

STATE OF GEORGIA
Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF RESTATED ARTICLES

I, **Brad Raffensperger**, the Secretary of State and the Corporation Commissioner of the State of Georgia, hereby certify under the seal of my office that

ARMY AVIATION HERITAGE FOUNDATION AND FLYING MUSEUM, INC.
a Domestic Nonprofit Corporation

has amended and filed duly restated articles on 01/31/2019 in the Office of the Secretary of State and has paid the required fees as provided by Title 14 of the Official Code of Georgia Annotated. Attached hereto is a true and correct copy of said restated articles.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on **02/20/2019**.



Brad Raffensperger

Brad Raffensperger
Secretary of State

SECOND RESTATED ARTICLES OF INCORPORATION OF

ARMY AVIATION HERITAGE FOUNDATION

AND FLYING MUSEUM, INC.

A NONPROFIT CORPORATION

These Second Restated Articles of Incorporation (herein, the “Articles of Incorporation”) of Army Aviation Heritage Foundation and Flying Museum, Inc. (the “corporation” or the “Foundation”), which require the affirmative vote of a majority of the current directors in order to be adopted by the corporation, and which do not require any vote of any members, were duly adopted and authorized by a unanimous vote of the current board of directors on and as of the date, January 24, 2019, and amend and supersede the Restated Articles of Incorporation (which became effective on October 18, 2017), and any amendments thereto; all pursuant to Section 14-3-1006 of the Georgia Nonprofit Corporation Code.

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ARTICLE I. NAME

The name of the corporation is:

ARMY AVIATION HERITAGE FOUNDATION AND FLYING MUSEUM, INC.

ARTICLE II. AUTHORITY

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code as amended (the “Georgia Code”).

ARTICLE III. PURPOSES

The corporation is organized exclusively for charitable, educational, literary and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“IRC”), including but not limited to:

- a) Engaging in educational activities to increase and preserve the knowledge, understanding, and awareness of the heritage of the United States Army aviation professionals and aircraft and their role in the history of the United States;
- b) Establishing and maintaining collections for museum display and Foundation utilization of specific historic United States Army aviation aircraft as symbols of the heritage of the United States Army aviation professionals and aircraft, along with historical materials and artifacts;
- c) Educating the general public on United States Army military aviation heritage through museum displays, aircraft displays and presentation, publications, and other educational programs;

and distributions to or for the use of organizations exempt at the time under Section 501(c)(3) of the IRC. Subject to the foregoing, the corporation shall have all powers authorized for nonprofit corporations, and not prohibited to nonprofit corporations, under the Georgia Code.

ARTICLE IV. DURATION

The corporation shall have perpetual duration.

ARTICLE V. RESTRICTIONS

Section 1. No Private Inurement. No part of the net earnings or property of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 Article III hereof. The corporation shall not have capital stock or shareholders.

Section 2. No Substantial Lobbying. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, provided that the corporation may make the election provided in Section 501(h) of the IRC.

Section 3. No Political Campaigning. 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.

Section 4. Irrevocable Dedication. The income and assets of the corporation shall be irrevocably dedicated to its exclusive purposes.

ARTICLE VI. DIRECTORS

Section 1. Number. The Board of Directors shall consist of not fewer than five (5) members, as determined by the Board of Directors by resolution from time to time.

Section 2. Powers. The Board of Directors shall govern the corporation and shall have all the rights and powers of a board of directors under the laws of the State of Georgia and of the United States, as well as such other rights and authority as are herein granted. Such rights and powers shall include, but not be limited to, the power to adopt and amend the Bylaws and other corporate governing documents (except these Articles of Incorporation), by a majority vote, in any way not inconsistent with the Articles of Incorporation, the laws of the State of Georgia, or the laws of the United States.

Section 3. Term. The term of each member of the Board of Directors shall be as established in the Bylaws.

Section 4. Election. Upon the expiration of a director's term or a vacancy for any reason (including positions created by an increase in the number of directors), the remaining directors shall elect directors by a majority vote. If the Board of Directors is unable to select a successor director(s), such successor(s) shall be appointed by the appropriate court of the county in which the principal Georgia office (or if none, the Georgia registered office) of the corporation is then located.

Section 5. Amendment. The Board of Directors shall have the power to amend these Articles of Incorporation, by a majority vote of the directors then in office, in any way not inconsistent with the laws of the State of Georgia or of the United States.

Section 6. Current Directors. The current Board of Directors consists of six (6) members, whose names are:

Ed Clark

Fred Edwards

George Biltz

Eric Downing

David O'Rear

John Woodward

ARTICLE VII. NO MEMBERS

The corporation shall not have members. Whenever individuals are referred to in the bylaws or otherwise as members, or "Foundation Members", of the organization, such terms are used to describe enrolled supporters with certain privileges as set forth in the bylaws or as allowed by the directors, but it shall give rise to no rights of corporate members under the Georgia Code.

ARTICLE VIII. POWERS

Section 1. General. The corporation shall have all the rights and powers customary and proper for tax exempt nonprofit corporations, including the powers specifically enumerated in Section 14-3-302 of the Georgia Code.

Section 2. Restrictions. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the IRC, or by a corporation to which contributions are deductible under Sections 170(b)(1)(A) or (B) and 170(c)(2) of the IRC.

Section 3. Charitable Trusteeship, Etc. The corporation shall be empowered to hold or administer property for the purposes stated in Article III, including the power to act as trustee.

ARTICLE IX. DISSOLUTION

Section 1. Dissolution. The Board of Directors may cease corporate activities and dissolve and liquidate the corporation, by two-thirds vote.

Section 2. Liquidation. Upon the dissolution of the corporation, the Board of Directors shall pay or make provision for the payment of all of the liabilities of the corporation from the corporation's remaining funds, and shall thereafter dispose of all of the assets of the corporation (i) exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the IRC, in such manner as the Board of Directors shall determine, (ii) or exclusively to such organization or organizations organized and operated exclusively for charitable, educational, literary, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3), and shall at the time be described in Section 170(c)(2) of such Code, as the Board of Directors shall determine.

Section 3. Contingent Provision. If any such assets are not so disposed of, the appropriate court of the county in which the principal Georgia office (or if none the Georgia registered office) of the corporation is then located shall dispose of such assets exclusively for the purposes stated in Article III herein, and exclusively to such organization or organizations which are organized and operated exclusively for such purposes and at the time qualify as an exempt organization or organizations under such Section 501(c)(3) shall determine.

ARTICLE X. CONTINGENT RESTRICTIONS

Section 1. Contingent Restrictions. In the event that the corporation is determined by the Internal Revenue Service to be a private foundation within the meaning of Section 509 of the IRC, and only during the period during which such determination applies, notwithstanding any other provision of these Articles of Incorporation, this Article X shall apply and the corporation shall: (1) not engage in any act of “self-dealing” (as defined in Section 4941(d) of the IRC) that would subject the corporation to tax under Section 4941 of the IRC; (2) distribute its income for each taxable year for the purposes specified in Article III herein at such time, in such manner, and in such amounts as are necessary to avoid subjecting the corporation to tax under Section 4942 of the IRC; (3) not retain any “excess business holdings” (as defined in Section 4943(c) of the IRC) that would subject the corporation to tax under Section 4943 of the IRC; (4) not make any investments that would jeopardize the carrying out of any of the exempt purposes of the corporation (within the meaning of Section 4944 of the IRC) that would subject the corporation to tax under Section 4944 of the IRC; and (5) not make any “taxable expenditures” (as defined in Section 4945(d) of the IRC) that would subject the corporation to tax under Section 4945 of the IRC.

Section 2. Code References. Each reference in these Articles of Incorporation to a section of the Internal Revenue Code shall be deemed to include the corresponding provisions of any future United States internal revenue law.

ARTICLE XI. REGISTERED OFFICE AND AGENT;

PRINCIPAL OFFICE

Section 1. Registered Office. The name and street address and county of the current registered agent and registered office of the corporation (which may be changed at any time by the Board) shall be Jeffrey R. Zito, 30 Crolley Lane, White, Bartow County, Georgia 30184.

Section 2. Principal Office. The mailing address of the current principal office of the corporation (which may be changed at any time by the Board) is 506 Speedway Blvd., Hampton, Henry County, Georgia 30228.

ARTICLE XII. LIMITATION OF LIABILITY

Section 1. Limitation. The personal liability is hereby eliminated entirely of a director to the corporation for monetary damages for breach of duty of care or other duty as a director; provided that such provision shall not eliminate or limit the liability of a director: (i) For any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) For acts or omissions which involve intentional misconduct or a knowing violation of laws; (iii) For the types of liability set forth in Georgia Code Sections 14-3-860 through 14-3-864 as amended; or (iv) For any transaction from which the director received an improper personal benefit.

Section 2. No Effect on Prior Liability. Such provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date of these Articles of Incorporation when such provision becomes effective.

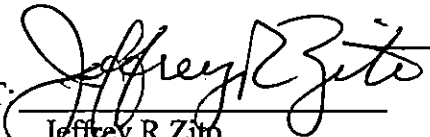
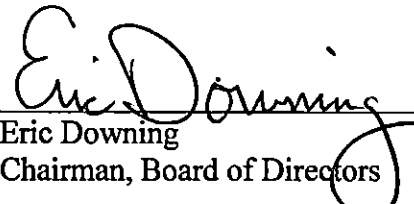
Section 3. Amendment. Any repeal or modification of the provisions of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the corporation with respect to any act or omission occurring prior to the effective date

of such repeal or modification, and must be approved by 90% of the directors present at a duly noticed meeting with a quorum present. In the event of any amendment of the Georgia Code to authorize the further elimination or limitation of liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the amended Georgia Code, in addition to the limitation on personal liability provided herein.

Section 4. Severability. In the event that any provision of this Article (including a clause) is held by a court of competent jurisdiction to be invalid, void, or otherwise unenforceable, the remaining provisions are severable and shall remain enforceable to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned officers of the corporation have executed these Second Restated Articles of Incorporation, pursuant to Georgia Code Section 14-3-1006.

ARMY AVIATION HERITAGE FOUNDATION AND FLYING MUSEUM, INC.

ATTEST:  BY: 
Jeffrey R. Zito Eric Downing
Secretary Chairman, Board of Directors

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