

FO20000006193

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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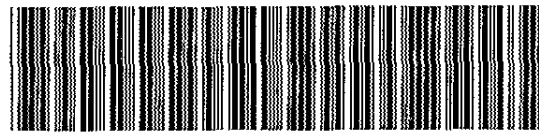
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OR



ACCOUNT NO. : 072100000032

REFERENCE : 758142 4732247

AUTHORIZATION :

COST LIMIT : \$ PPD

-----  
ORDER DATE : September 24, 2002

ORDER TIME : 11:32 AM

ORDER NO. : 758142-010

CUSTOMER NO: 4732247

CUSTOMER: Sonia Valle, Paralegal  
Perlman & Perlman  
220 5th Avenue, 7th Floor  
New York, NY 10001-7708  
-----

FOREIGN FILINGS

NAME: UNITED SERVICE ORGANIZATIONS  
INCORPORATED

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 7, 2002

NORMA HULL  
CSC

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: UNITED SERVICE ORGANIZATIONS INCORPORATED  
Ref. Number: W02000032037

We have received your document for UNITED SERVICE ORGANIZATIONS INCORPORATED and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline  
Document Specialist

Letter Number: 802A00061000

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TALLAHASSEE

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STATE OF FLORIDA  
TALLAHASSEE

PERLMAN & PERLMAN  
ATTORNEYS AT LAW  
220 FIFTH AVENUE  
7TH FLOOR

NEW YORK, NEW YORK 10001-7708  
TELEPHONE (212) 889-0575  
FACSIMILE (212) 889-5228

BERNARD PERLMAN  
1922-1991  
SETH PERLMAN  
CLIFFORD PERLMAN  
DAVID G. SAMUELS  
DANIEL R. ALCOTT  
AMY C. KARP - OF COUNSEL

MANHASSET OFFICE:  
138 HEMLOCK ROAD  
MANHASSET, NEW YORK 11030  
TELEPHONE (516) 365-0666  
FACSIMILE (516) 365-7293

SCOTTSDALE OFFICE:  
9850 N. 73RD STREET, SUITE 2043  
SCOTTSDALE, ARIZONA 85258  
TELEPHONE (480) 699-8270  
FACSIMILE (480) 699-8271

PLEASE REPLY TO:

New York Office

December 3, 2002

Ms. Tammi Cline  
Document Specialist  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: United Service Organizations, Incorporated, Ref. # W02000032037

Dear Ms. Cline,

This is in response to your letter concerning our client's application to qualify to do business in Florida.

As we discussed over the telephone, our client is a congressionally chartered organization with chapters nationwide. This is reflected in the enclosed articles of incorporation to which is attached a copy of Public Law 96-165, creating the organization.

Although our client has chapters in Florida that use the same name, our client is the parent of those chapters and, therefore, is entitled to use of the name.

Please let me know if you have any questions.

Sincerely,

  
Sonia Valle  
Legal Administrator

Enc.

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DEC 10 2002  
TALLAHASSEE, FLORIDA  
U.S. DEPT. OF STATE

**APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO  
CONDUCT ITS AFFAIRS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN  
THE STATE OF FLORIDA:*

1. UNITED SERVICE ORGANIZATIONS, INC.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

2. DISTRICT OF COLUMBIA

(State or country under the law of which it is incorporated)

3. 13-1610451

(FEI number, if applicable)

4. DECEMBER 31, 1980

(Date of Incorporation)

5. PERPETUAL

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date corporation first conducted Affairs in Florida - See sections 617.1501, 617.1502, and 817.155, F.S.)

7. 1008 EBERLE PLACE, S.E., #301, WASHINGTON, D.C. 20374

(Principal office address)

(Current mailing address)

8. PLEASE REFER TO ATTACHED STATEMENT OF PURPOSE

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee

(City)

Florida

32301

(Zip Code)

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TALLAHASSEE, FLORIDA

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10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Deborah D. Skipper  
Asst. V. Pres.

Deborah D. Skipper

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: EDWARD A. POWELL

Address: C/O USO, 1008 EBERLE PLACE S.E., #301

WASHINGTON, D.C. 20374

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. EDWARD A. POWELL, PRESIDENT  
(Typed or printed name and capacity of person signing application)

(attached)

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STATE OF FLORIDA  
TALLAHASSEE

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## USO WORLD BOARD OF GOVERNORS

(AS OF OCTOBER 18, 2002)

C. Neil Ash  
Attorney-at-Law (Ret)  
Rancho Santa Fe, CA

Fay Beauchine  
Vice President Sales and Customer Relations  
Northwest Airlines/KLM Royal Dutch Airlines  
Eagan, MN

David M. Brewer  
President  
Madison Capital Partners, Inc.  
New York, NJ

Susan Brooks  
Director, WorldNet Customer Care  
AT&T  
Morristown, NJ

Lawrence H. Brown  
Vice President and Director Customer  
Development  
Glaxo SmithKline  
Pittsburgh, PA

Iris J. Burnett  
President and CEO  
KAI Productions, Inc.  
Arlington, VA

ADM Henry G. Chiles, Jr. USN (Ret)  
Alexandria, VA

RADM Philip J. Coady, USN (Ret)  
President  
Navy Mutual Aid Association  
Annandale, VA

GEN Terrance R. Dake, USMC (Ret)  
Vice President  
Bell Helicopter Textron, Inc.  
Ft. Worth, TX

Dr. Edwin A. Deagle, Jr.  
Chairman  
Potomac Finishing Co.  
Alexandria, VA

James P. Fabiani  
Chairman & CEO  
Fabiani & Company, LLC  
Washington, DC

Robert J. Fitch  
Vice President, Government Relations &  
Marketing North America  
BAE SYSTEMS North America  
Arlington, VA

Dr. Calvin V. French  
Washington, DC

John Gottschalk  
President and CEO  
Omaha World Herald Co.  
Omaha, NE

Johnny Grant  
Honorary Mayor of Hollywood  
Hollywood, CA

The Honorable Deborah Lee James  
Senior Vice President and Director of Homeland  
Security  
SAIC Corp.  
McLean, VA

John D. Johnston  
Chairman  
The Wexford Group International  
Vienna, VA  
Suzanne Marx  
Los Angeles, CA

William G. Moore, Jr.  
Chairman

SECRETARY OF DEFENSE  
VALERIE SEE  
LINDA

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## USO WORLD BOARD OF GOVERNORS

---

The Grayson Group, Inc.  
Irving, TX  
Edward J. Noha  
Chairman of the Board  
CNA Financial Corp.  
Chicago, IL

MAJ GEN Erneido A. Oliva (DCNG Ret)  
Ft. Washington, MD

Dr. Michael H. O'Shea  
Parade Magazine  
Sea Bright, NJ

The Honorable Edward A. Powell  
President and CEO  
USO World Headquarters  
Washington, DC

John Philip Reberger  
Boise, ID

The Honorable Joe Reeder  
Greenberg Traurig  
Washington, DC

John C. Roots  
Partner  
Chambers, Conlon, & Hartwell, Inc.  
Washington, DC

Fusao Sekiguchi  
Chairman and CEO  
Venture Safenet, Inc.  
Tokyo, Japan

John J. Senk, Jr.  
Adjutant General  
VFW of the United States  
Kansas City, MO

LTG Dane Starling, USA (Ret)  
Vice President and Corporate Representative  
Anheuser Busch Companies, Inc.  
Sacramento, CA

Richard A. Steinberg  
Vice Chairman  
S & K Sales Co.  
Stamford, CT

James H. Terry, II  
Vice President National Sales  
Coca-Cola  
Atlanta, GA

GEN Carl E. Vuono, USA (Ret)  
President and CEO  
Military Professional Resources, Inc  
Alexandria, VA

Alice A. Wax  
La Jolla, CA

Arthur H. Wilson  
National Adjutant  
Disabled American Veterans  
Washington, DC

The Honorable Frank G. Wisner  
Vice Chairman, External Affairs  
American International Group, Inc.  
New York, NY

Bold names indicate attendance at  
September 18, 2002 Board of Governors  
Meeting.

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GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



## C E R T I F I C A T E

**THIS IS TO CERTIFY** that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the **26th day of November, 1980** *Articles of Incorporation of:*

**UNITED SERVICE ORGANIZATIONS, INCORPORATED**

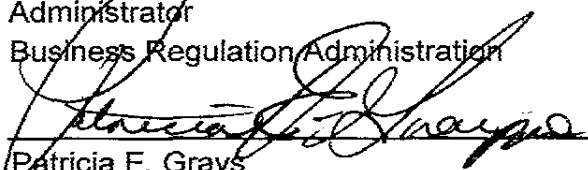
The above named corporation is duly incorporated and existing pursuant to and by virtue of the Nonprofit Corporation Act of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

**WE FURTHER CERTIFY** that the above entitled corporation is at the time of issuance of this certificate in Good Standing, according to the records of the Corporations Division, having filed all reports required by the District of Columbia Nonprofit Corporation Act.

**IN TESTIMONY WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed this **26th day of September, 2002**.

David Clark  
DIRECTOR

Elizabeth O. Kim  
Administrator  
Business Regulation Administration

  
Patricia E. Grays  
Superintendent of Corporations  
Corporations Division

Anthony A. Williams  
Mayor

805078

OFFICE OF RECORDER OF DEEDS, D. C.  
Corporation Division  
Sixth and D Streets, N.W.  
Washington, D. C. 20001

C E R T I F I C A T E

THIS IS TO CERTIFY that all provisions of the District of Columbia  
Non-profit Corporation Act have been complied with and ACCORD-  
INGLY this Certificate of Incorporation

is hereby issued to the UNITED SERVICE ORGANIZATIONS, INCORPORATED

as of the date hereinafter mentioned.

Date November 26, 1980



Marion S. Barry, Jr., Mayor  
District of Columbia  
RDC-55  
September, 1980

Margurita C. Stokes  
Acting Recorder of Deeds, D. C.

*John M. Duty*  
John M. Duty  
Assistant Superintendent  
of Corporations

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ARTICLES OF INCORPORATION  
OF  
UNITED SERVICE ORGANIZATIONS, INCORPORATED

We, the undersigned, all citizens of the United States, of full age, desiring to associate ourselves as a corporation pursuant to the provisions of Title 29, Chapter 10 of the District of Columbia Code, and acting in accordance with Public Law 96-165 (36 U.S.C. § 1306) (a copy of which is attached hereto and incorporated herein), which establishes United Service Organizations, Incorporated as a Congressionally chartered corporation and which requires concurrent incorporation in a single state or in the District of Columbia, do hereby certify and adopt the following Articles of Incorporation:

FIRST: Name. The name and title by which this corporation shall be known in law is United Service Organizations, Incorporated, as provided by Public Law 96-165.

SECOND: Duration. The term for which the corporation is organized shall be perpetual.

THIRD: Purposes. The purposes for which the corporation is organized, pursuant to Public Law 96-165, are as follows: (1) to provide a voluntary civilian agency through which the people of this Nation may, in peace or war, serve the religious, spiritual, social, welfare, educational, and entertainment needs of the men and women in the Armed Forces within or without the territorial limits of the United States, and in general, to contribute to the maintenance of morale of such men and women; (2) to solicit funds for the maintenance of the organization and the accomplishment of its responsibility; (3) to accept the cooperation of and to provide an organization and a means through which other civilian agencies experienced in specialized types of related work, which may be needed to meet particular needs of the

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members of the Armed Forces, may carry on their historic work of serving the spiritual, religious, social, welfare, educational and entertainment needs of such men and women and be afforded an appropriate means of participation and financial assistance to coordinate their programs; (4) to accept the cooperation of individual citizens in accomplishing its purposes; and, (5) to pursue such other objectives and purposes consistent with those stated above.

FOURTH: Membership. The membership of the corporation shall consist of up to nine (9) persons designated by the President of the United States, and such representatives of the public at large and of interested organizations as shall be specified by the by-laws, in accordance with the provisions of Public Law 96-165. The members of the corporation shall have the right and power to adopt and amend by-laws and to elect the members of the Board of Governors, the governing body of the corporation. The rights, privileges, and declarations of the classes of members shall be specified in the by-laws.

FIFTH: Corporate Powers. The corporation shall have all the powers necessary and proper to accomplish its purposes as set forth in Article Third, including, without limiting the generality of the foregoing, the following specified powers set forth in Public Law 96-165: (1) to enact and amend by-laws, rules and regulations for its internal governance and management, not inconsistent with Public Law 96-165 or other provisions of the law; (2) to solicit and raise funds for the accomplishment of its purposes, and to accept gifts, legacies, devises, and support in furtherance thereof; (3) to acquire, hold, and dispose of such real and personal property as may be necessary to carry out the corporate purposes; (4) to sell, mortgage, or lease any of its real property if authorized by its Board of Governors; (5) to make and

enter into contracts; (6) to borrow money for the purposes of the corporation, issue bonds therefor and secure the same by mortgage, subject in every case to all applicable provisions of Federal and State law; (7) to adopt and alter a corporate seal, emblems, and marks; (8) to choose such officers, representatives, and agents as may be necessary to carry out the corporate purposes; (9) to accomplish and maintain offices for the conduct of the affairs of the corporation; (10) to publish a newspaper, magazine, or other publications; (11) to sue and be sued in any court; (12) to make payment of reasonable compensation for services rendered by officers and employees of the corporation and other persons; and, (13) to do any and all actions and things necessary and proper to accomplish the foregoing specifically enumerated purposes of the corporation.

SIXTH: Restrictions on Corporate Powers. The powers of the corporation shall be restricted, in addition to any restrictions set forth in the by-laws, by the following terms and conditions of Public Law 96-165: (1) the corporation shall be non-political and, as an organization, shall not furnish financial aid or assistance to, or otherwise promote the candidacy of, any person seeking elective public office; (2) no substantial part of the activities of the corporation shall involve carrying on propaganda or otherwise attempting to influence legislation; (3) the corporation shall have no power to issue any shares of capital stock, or to declare or pay any dividends; (4) it shall have no power to engage in any business activity for pecuniary profit unless the activity is substantially related to the carrying out of its objectives and purposes or the raising of funds for the accomplishment of said purposes; (5) the property of the corporation is irrevocably dedicated to charitable purposes, and upon dissolution or final liquidation of the corporation, after discharge

or satisfaction of all outstanding obligations and liabilities, its remaining assets, if any, shall be distributed in accordance with the determination of its Board of Governors, in compliance with its by-laws and all Federal and State laws applicable thereto, provided, however, that its property shall not, in any event, inure to the benefit of any private person except a fund, foundation, association, or corporation operated exclusively for charitable purposes; and (6) no part of the income or assets of the corporation shall inure to any member, Governor, officer, or employee of the corporation or be distributed to any person during the life of the corporation or upon its dissolution or liquidation.

SEVENTH: Registered Office. The address of the registered office of the corporation is: USO World Headquarters, 1146 19th Street, N.W., Washington, D.C. 20036.

EIGHTH: Registered Agent. The name and address of the registered agent of the corporation is: The Prentice-Hall Corporation System, Inc., 1701 Pennsylvania Avenue, N.W., Washington, D.C. 20006.

NINTH: Directors. The names and addresses of the persons serving as directors, known as members of the Board of Governors, as of the date of filing of these Articles of Incorporation are as follows:

Margaret M. Adams  
Sr. Editor, National Affairs  
Good Housekeeping  
959 Eighth Avenue, #517  
New York, New York 10019

Alden G. Barber  
8478 Grenache Court  
San Jose, California 95135

O. Lester Applegate  
Standard Brands, Inc.  
1605 Main Street, #805  
Sarasota, Florida 33577

James E. Barrett  
Mutual of Omaha Insurance Co.  
1700 Pennsylvania Ave., N.W.  
Washington, D.C. 20006

Gen. George S. Blanchard  
USA, Ret.  
7713 Lear Road  
McLean, Virginia 22102

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Robert S. Stremson  
7830 State Line Road  
Suite 208  
Prairie Village, Kansas 66208

Mrs. Joseph O. Butcher  
1507 East First Street  
Bloomington, Indiana 47401

W. W. Clements  
Chairman - President  
Dr. Pepper Company  
P. O. Box 225086  
Dallas, Texas 75265

Gilbert Colgate, Jr.  
120 East 89th Street  
New York, New York 10021

Robert K. Corn  
646 South Washington Street  
Papillion, Nebraska 68046

Richard J. Davis, Jr.  
The Davis Agency #1201  
2341 Jefferson Davis Highway  
Arlington, Virginia 22202

Walter G. Davis  
Director  
Dept. of Community Service  
AFL-CIO  
815 16th Street, N.W.  
Washington, D.C. 20005

Mikki Ehrenfeld  
2 Ellery Square  
Cambridge, Massachusetts 02138

E. Stanley Enlund  
First Federal Savings & Loan  
Association  
One South Dearborn Street  
Chicago, Illinois 60603

Maxine E. Flournoy  
1813 Clare Drive  
Alice, Texas 78332

R. Adm. Lawrence R. Geis  
U.S.N. (Ret.)  
4127 Chippewa Drive  
Jacksonville, Florida 32210

Theodore R. Hagans, Jr.  
Hagans Enterprises  
1319 F Street, N.W.  
Washington, D.C. 20004

Frank J. Brennan  
Prudential Insurance Co.  
7825 Daymeadows Way #1258  
Jacksonville, Florida 32216

Marvin E. Cardoza  
British Motors  
901 Van Ness Street  
San Francisco, California 94109

John B. Coleman  
John B. Coleman and Co.  
301 East Erie Street  
Chicago, Illinois 60611

Michael Collins  
Vought Corporation  
1745 Jeff Davis Highway #612  
Arlington, Virginia 22202

Edward J. Daly  
World Airways, Inc.  
Oakland International Airport  
Oakland, California 94614

Gen. M. S. Davison, USA, Ret.  
1800 M Street, N.W.  
Suite 205, North Lobby  
Washington, D.C. 20036

John W. Dixon  
E-Systems, Inc.  
P. O. Box 6030  
Dallas, Texas 75222

John S. D. Eisenhower  
P. O. Box 38  
Valley Forge, Pennsylvania 19481

Kimball C. Firestone  
P. O. Box 397  
Middletown, Maryland 21769

Robert A. Geib  
Chemical Bank  
20 Pine Street  
New York, New York 10005

Peter Hackes  
NBC News  
498 National Press Building  
Washington, D.C. 20045

John H. Halliburton  
2 Skyline Drive  
Kerrville, Texas 78028

Joseph Robbie  
Miami Dolphins, Ltd.  
330 Biscayne Blvd.  
Miami, Florida 33132

Vincent J. Romeo  
P. O. Box 537  
Flat Rock, North Carolina 28731

Theodore A. Serrill  
Box 52  
Edgewater, Maryland 21037

Col. C. H. Small, USA (Ret.)  
4100 Cathedral Avenue, N.W.  
Washington, D.C. 20016

Robert A. Staub  
Staub, Warmbold & Assoc.  
655 Third Avenue  
New York, New York 10022

Col. Lee A. Telesco, USA (Ret.)  
A. Soriano Corporation  
P. O. Box 247, MCC  
Metro Manila 3117  
Philippines

Martin Tucker, Esq.  
Tucker, Gellman & Mulderig  
285 Madison Avenue  
New York, New York 10017

Mrs. James Unruh  
2927 South Quaker  
Tulsa, Oklahoma 74114

William G. Whyte  
491 Sea Oak Drive  
John's Island  
Vero Beach, Florida 32960

Mary Roebling  
Chairman of the Board  
National State Bank  
68 Broad Street  
Elizabeth, New Jersey 07209

James H. Ryan  
Ford Enterprises, Ltd.  
3243 Rhode Island Avenue  
Mt. Rainier, Maryland 20822

Mrs. Charles Sethness, Jr.  
1500 Lake Shore Drive  
Chicago, Illinois 60610

Dr. Elvis J. Stahr  
Martin Dale  
Greenwich, Connecticut 06830

Dorothy C. Stephens  
4200 Massachusetts Avenue, N.W.  
Washington, D.C. 20016

Warren B. Titus  
First National Bank  
100 Federal Street  
Boston, Massachusetts 02110

Pearl Scott Tyler  
30 Parker Street  
Cambridge, Massachusetts 02138

Jeff S. Wald  
9356 Santa Monica Blvd.  
Beverly Hills, California 90210

Clifford Williams  
Miller Brewing Company  
3939 Highland Avenue, West  
Milwaukee, Wisconsin 53208

TENTH: Incorporators. The names and addresses of the  
incorporators are as follows:

James E. Barrett  
5017 Sentinel Drive, N.W.  
Washington, D.C. 20016

Mrs. Charles H. Sethness, Jr.  
1500 Lake Shore Drive  
Chicago, Illinois 60610

Margaret Howard Ismaila  
2567 Dystart Street  
University Hills, Ohio 44118

Dorothy C. Stephens  
4200 Massachusetts Ave., N.W.  
Washington, D.C. 20016

Robert A. Geib  
20 Pine Street  
New York, New York 10005



000000

Mrs. Henry Harriman, Jr.  
3902 Bayside Walk  
San Diego, California 92109

Frau Helga Haub  
Emilienstrasse 4  
D-6200 Wiesbaden  
West Germany

Ronald E. Herington  
Acushnet Industries, Inc.  
720 Belleville Avenue  
New Bedford, Massachusetts 02741

Margaret Howard Ismaila  
2567 Dysart Street  
University Hills, Ohio 44118

Chaplain Maj. Gen. Kermit D.  
Johnson  
Pentagon, Rm. 1E416  
Washington, D.C. 20310

Robert P. Kelsey, Jr.  
Kidder Peabody & Co., Inc.  
75 Federal Street  
Boston, Massachusetts 02101

Donald R. Keough  
Coca-Cola, USA  
P. O. Drawer 1734  
Atlanta, Georgia 30301

Ralph B. Kohnen  
4500 Carew Tower (F)  
441 Vine Street  
Cincinnati, Ohio 45202

Frances Langford  
P. O. Box 96  
Jensen Beach, Florida 33457

James J. Lazarus, President  
L & R Manufacturing Co.  
577 Elm Street  
Kearny, New Jersey 07032

Hon. John Davis Lodge  
129 Easton Road  
Westport, Connecticut 06880

Hon. Al G. Loehr  
203 North 16th Avenue  
St. Cloud, Minnesota 5630

William C. Marshall  
President  
Michigan State AFL-CIO  
419 S. Michigan #200  
Lansing, Michigan 48933

Morgan Maxfield  
1900 Erie Street  
N. Kansas City, Missouri 64116

Frederick Miller McCahey  
Corporate Technical Adv.  
111 W. Washington Street, #2060  
Chicago, Illinois 60602

BG Martin Menter, USAF (Ret.)  
Irene Apartments, #1726  
4701 Willard Avenue  
Chevy Chase, Maryland 20015

Nick J. Mileti  
Century Park Center, 8th Fl.  
9911 W. Pico Blvd.  
Los Angeles, California 90035

Donald L. Miller  
Con Edison of New York  
4 Irving Place  
New York, New York 10003

Ron Miller, Ph.D.  
464 9th Street  
Brooklyn, New York 11215

John H. Nevin  
Manager, Plant Security  
General Electric  
Appliance Dept., Ap-28  
Louisville, Kentucky 40225

CSC Robert W. Nolan, USN (Ret.)  
Fleet Reserve Association  
1303 New Hampshire Avenue, N.W.  
Washington, D.C. 20036

Most Rev. John J. O'Connor  
Military Ordinariate  
1011 First Avenue  
New York, New York 10022

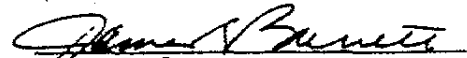
Leo Perlis  
9101 E. Bay Harbor Drive  
#301, Bay Harbor Islands Fla. 33154

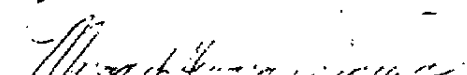
Robert Pirie  
Secretary of Defense, ASD/MR&L  
Pentagon, Rm. 3E808  
Washington, D.C. 20301

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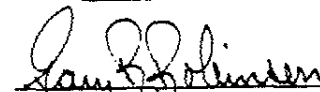
City of Washington     )  
                                  ) ss  
District of Columbia )

James E. Barrett and Margaret Howard Ismalia, being severally duly sworn, depose and say that he, James E. Barrett is President, and that she, Margaret Howard Ismalia, is Secretary, of United Service Organizations, Incorporated, and that he and she were duly authorized to execute and file the foregoing Articles of Incorporation by the votes, cast in person or by proxy, of two-thirds of the membership of the corporation at a regularly scheduled annual meeting of the corporation in Annapolis, Maryland, on April 22, 1980, and by unanimous vote of the members of the Executive Committee in attendance and constituting a quorum, at a regularly scheduled meeting in Chicago, Illinois on September 23, 1980.

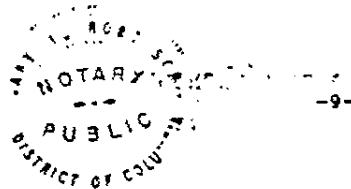
  
James E. Barrett

  
Margaret Howard Ismalia

Subscribed and sworn to before me  
this 31st day of October, 1980.

  
Notary Public

My Commission expires: June 30, 1981



IN WITNESS WHEREOF, we have this 31st day of October, 1980, executed these Articles of Incorporation, in duplicate.

James E. Barrett  
James E. Barrett

Dorothy C. Stephens  
Dorothy C. Stephens

Mrs. Charles H. Sethness, Jr.  
Mrs. Charles H. Sethness, Jr.

Robert A. Geib  
Robert A. Geib

Margaret Howard Ismailia  
Margaret Howard Ismailia

City of Washington )  
District of Columbia ) ss

On this 31st day of October, 1980, before me personally came James E. Barrett, Dorothy C. Stephens, Mrs. Charles H. Sethness, Jr., Robert A. Geib, and Margaret Howard Ismailia, to me known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they severally duly acknowledged that they executed the same.

Notary Public  
Notary Public

My Commission Expires: My Commission Expires June 30, 1981

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James J. Lazarus, Kearny, New Jersey;  
Honorable John Davis Lodge, Westport, Connecticut;  
Honorable Al G. Loebe, Saint Cloud, Minnesota;  
Morgan Maxfield, North Kansas City, Missouri;  
Mrs. Andrew M. McBurney, New York, New York;  
Fred M. McCahey, Winnetka, Illinois;  
Brigadier General Martin Menter, United States Air Force  
(retired), Chevy Chase, Maryland;  
Ms. Mary Wells Milam, Miami, Florida;  
Nick J. Mileti, Gates Mills, Ohio;  
Donald L. Miller, New York, New York;  
Doctor Ron Miller, Brooklyn, New York;  
Fred Much, Houston, Texas;  
Doctor Frank L. Myers, Avenel, New Jersey;  
Chief Commissaryman Robert A. Nolan, United States Navy  
(retired), Washington, District of Columbia;  
Leo Perlis, Washington, District of Columbia;  
Robert B. Pirie, Washington, District of Columbia;  
Joseph Robbie, Miami, Florida;  
Vincent J. Romeo, Flat Rock, North Carolina;  
Lieutenant Colonel James H. Ryan, United States Army (re-  
tired), Mount Rainier, Maryland;  
Theodore R. Serrill, Edgewater, Maryland;  
Mrs. Charles H. Sethness, Junior, Chicago, Illinois;  
Joseph H. Singer, Somerville, New Jersey;  
Colonel C. Haskell Small, United States Army (retired), Wash-  
ington, District of Columbia;  
Robert A. Staub, New York, New York;  
Dorothy C. Stephens, Washington, District of Columbia;  
Warren Titus, Boston, Massachusetts;  
Martin Tucker, New York, New York;  
Mrs. Pearl Scott Tyler, Boston, Massachusetts;  
Mrs. Audrey Ullman, Arlington, Virginia;  
Mrs. Paula Unruh, Tulsa, Oklahoma;  
Jeff Wald, Beverly Hills, California;  
Doctor Seymour S. Weisman, Norwalk, Connecticut;  
William G. Whyte, Washington, District of Columbia;  
Clifford R. Williams, Milwaukee, Wisconsin;  
Julius E. Williams, New York, New York;  
Michael Collins, Washington, District of Columbia;

and their successors are hereby created and declared to be a body corporate having the name United Service Organizations, Incorporated (hereinafter the "corporation"). The said corporation shall have perpetual existence and the powers, limitations, and restrictions herein contained.

SEC. 2. OBJECTS AND PURPOSES OF THE CORPORATION.—The objects and purposes of the corporation are to provide a voluntary civilian agency through which the people of this Nation may, in peace or war, serve the religious, spiritual, social, welfare, educational, and entertainment needs of the men and women in the Armed Forces within or without the territorial limits of the United States, and in general, to contribute to the maintenance of morale of such men and women; to solicit funds for the maintenance of the organization and the accomplishment of its responsibility; to accept the cooperation of and to provide an organization and a means through which the National Board of Young Men's Christian Associations, National Board of Young Women's Christian Associations, National Catholic Community Service, the Salvation Army, the National Jewish Welfare

## Ninety-sixth Congress of the United States of America

## AT THE FIRST SESSION

*Began and held at the City of Washington on Monday, the fifteenth day of January,  
one thousand nine hundred and seventy-nine*

## An Act

To incorporate United Service Organizations, Incorporated.

Be it enacted by the Senate and House of Representatives of the United States of America in Congress assembled, That the following persons, to wit:

Colonel Paul Akst, United States Air Force (retired), New York, New York;  
Robert C. Andrews, Nashville, Tennessee;  
Mary Louise Austin, Atlanta, Georgia;  
Alden G. Barber, Menlo Park, California;  
James E. Barrett, Washington, District of Columbia;  
Alfred D. Bell, Junior, Burlingame, California;  
Mrs. Andrew J. Bennett, Junior, Baton Rouge, Louisiana;  
Rocky Bleier, Pittsburgh, Pennsylvania;  
Frank J. Brennan, Fort Washington, Pennsylvania;  
N. Brewster Broder, Southfield, Michigan;  
Mrs. Edward G. Brown, Millbrook, New York;  
Mrs. Joseph O. Butcher, Bloomington, Indiana;  
Marvin E. Cardozo, San Francisco, California;  
Zebedee C. Chaney, Junior, New York, New York;  
Louis J. Cohen, Newark, New Jersey;  
John B. Coleman, Chicago, Illinois;  
Gilbert Colgate, Junior, New York, New York;  
Robert K. Corn, Papillion, Nebraska;  
Kathryn Grant Crosby, Beverly Hills, California;  
Edward J. Daly, Oakland, California;  
Richard J. Davis, Junior, Arlington, Virginia;  
General Michael S. Davison, United States Army (retired), Washington, District of Columbia;  
Colonel Peter Dawkins, United States Army, Fort Campbell, Kentucky;  
John W. Dixon, Dallas, Texas;  
Mikki Ehrenfeld, Lincoln, Massachusetts;  
E. Stanley Enlund, Chicago, Illinois;  
Kimball C. Firestone, Potomac, Maryland;  
Mrs. Maxine Flournoy, Alice, Texas;  
Robert G. Geib, New York, New York;  
Rear Admiral Lawrence R. Geis, United States Navy (retired), Jacksonville, Florida;  
Jacob Goodstein, New York, New York;  
Theodore J. Hagans, Junior, Washington, District of Columbia;  
Mrs. Henry E. Harriman, Junior, San Diego, California;  
John Halliburton, Kerrville, Texas;  
Ronald E. Herington, New Bedford, Massachusetts;  
Mrs. Margaret Howard Ismail, Cleveland, Ohio;  
Eugene Jelesnik, Salt Lake City, Utah;  
Major General Orris E. Kelly, United States Army, Washington, District of Columbia;  
Robert P. Kelsey, Junior, Boston, Massachusetts;  
Donald R. Keough, Atlanta, Georgia;  
Ralph B. Kohnen, Junior, Cincinnati, Ohio;

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in accordance with the determination of its board of governors, in compliance with its bylaws and all Federal and State laws applicable thereto: *Provided, however,* That its property shall not, in any event, inure to the benefit of any private person except a fund, foundation, association, or corporation operated exclusively for charitable purposes.

(d) No part of the income or assets of the corporation shall inure to any member, governor, officer, or employee of the corporation or be distributable to any person during the life of the corporation or upon its dissolution or liquidation. Nothing in this subsection, however, shall be construed to prevent the payment of reasonable compensation for services rendered to officers and employees of the corporation and other persons, or to prevent their reimbursement for actual necessary expenses in amounts approved by the corporation's board of governors.

(e) The corporation shall not make loans to its members, officers, governors, or employees.

#### SEC. 5. GOVERNANCE OF THE CORPORATION.

(a) **MEMBERS OF THE CORPORATION.**—The persons listed in section 1 are the present members of United Service Organizations, Incorporated, a corporation organized under the Not-for-Profit Corporation Law of the State of New York (hereinafter "the New York Corporation"). Upon the enactment of this charter, and for not more than one year thereafter, the said persons shall be the members of the corporation hereunder. They shall adopt bylaws and perform all other acts necessary to complete the organization of the corporation. Thereafter, the members of the corporation shall consist of nine persons designated by the President of the United States, and such representatives of the organizations listed in section 2 of this Act and of the public at large as shall be specified in the bylaws. The rights, privileges, and designations of the classes of members shall also be as specified in the bylaws.

(b) **BOARD OF GOVERNORS.**—The management of the corporation shall be entrusted to a board of governors, which shall be responsible for the general policies and program of the corporation and for the control of its affairs and property. Upon the enactment of this charter and for not more than one year thereafter, the membership of the initial board of governors of the corporation created hereunder shall consist of the present members of the board of governors of the New York corporation. Thereafter, the board of governors shall be elected by the members of the corporation for such terms and in such classes as shall be specified in the bylaws, and shall include the following persons:

(1) Six members appointed by the President of the United States.

(2) The Secretary of Defense, or his designee.

(3) Such representatives of the organizations listed in section 2 of this Act and of the public at large as shall be specified in the bylaws.

(c) **OTHER GOVERNING BODIES.**—The corporation shall have such other governing bodies and committees as may be provided for in its bylaws.

(d) **OFFICERS.**—The office of honorary chairman of the corporation shall be tendered to the President of the United States. Upon acceptance of such office, the honorary chairman shall be invited to preside at such meetings of the corporation as he may deem appropriate and convenient. The corporation shall have such other officers as may be designated in its bylaws.

**SEC. 3. CORPORATE POWERS.**—The corporation shall have all the powers necessary and proper to accomplish the objects and purposes set forth in section 2. Without limiting the generality of the foregoing, the corporation shall have the following specific powers:

**SEC. 3. CORPORATE POWERS.**—The corporation shall have all the powers necessary and proper to accomplish the objects and purposes set forth in section 2. Without limiting the generality of the foregoing, the corporation shall have the following specific powers:

(b) To establish, regulate, and terminate State, regional, local, and overseas councils, organizations, chapters, or affiliates in such manner and by such rules as it deems appropriate so as to enable it to carry out its powers and accomplish the objects and purposes set forth in section 2.

(d) To acquire, hold, and dispose of such real and personal property as may be necessary to carry out the corporate purposes; to sell, mortgage, or lease any of its real property if authorized by its board of governors.

(f) To borrow money for the purposes of the corporation, issue bonds therefor, and secure the same by mortgage, subject in every case to all applicable provisions of Federal and State law.

(i) To establish and maintain offices for the conduct of the affairs of the corporation.

(k) To sue and be sued in any court.

**SEC. 4. RESTRICTIONS ON CORPORATE POWERS.**—(a) The corporation shall be nonpolitical and, as an organization, shall not furnish financial aid or assistance to, or otherwise promote the candidacy of, any person seeking elective public office. No substantial part of the activities of the corporation shall involve carrying on propaganda, or otherwise attempting to influence legislation.

(c) The property of the corporation is irrevocably dedicated to charitable purposes. Upon dissolution or final liquidation of the corporation, after discharge or satisfaction of all outstanding obligations and liabilities, its remaining assets, if any, shall be distributed

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- (e) The corporation shall make public an annual report concerning its proceedings and activities for the preceding calendar year.
- (f) The provisions of sections 1102 and 1103 of title 36 of the United States Code shall apply with respect to the corporation.
- (g) Section 1 of Public Law 88-504 (78 Stat. 635; 63 U.S.C. 1101) is amended by adding a new item 50 as follows:  
"(50) United Service Organizations."
- (h) The right to alter, amend, or repeal this Act is hereby expressly reserved to the Congress.

*Joe Moakley*  
Speaker of the House of Representatives

*pro Tempore*

*Walter F. Mondale*  
Vice President of the United States and  
President of the Senate

APPROVED

DEC 29 1979

*Jimmy Carter*



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SEC. 6. STATE OF INCORPORATION.—Upon the enactment of this charter, the corporation shall acquire the assets and assume the liabilities of the New York corporation. The United Service Organizations, Incorporated, shall retain and maintain its existing status as a corporation incorporated under the laws of the State of New York, another State, or the District of Columbia.

SEC. 7. USE OF NAMES "UNITED SERVICE ORGANIZATIONS, INCORPORATED" AND "USO".—The corporation, its regional, State, and local councils, organizations, chapters, and affiliates shall have the sole and exclusive right to use the names "United Service Organizations, Incorporated" and "USO" and such distinctive insignia, emblems, and badges as the corporation may lawfully adopt in carrying out its purposes.

SEC. 8. ASSISTANCE BY GOVERNMENT AGENCIES.—The Department of Defense may make its resources available to the USO, to the extent compatible with the primary mission of the Department of Defense and in accordance with guidelines promulgated by the Secretary of Defense, in order to facilitate the accomplishment of the USO mission.

SEC. 9. MISCELLANEOUS PROVISIONS.—(a) The principal office of the corporation shall be located in New York, New York, or in such other place as may be later determined by the board of governors, but the activities of the corporation shall not be confined to that place. The said activities may be conducted throughout the various States, territories, and possessions of the United States, and in foreign countries.

(b) The corporation shall maintain at all times in the District of Columbia a designated agent authorized to accept service of process for the corporation. Service upon, or notice mailed to the business address of, such agent, shall be deemed notice to or service upon the corporation.

(c) The corporation shall file in the office of the secretary of each State, territory, or possession of the United States in which the corporation or its local, State, or regional councils, organizations, chapters, or affiliates may have activities, the name and post office address of an authorized agent upon whom local process or demands against the corporation may be served.

(d) The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, and of its board of governors, or any committee having any of the authority of the board of governors; and shall keep at its principal office a record giving the names and addresses of its members entitled to vote; and shall permit all books and records of the corporation to be inspected by any member or his agent or his attorney for any purpose at any reasonable time.

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WALSH  
SECRETARY OF STATE



FRANK E. SHARP  
DEPUTY SECRETARY

1/P-11

STATE OF NEW YORK  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

ALBANY

February 4, 1941

Messrs. Weil, Gotshal & Manges,  
New York City.

Dear Sirs:

Certificate of Incorporation of

UNITED SERVICE ORGANIZATIONS FOR NATIONAL DEFENSE, INC.

has been received and filed today as requested.

Fee \$42.00 paid.

Filing-----\$40.00

Certificate-----2.00

Yours truly,

MICHAEL F. WALSH

Secretary of State

*Frank E. Sharp*  
*ASST. SEC.*

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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