

ARTICLES OF AMENDMENT

FIRST: The name of the corporation is: Women's Army Corps Veterans' Association.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act. Please see Amended and Restated Articles of Incorporation attached.

THIRD: The amendment was adopted in the following manner: The amendment was adopted at a meeting of members held on September 1, 2007 at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

MILDRED P. STYX
President

Velma Alaniz
Recording Secretary

Amended and Restated Articles of Incorporation

FIRST: The name of this corporation is the Women's Army Corps Veterans' Association. The address of the registered office, located in the District of Columbia, is CT Corporation, 1015 15th St NW, Suite 1000, Washington, D.C. 20005-2606.

SECOND: The Association shall have its existence in perpetuity.

THIRD: The exclusive, specific and primary purposes for which this corporation is organized, and for which it shall be administered and operated, are to receive, administer, and expend funds in connection with the following:

- A. A continuing commitment on a national basis to promote the general welfare of all veterans, especially women veterans, who have served or are serving in the United States Army, the Army Reserve and the Army National Guard.
- B. A continuing commitment on a national basis to recognize outstanding women in college ROTC units.
- C. To provide services and support to patients in medical facilities of the Department of Veterans Affairs throughout the United States. (ABC are from WAC Vets Federal Charter)
- D. To provide civic betterment programs for the general welfare of the community. (Wording from WAC Vets Certificate of Incorporation)
- E. To provide social and recreational activities for members.

FOURTH: The initial number of Directors of the Corporation for the first year shall be eight (8) and the names of the Directors who shall serve until their successors shall have been elected at the 1951 Convention of the Association are: Esther Bentley,

Isabelle Biasini, Audrey Bonser, Marge Sievers, Kamile J. Michalowski, Dorris Sessoms, Agatha Bobbitt and Leonora Townson.

Currently, officers will be elected at the annual convention, and all officers will serve as directors.

FIFTH: In order to carry out the objects of the corporation, chapters of the Association may be established in accordance with the Bylaws of the Association. Presidents of chapters will be listed annually in the roster issue of The Channel.

The corporation and all chapters shall comply with the laws of the states in which they are incorporated and in which they carry out activities to further its corporate purpose. This includes Service of Process.

SIXTH: MEMBERSHIP: The Corporation shall have a voting membership, and may have classes of members, as defined in the corporation's bylaws. The management and affairs of the corporation shall be at all times under the direction of a Board of Directors, whose operations in governing the corporation shall be defined by statute and by the corporation's bylaws. No member or Director shall have any right, title, or interest in or to any property of the corporation.

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 herein.
2. 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.
3. If at any time the Corporation is classified as a private foundation under Internal Revenue Code section 509(a), the Corporation shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code section 4942; shall not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d); shall not retain any excess business holdings as defined in Internal Revenue Code section 4943(c); shall not make any investment in such manner as to subject it to tax under Internal Revenue Code section 4944; and shall not make any taxable expenditure as defined in Internal Revenue Code section 4945(d).
4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (13) of the Internal Revenue Code or not permitted to be carried on by its federal charter.

SEVENTH: ACTIVITIES

1. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 herein.
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4. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (13) of the Internal Revenue Code or not permitted to be carried on by its federal charter.

EIGHTH: LIMIT ON LIABILITY AND INDEMNIFICATION:

1. Definitions. For purposes of this Article the following definitions shall apply:
 - (a) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;
 - (b) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;
 - (c) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;
 - (d) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Corporation in a merger or otherwise; and
 - (e) "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.
2. Limit on Liability. In every instance in which the Corporation as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of

liability of directors or officers of the Corporation to the Corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

3. Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or because such individual is or was serving the Corporation or any other legal entity in any capacity at the request of the Corporation while a director or officer of the Corporation, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Corporation shall be deemed service at the request of the Corporation. The determination that indemnification under this Article 8.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 4 of this Article; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Corporation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Article 8.3.
4. Indemnification of Others. The Corporation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to Article 8.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Corporation, and may contract in advance to do so. The determination that indemnification under this Article 8.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights

under Article 8.3 of this Article shall be limited by the provisions of this Article 8.4.

5. Miscellaneous.

- (a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Corporation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer. The Corporation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Corporation or any other legal entity at the request of the Corporation regardless of the Corporation's power to indemnify against such liability. The provisions of this Article shall be deemed to preclude the Corporation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.
- (b) Notwithstanding the foregoing provisions of this Article, during any period that the Corporation is classified as a private foundation under the Internal Revenue Code, the Corporation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in IRC section 4941(d) or a taxable expenditure as defined in Internal Revenue Code section 4945(d).

6. Amendments. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

NINTH: INTERNAL REVENUE CODE: References to sections of the Internal Revenue Code included in this document refer to the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law. (Words from document prepared for WAC Vets Association, July 2005 by lawyer Michelle McKinnon.

Add new article: TENTH: DISSOLUTION: The association may be dissolved upon the affirmative vote of 2/3 of the then serving directors of the Association. After all bills are paid, all of the Association's remaining assets shall be distributed to one or more organization or organizations that are organized and operated exclusively for public purposes or to such organization or organizations, as said Court shall determine, which

are organized and operated exclusively for such purpose. (Some wording from sample Articles of Incorporation Article VI)

New article: ELEVENTH: The foregoing amendments were adopted on September 1, 2007.

MILDRED P. STYX, President