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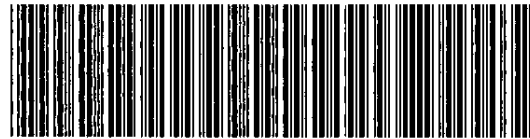
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TALLAHASSEE, FLORIDA

2011 JAN 24 2011

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: USS Beale DD/DDE-471 Association, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Paul C. Barry
Name (Printed or typed)

607 Brockton Way
Address

West Melbourne, FL 32904
City, State & Zip

(321) 473-7433
Daytime Telephone number

ussbealeinc@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**Articles of Incorporation
Of
USS Beale DD/DDE-471 Association, Inc.**

On this 12th day of January, 2011, the undersigned incorporator, for the purpose of forming a not-for-profit corporation in compliance with chapter 617, F.S., hereby adopts the following Articles of Incorporation.

Article I. - Corporate Name

The name of this corporation is USS Beale DD/DDE-471 Association, Inc., the "Corporation".

Article II. - Principal Office

The principal place of business and mailing address of the Corporation are 607 Brockton Way, West Melbourne, FL 32904

Article III – Purpose

- A. The purpose for which the Corporation is organized is (a) to provide social and recreational activities for its members as defined in paragraph B. of this Article III and as further defined under Section 501(c)(7) of the Internal Revenue Code, (b) to honor the memory of those who served on the USS Beale DD/DDE-471, the "Beale" and (c), to preserve the memory of historical events occurring on the Beale between the years of 1942 and 1968.
- B. The members are limited to those who served on the Beale between the years of 1942 and 1968, and/or their spouse(s), widows, ancestors or lineal descendants.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 this Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this association.
- D. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article IV – Manner of Election

The Initial Board of Directors, the "Initial Directors", was elected by unanimous vote of those present at the crew meeting of the Beale reunion held in St. Augustine, FL on August 7, 2010. The Initial Directors nominated and elected the initial officers of the corporation in their meeting immediately following said crew meeting. The term of office is for two (2) years and will expire at the Beale reunion to be held in 2012. At that time and in the future, the Board of Directors will be elected in accordance with the By-Laws of the Corporation.

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Article V - Initial Directors and Officers

The names and address of the Initial Directors and Officers are:

Director and President, Paul C. Barry, 607 Brockton Way, West Melbourne, FL 32904
Director and Vice President, Thomas G. Abbott, Jr., 1106 Cymry Drive, Berwyn, PA 19312
Director and Treasurer, William A. Brings, 8826 Thoreau Place, Hudson, FL 34667
Director and Secretary Roger D. Gillingham, 13 Hemlock Drive, Washington, IN 47501
Director at Large, Jack E. Foster, 5204 Montague Lane, Pasco, WA 99301

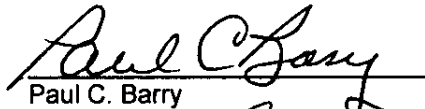
Article VI - Initial Registered Agent

The name and street address of this initial Registered Agent are:
Paul C. Barry, 607 Brockton Way, West Melbourne, FL 32904

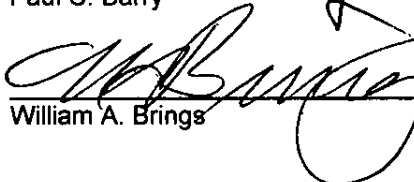
Article VII - Incorporator

The name and street address of the Incorporator are:
Paul C. Barry, 607 Brockton Way, West Melbourne, FL 32904

The undersigned has executed these Articles of Incorporation on this 16th day of JANUARY 2011.


Paul C. Barry

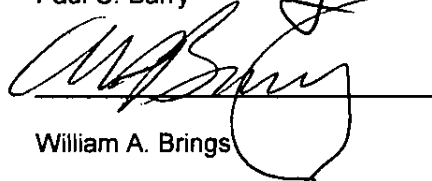
In witness of:


William A. Brings

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

 Date: 1/16/2011
Paul C. Barry

In witness of:

 Date: 1/16/2011
William A. Brings

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TALLAHASSEE, FLORIDA