

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



C E R T I F I C A T E

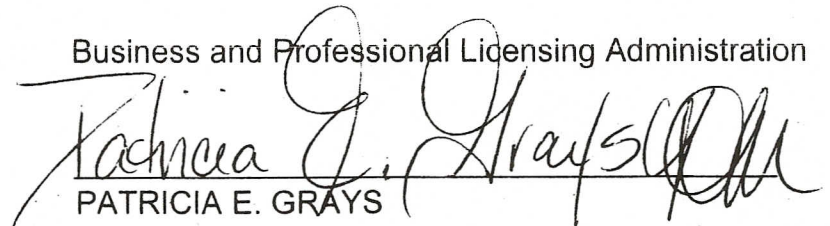
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

WOMEN'S ARMY CORPS VETERANS' ASSOCIATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **6th** day of **March, 2009**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in black ink, appearing to read "Patricia E. Grays", is written over a horizontal line. The signature is stylized and includes a large initial "P" and "G".

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

**ARTICLES OF AMENDMENT TO
AMENDED STATEMENT OF ELECTION TO ACCEPT
OF
WOMEN'S ARMY CORPS VETERANS' ASSOCIATION**

To: The Department of Consumer and Regulatory Affairs, Washington, D.C.

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Statement of Election to Accept:

FIRST: The name of the Corporation is the Women's Army Corps Veterans' Association, hereinafter sometimes referred to as "WACVA."

SECOND: The following amendment of the Statement of Election to Accept was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

1. Amend Article "TENTH" to read as follows:

1. No part of the net earnings of WACVA shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that WACVA 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 WACVA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and WACVA 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 WACVA is classified as a private foundation under Internal Revenue Code section 509(a), WACVA shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by the 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).

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4. Notwithstanding any other provision of its Statement of Election to Accept, WACVA 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)(19) of the Internal Revenue Code or not permitted to be carried on by its federal charter.

THIRD: The amendment was adopted at a meeting of members held on August 22, 2008 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.

DATE: February 2, 2009

Women's Army Corps Veterans' Association

Lisa K. Szymanski

By: Lisa Szymanski
National President

ATTEST:

Victoria L. Davis

By: Victoria L. Davis
National Recording Secretary

Corporate Seal: