, and obligations of other corporations, whether for profit or not for profit, associations, partnerships, individuals, and government agencies and instrumentalities.
- h. Acquire, own, hold, mortgage, dispose of, and invest funds in property for the use and benefit of and under the discretion of any domestic or foreign convention, conference, or association with which the Corporation is affiliated, or which elects the Board of Directors, or which controls it in furtherance of the purposes of the convention, conference, or association.
- i. Sell, convey, exchange, convert, grant an option, assign, build, manage, operate, control, or otherwise dispose of Corporation property.
- j. Partition, divide, subdivide, assign, develop, and improve Corporation property.
- k. Make or obtain the vacation of plats, adjust boundaries, adjust differences in valuation on exchange or partition, and dedicate easements for public use, of Corporation property, with or without consideration.

- l. Make ordinary and extraordinary repairs and alterations in buildings, demolish improvements, raze party walls or buildings, and erect party walls or buildings on Corporation property.
- m. Lease Corporation property for any legal purpose, and enter into any covenants and agreements relating to the leased property or any improvements that may be erected on the property.
- n. Take the following actions regarding natural resources related to Corporation property:
 - (a) Enter into oil, gas, liquid or gaseous hydrocarbon, sulphur, metal, and any and all other natural-resource leases.
 - (b) Enter into any pooling, unitization, repressurization, community, and other types of agreements relating to the exploration, development, operation, and conservation of properties containing minerals or other natural resources.
 - (c) Drill, mine, and otherwise develop oil, gas, and other minerals.
 - (d) Contract for installing and operating absorption and repressuring plants.
 - (e) Install and maintain pipelines.
- o. Borrow money on the Corporation's behalf from any person, firm, or corporation for any Corporation purpose. However, the Corporation may not borrow money from an officer or director without the approval of the Board of Directors, not including the vote of any director involved in the transaction in a personal capacity.
- p. Make contracts, incur liabilities, issue notes, bonds and other obligations, and secure obligations by mortgage or pledge of Corporation property, franchises, and income.
- q. Encumber or hypothecate Corporation property for any corporate purpose by mortgage, deed of trust, pledge, or otherwise.
- r. Lend money for the Corporation's purposes, invest and reinvest funds, and take and hold real and personal property as security for payment of funds loaned or invested.
- s. Enforce any mortgage or deed of trust or pledge owned by the Corporation and, at any sale under any such mortgage, deed of trust, or pledge, bid and buy at Corporation expense any property subject to the security instrument.
- t. Lend money to and otherwise assist the Corporation's employees, but not its officers and directors.
- u. Vote and give proxies to vote any Corporation securities.
- v. Pay any assessments or other charges levied on any Corporation stock or other security.
- w. Exercise any subscription, conversion, or other rights or options that may attach to the holders of any Corporation stocks, bonds, securities, or other instruments.
- x. Continue and operate, sell, or liquidate any business or partnership interests received by the Corporation.
- z. Participate in any plans or proceedings for the foreclosure, reorganization, consolidation, merger, or liquidation of any corporation or organization that has issued securities owned by the Corporation and, incident to that participation, deposit securities with, and transfer title of securities to, any protective or other committee established to further or defeat any such plan or proceeding.
- aa. Carry, at the Corporation's expense, insurance or make other arrangements for paying liabilities to protect the Corporation or its directors, officers, members, agents, and employees, or persons serving at the Corporation's request as representatives of another enterprise, if the terms of the insurance or other arrangements are consistent with applicable law.
- bb. Make donations for the public welfare; for charitable, scientific, or educational purposes; and, in wartime, make donations in aid of war activities.
- cc. Abandon any Corporation asset.
- dd. Elect or appoint officers and agents for any period of time, define their duties, and fix their compensation.
- ee. Establish pension plans and trusts and pay pensions to all or certain classes of its officers and employees.
- ff. Employ an attorney, investment adviser, accountant, broker, tax specialist, or any other agent, and pay reasonable compensation for all services performed by any of them as a Corporation expense.
- gg. Compromise, participate in mediation, submit to arbitration, release with or without consideration, extend time for payment, and otherwise adjust any claims in favor of or against the Corporation.
- hh. Institute or defend any litigation in the corporate name with respect to the Corporation or any Corporation property, at the Corporation's expense.

- ii. Cease the Corporation’s activities and terminate its existence by voluntary dissolution.
- jj. Do all acts, take part in any proceedings, and exercise all rights and privileges as could an absolute owner of Corporation property, subject to the limitations expressly stated in these Articles of Incorporation. The enumeration of powers in these Articles of Incorporation will not limit the Corporation’s general or implied powers or any additional powers provided by law.

ARTICLE 6 RESTRICTIONS AND REQUIREMENTS

The Corporation may not pay dividends or other corporate income to its members, directors, or officers, or otherwise accrue distributable profits, or permit the realization of private gain. The Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

- a. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
- b. Serve a private interest other than one clearly incidental to an overriding public interest.
- c. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
- d. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
- e. Have objectives characterizing it as an “action organization” as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
- f. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation’s assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
- g. Permit any part of the Corporation’s net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.
- h. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation’s primary, exempt purposes.

ARTICLE 7 MEMBERSHIP

The Corporation will have one or more classes of members as provided in the bylaws.

ARTICLE 8 INITIAL REGISTERED OFFICE AND AGENT

The street address of the Corporation’s initial registered office is 12635 Cascade Hills, San Antonio, Texas 78253. The name of the initial registered agent at this office is Jonathan M. Osborn.

ARTICLE 9 MANAGING BODY OF CORPORATION

The management of the corporation is vested in its Board of Directors and such committees of the board that the board may, from time-to-time, establish. The bylaws will provide the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors.

In electing directors, members may not cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The initial Board of five persons consists of the following persons at the following addresses:

1. Jonathan M. Osborn
12635 Cascade Hills
San Antonio, Texas 78253
2. Jim Bauer
315 Taildragger Lane
Zuehl, Texas 78124
3. Mike Maloy
246 Fenwick Drive
San Antonio, Texas 78239
4. Robert F. Dillon
4211 Sweet Sand
San Antonio, Texas 78253
5. James H. Rivo
917 Morningside Drive
San Antonio, Texas 78209-5527

The number of directors may be increased or decreased by amending bylaws. The number of directors may not be decreased to less than three.

ARTICLE 10 LIMITATION ON LIABILITY OF DIRECTORS

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

ARTICLE 11 INDEMNIFICATION

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation or regardless of the provisions of the Texas Non-Profit Corporation Act governing indemnification.

As the bylaws provide, the Board or Officers may define the requirements and limitations for the Corporation to indemnify directors, officers, members, or others related to the Corporation.

ARTICLE 12 CONSTRUCTION

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time.

ARTICLE 13 INCORPORATOR

The name of the incorporator is:

Jesse Blanco
P.O. Box 680875
San Antonio, Texas 78268

ARTICLE 14 ACTION BY WRITTEN CONSENT

Action may be taken by use of signed written consents by the number of members, directors, or committee members whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted.

Each written consent must bear the date of signature of each person signing it. A consent signed by fewer than all of the members, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within 60 days after the date of the earliest-dated consent delivered to the Corporation. Delivery must be made by hand, or by certified or registered mail, return receipt requested.

The delivery may be made to the Corporation's registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If delivery is made to the Corporation's principal place of business, the consent must be addressed to the president or principal executive officer.

The Corporation will give prompt notice of the action taken to persons who do not sign consents. If the action requires documents to be filed with the secretary of state, the filed documents will state that the written-consent procedures have been properly followed.

A telegram, telex, cablegram, or similar transmission by a member, director, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the member, director, or committee member.

I execute these Articles of Incorporation on February **, 2010.

Jesse Blanco

NOTE: December 09, 2019 – This **original copy** of the **ARTICLES OF INCORPORATION for the Alamo Chapter of the VHPA** is being maintained as a legal record for the Alamo Chapter's archives. The original five (5) Board Members + Jesse Blanco who adopted and signed this set of Articles as an Incorporation of the VHPA Alamo Chapter are no long ACTIVE as Chapter Officers or as participating members. As of this date: James H. Riovo died 09/15/2011, Mike Maloy died 06/16/2017, and Jim Bauer has deceased – date not known at this time.