

ARTICLES OF INCORPORATION
THE 95TH BOMB GROUP MEMORIALS FOUNDATION
(September 1, 1994; Amended October 6, 2016)

ARTICLE I

NAME:

The name of the Corporation shall be the 95th Bomb Group Memorials Foundation.

ARTICLE II

The principal place of business shall be Tucson, Pima County, Arizona.

ARTICLE III

PURPOSE:

Section I

The purpose and objectives of this corporation do not include pecuniary profit, gain, or private advantage for the corporation, or for any of its incorporators, directors or officers. Notwithstanding that, this corporation is authorized to and it shall make reasonable charges for any services rendered by it, or for the use of its property and money. All funds received by the corporation in excess of the cost of operation, shall be held in trust for the accomplishment of its objectives and purposes. The purpose and objective of this corporation shall be educational within the meaning of section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Revenue Law. The exclusive object and purpose will be to educate the public regarding the history of the 95th Bombardment Group (H) and its role in the air campaign over central Europe during WWII. To accomplish this purpose and objective, the corporation shall:

A. Develop and maintain exhibits at various locations throughout the continental United States and England, including, but not limited to the following:

U.S. Air Force Academy, Colorado Springs, Colorado
Wright-Patterson Air Force Base, Dayton, Ohio
Pima Air Museum, Tucson, Arizona
Eighth Air Force Heritage Center, Savannah, Georgia
The 95th BG WWII operational air base, Horham, England

B. Promote the study and recognition of the emotional involvement of the aircrews and their related attached units during WWII in Europe.

C. Provide for appropriate recognition of all members of the 95th Bomb Group who gave up their lives as they valiantly fought to free the world from a tyrannical dictator.

D. Serve as a philanthropic corporation in assisting the establishment, growth, and maintenance of the facilities and fixtures of the 95th Bomb Group Memorials Foundation, Inc.

E. Receive, hold and administer gifts received from persons, other organizations, foundations, and philanthropies in the best interest of the 95th Bomb Group Memorials Foundation, Inc.

ARTICLE IV

THE 95TH BOMB GROUP MEMORIALS FOUNDATION, INC. is organized exclusively for educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, including for such purpose the making of distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE V

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Notwithstanding any other provisions of these Articles, the corporation shall not carry out any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law; or, (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law.

ARTICLE VI

The private property of the incorporators, directors, employees and agents of this corporation shall be exempt from all corporate debts and liabilities of whatsoever kind and nature. Identification of members, directors, officers, employees or agents of the corporation shall be in accordance with the provisions of ARS Section 10-1005 (B) as amended or re-enacted from time to time.

ARTICLE VII

MEMBERSHIP:

Section 1.

Any person, firm, corporation or organization may become a member in the 95th Bomb Group Memorials Foundation, Inc., by making a contribution to the Foundation, either in money or property. It shall be the duty of the Foundation Treasurer to acknowledge appropriately receipt of all such contributions and maintain appropriate records thereof. Membership will be encouraged without regard to race, color, religion, sex, or national origin and will be conditioned upon active support of the Foundation and contribution of moneys. Membership categories will be as provided for in the By-Laws.

Section 2.

The Foundation may recognize certain individuals who substantially contribute to the aims of the organization, by the issuance of honorary memberships. Honorary members are entitled to all rights and privileges of the Foundation except that they shall not have voting privileges.

Section 3.

Membership meetings are to be held at a time and place within or without the State as fixed in the By-Laws.

ARTICLE VIII

DISSOLUTION:

In the event of dissolution of the Foundation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Foundation, dispose of all its assets exclusively for the purpose of the Foundation in the following manner. The Board of Directors is authorized to offer all remaining assets, artifacts, and materials held by the Foundation to the Air Force Museum, Wright-Patterson Air Force Base, in accordance with provisions of AFRs 11-26 or 34-3, Volume II. Any assets not disposed of in this manner shall be disposed to such historical organization with similar purposes as outlined in Article III as shall at that time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine.

ARTICLE IX

Meetings of the Board of Directors are to be held at a time and place within or without the State as fixed in the By-Laws.

ARTICLE X

STATUTORY AGENT:

The name and address of the initial Statutory Agent of the corporation is:

DON V. MAYER
5328 West Flying Circle
Tucson, Arizona 85713

ARTICLE XI

These Articles may be amended by a two-thirds vote of the members present at any meeting provided prior notification has been made to the membership, but no amendment shall be allowed which does not conform to the non-profit corporation statutes in Arizona and Section 501 (c) (3) of the Internal Revenue Code, as amended.

ARTICLE XII

BOARD OF DIRECTORS:

Section 1.

The affairs of the Foundation shall be managed by its Board of Directors. The Foundation may have as many as sixteen directors, of which four will be the President, Vice-President, Treasurer, and Secretary. One director may serve in as many as two officer positions. The selection of, and the terms of service of the directors will be as fixed by the By-Laws of the Foundation. The names and addresses of the persons who currently serve as officers/directors are:

President-	Robert C. Cozens P.O. Box 1847 Rancho Santa Fe, CA 92067
Vice-President-	H. Griffin Mumford 13 Lagoon Vista Rd. Tiburon, CA 94920
Treasurer-	David E. Dorsey 125 Clark Street Clarks Green, PA 18411-1275
Secretary-	Maynard D. Stewart 2374 Donner Place Santa Clara, CA 95050

Section 2.

All actions by the Board of Directors which are put to a vote shall be by a majority vote of those directors present at a meeting of the Board, except as provided in Article XI.

Section 3.

The Board of Directors is authorized to promulgate By-Laws, not inconsistent with these Articles to govern, regulate and manage the affairs of the Foundation to include, but not limited to, categories of membership, selection and term of directors, establishing additional officer positions, appointment of officers, term of office for officers, duties and responsibilities of officers, time and place of meetings of directors, voting privileges of members and directors.

ATTEST

I hereby attest that the foregoing is a true and correct copy of the Articles of Incorporation as duly amended at the annual meeting on August 30, 1997.

_____, Secretary

INCORPORATORS
of
THE 95TH BOMB GROUP MEMORIALS FOUNDATION
September 1, 1994

Robert C. Cozens
P.O. Box 1847
Rancho Santa Fe, CA 92067

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13 Lagoon Vista Rd.
Tiburon, CA 94920

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2374 Donner Place
Santa Clara, CA 95050

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