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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**The Misawa Project, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
THE MISAWA PROJECT, INC.**

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a non-profit corporation under Chapter 617 of the Florida Statutes, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
Corporate Name and Principal Office**

The name of the Corporation shall be The Misawa Project, Inc., and the mailing and street address of the Corporation's principal office shall be located at 25 Miruela Avenue, St. Augustine, Florida 32080.

**ARTICLE II  
Nature of Business**

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida including without limitation the following:

- (i) To identify, locate and reconnect the people who served in the United States Air Force Security Service (USAFSS) in Misawa, Japan, between 1949 and 1979;
- (ii) To collect and preserve documents of historic importance;
- (iii) To provide information and support for members and their surviving family members;
- (iv) To sponsor or participate in activities of a patriotic nature or sponsor social and/or recreational activities for the group; and
- (v) To work closely with other USAF Security Service groups and alumni associations in archival research, planning and consolidated efforts to further our common goal of preserving historic records and traditions.

In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges, which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise, including, but not limited to the following:

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- (i) To acquire by way of gift, devise, bequest, purchase or otherwise, or to lease or construct or cause to be constructed, facilities for maintaining and carrying out the work and activities of this Corporation either alone or in conjunction with others and on premises owned or leased by this Corporation or on premises owned or leased by others; to acquire by gift, devise, bequest, purchase or otherwise, and to own, hold, improve, lease, mortgage, pledge, sell, assign, transfer, convey manage or otherwise deal in and with, the exercise of all rights of ownership in or in respect of every kind of real estate, improved or unimproved, and to procure buildings, structures or other improvements on any such real estate as may be necessary or convenient for carrying out any lawful purpose of this Corporation.
- (ii) To acquire by way of gift, devise, bequest, purchase or otherwise, and to hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of personal property of every kind, including shares, stocks, bonds, debentures, securities, and other obligations or evidence of indebtedness of any other corporation, either profit or nonprofit, public or private, domestic or foreign, as investments or otherwise, where it is necessary or proper for, or in connection with any lawful purpose of this Corporation and, while the owner thereof, to exercise all rights, powers and privileges of ownership, including the power to vote thereon.
- (iii) To take, receive, and hold any real or personal property that is given, conveyed, bequeathed or devised to, or otherwise vested in the Corporation, including the income therefrom, or both, and any income from or interest on any purpose, subject to any use or condition, or upon any special or executory limitation that is consistent with the purposes of this Corporation as set forth in these Articles.
- (iv) To prepare for publication, publish or cause to be published, produce, manufacture, distribute, disseminate, exhibit, show or furnish for exhibition or showing, sponsor, or otherwise promote or develop, directly or indirectly, such books, pictures, magazines, papers, pamphlets, and other printed matter and such lectures, performances, exhibition, motion pictures, radio programs, television programs, and the like as may be necessary, suitable or convenient for carrying out the lawful purpose of this Corporation.
- (v) To borrow money and incur indebtedness for any lawful purpose of this Corporation from time to time without limit as to amount, and in connection therewith, to draw, make, accept, endorse, execute and issue notes, drafts, bills of exchange, bonds, debentures, and other negotiable or non-negotiable instruments or evidences of indebtedness of any nature, and to secure payment thereof, and any interest thereon, by mortgage, pledge, deed of trust, assignment, or otherwise on or of any part or all of the assets of this Corporation, including assets thereafter to be acquired.
- (vi) To do all other acts and things and carry on and conduct all other activities necessary, suitable, convenient, useful, or expedient in connection with, or

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incidental to the accomplishment of, any of the purposes set forth in Article Third of these Articles to the full extent permitted by the laws of the State of Florida and by any future laws amendatory thereof and supplementary thereto.

- (vii) To pursue its purposes and conduct and carry on any and all lawful business or activities in connection therewith or incidental thereto, or any part thereof, in the State of Florida, in any other state, territory, or possession of the United States, in the District Columbia, and in any foreign country or countries, except that if any donor or contributor shall so specify, his, her, or its gift or contribution shall be used by the Corporation only within the United States or its possession, or within any other territorial limits specified by that donor or contributor.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall at all times be subject to the following restrictions:

- (i) The Corporation shall neither have nor exercise any powers nor shall it engage directly or indirectly in any activity, that would invalidate its status (i) as a corporation which is exempt from Federal income taxation as an organization described in Section 501(c)(19) of the Internal Revenue Code of 1954, or (ii) as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954.
- (ii) All references in these Articles of Incorporation to a particular section of the Internal Revenue Code of 1954 shall mean and include, as now enacted or as hereafter amended, such section and any provision of federal law as is or may hereafter be applicable, cognate to such section.

### **ARTICLE III**

#### **Registered Office and Registered Agent**

The registered office of the Corporation is located at 25 Miruela Avenue, St. Augustine, Florida 32080 and the initial registered agent is Helen J. Henderson.

### **ARTICLE IV**

#### **Membership**

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

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**ARTICLE V.**  
**Term of Existence**

The Corporation shall exist perpetually.

**ARTICLE VI**  
**Incorporator**

The name and address of the undersigned incorporator is Helen J. Henderson, 25 Miruela Avenue, St. Augustine, Florida 32080.

**ARTICLE VII**  
**Board of Directors**

The powers of the Corporation shall be exercised, its assets controlled and its affairs managed by a Board of Directors. The number of Directors and the manner of their election or appointment shall be as stated in the By-Laws. The names and address of the Corporation's initial Board of Directors are as follows:

- |     |                      |   |
|-----|----------------------|---|
| (1) | Helen J. Henderson   | 25 Miruela Avenue<br>St. Augustine, Florida 32080         |
| (2) | Thomas R. Wiest      | 637 Santander Drive<br>San Ramon, California 94583        |
| (3) | Ben F. Whitten, Jr.  | 8982 Glenalden Drive South<br>Germantown, Tennessee 38139 |
| (4) | T. Wayne Babb        | 4135 Harbor Hills Road<br>Chattanooga, Tennessee 37416    |
| (5) | William O. Doolittle | 521 Augusta Road<br>Edgefield, South Carolina 29824       |
| (6) | Douglas Pearson      | 40615 N. Key Lane<br>Anthem, Arizona 85086                |
| (7) | Thomas Ryan          | 103 Millard Avenue<br>Bronxville, New York 10708          |

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**ARTICLE VIII**  
**No Financial Benefit to Members**

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 Article II.

**ARTICLE IX**  
**Dissolution**

Upon the dissolution or winding up of the affairs of the Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed in the sole discretion of the Board of Directors, exclusively for the purpose of the Corporation in such manner, or to one or more not-for-profit funds, foundations, trusts, corporations or other organizations to be devoted to similar purposes.

**ARTICLE X**  
**Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation. The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

**ARTICLE XI**  
**Amendments to By-Laws**

The Bylaws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

**ARTICLE XII**  
**Indemnification**

Every Director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses


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and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a Director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a Director or officer or is serving at the time the expenses or liabilities were incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

**ARTICLE XII**  
**No Capital Stock**

This Corporation shall have no capital stock.

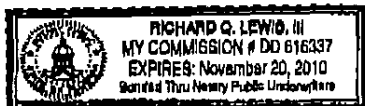
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 20<sup>th</sup> day of June, 2007

  
Helen J. Henderson

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

THE FOREGOING INSTRUMENT was acknowledged before me this 20<sup>th</sup> day of June, 2007, by Helen J. Henderson, who did not take an oath and who (notary must check applicable box):

☒ is personally known to me.  
☐ produced current driver's license as identification.  
☐ produced \_\_\_\_\_ as identification



  
Notary Public

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

*Helen J. Henderson*

Helen J. Henderson

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