

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



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF RESTATED ARTICLES*** is hereby issued to:

AIR FORCE ASSOCIATION

Effective Date: 4/20/2021

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 4/20/2021 3:42 PM

Business and Professional Licensing Administration



Josef G. Gasimov

JOSEF G. GASIMOV
Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: gPFWg3AZ



**District of Columbia Government
Corporations Division**

**Articles of Amendment of Domestic Nonprofit Corporation
Form DNP-2, Ver. 4, April 2018.**

This form will allow for a domestic nonprofit corporation to amend its information reflected under original articles of incorporation or its amendments. Articles of amendment may not amend registered agent and/or incorporator.

ENTITY TYPE / AUTHORITY	FILING FEE
Domestic Nonprofit Corporation: § 29-408.06.	Refer to Corporate Fee Schedule posted online;

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Amendment and for that purpose submits the statement below.

1. Corporation Name.
Air Force Association

2. The text of each amendment adopted. (may attach the statement)
See attached

3. If the amendment provides for an exchange, reclassification, or cancellation of memberships, provisions for implementing the amendment. (may attach the statement)

4. The date of each amendment's adoption.
12/22/2020

5. Amendment has been adopted in the following manner. (select A or B)

(A) The amendment was adopted by the incorporators or by the board of directors or designated body, as the case may be, and that member approval was not required;

(B) the amendment was duly approved by the members in the manner required by this chapter and by the articles of incorporation and bylaws.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

6. Name of the Governor or Authorized Person. Andrew Dye	6A. Signature of the Governor or Authorized Person.
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Mail all forms and required payment to:
Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090
Phone: (202) 442-4432

Corporate Online Services Information:
Many corporate filings are available by using CorpOnline Service.
Go to CorpOnline site at <https://corponline.dcradepartment.gov>, create the profile, access the online services main page and proceed.
Online filers must pay by using the credit card.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
AIR FORCE ASSOCIATION

TO: The Department of Consumer and Regulatory Affairs
Corporations Division
Washington, DC

Pursuant to the provisions of Title 29 of D.C. Code (Business Organizations Code), the Air Force Association is now subject to the District of Columbia Nonprofit Corporation Act of 2010, as amended, and the undersigned adopts the following Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation is: Air Force Association (hereafter called the "Corporation")

SECOND: The period of existence shall be perpetual.

THIRD: This Corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4 (District of Columbia Nonprofit Corporation Act). The Corporation is organized, and shall be exclusively operated to receive, administer, and expend funds for charitable, scientific, literary and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits:

1. To promote all efforts to ensure robust, ready, and effective United States Air and Space Forces to secure a strong national defense;
2. To educate national leaders and the public on the critical need for and advantages of unrivaled aerospace power to affect a greater understanding of aerospace technology, strategy, and development and deter aggression against the United States and its allies and interests;
3. To promote and encourage interest, investment, and support for aerospace and Science, Technology, Engineering and Mathematics (STEM) education to ensure a technically skilled professional workforce for the Department of Defense and the aerospace industry;
4. To inform national defense policy and resourcing discussions to ensure the United States possesses the strongest aerospace forces in the world;
5. To support and act in the best interests of Airmen, Guardians, and civilians in the Air and Space Forces, including all members of the Active Duty, National Guard, and Reserve components, members of the Civil Air Patrol, and their families;
6. To accept as members present, former, and future members of the Air and Space Forces, civilian defense employees, members of the aerospace industry, and members of the public who support the goals and purposes of this Corporation;
7. To provide an organization through which members may unite in bonds of friendship, while promoting diversity, equity and inclusion;
8. To create, publish, and disseminate reports, news, publications, audio or visual productions, events, and other such materials to advance members' and the public's understanding of aerospace power, aerospace technology, and the nation's need for effective aerospace and STEM education;
9. To create, assist and encourage news coverage of the Air and Space Forces and the industries that support them in general interest and specialty publications for the purpose of advancing public understanding of aerospace forces, technology, and education;
10. To stimulate and support research, development and procurement programs aimed at achieving significant developments in the fields of aerospace and technology domains;

11. To commemorate those who served in defense of our nation, especially those wounded or killed in the line of duty or whose meritorious service saved the lives of others while defending our country;
12. To perpetuate our heritage and the traditions of the United States Air Force, the United States Space Force, and their predecessors and successors;
13. To organize chapters at any time and in any locality at which it may seem advisable or advantageous to fulfill its corporate purposes;
14. To engage in other charitable, research, or educational activity as determined by the Board of Directors; and
15. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

FOURTH: The Corporation shall have members. The conditions, rights, and obligations of membership shall be stated in the Bylaws.

FIFTH: The Corporation shall have no authority to issue capital stock.

SIXTH: The affairs of the Corporation shall be managed through its Board of Directors. The Board of Directors shall be the governing body of the Corporation except insofar as the Bylaws delegate certain functions to the members, delegates, or other bodies of the Corporation. The number of Directors shall be fixed by the Bylaws, but shall not be less than three (3). The selection of Directors shall be as set forth in the Corporation's Bylaws.

SEVENTH: No part of the net earnings of the Corporation shall inure to or for the benefit of, or be distributable to, its 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 and objects set forth in Article THIRD hereof. 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 by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Amended and Restated 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 Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws).

Notwithstanding any other provision set forth in these Amended Restated Articles of Incorporation, at any time during which it is deemed a private foundation, the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the Corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

EIGHTH: Upon the dissolution of the Corporation or the winding up of its affairs, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be distributed for charitable, scientific, literary or educational purposes or paid over and transferred to one or more organizations which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3)

of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws) and to which contributions are then deductible under Section 170(c)(2) of such Code.

NINTH: The address, including the street and number of its registered office is: C T CORPORATION SYSTEM located at 1015 15th St NW, Suite 1000, Washington, D.C. 20005.

TENTH: To the fullest extent permitted by law, no director of this Corporation shall be personally liable to this Corporation for monetary damages, subject to such limitations and restrictions as required under law.

ELEVENTH: The Corporation shall indemnify a director for liability to any person for any action taken, or any failure to take any action, as a director, subject to such limitations and restrictions as required under law, except liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm, (iii) a violation of D.C. Code § 29-406.33 (Directors' Liability for Unlawful Distributions) or (iv) an intentional violation of criminal law. Provision for the indemnification of officers or members of the Association shall be as specified in the bylaws.

These Amended and Restated Articles of Incorporation were duly approved by the Board of Directors on the 22nd day of December, 2020, in the manner required by D.C. Code, Title 29, Chapter 4 and member approval was not required.

AIR FORCE ASSOCIATION

By 
Gerald R. Murray
Chairman of the Board