

GOVERNMENT OF THE DISTRICT OF COLUMBIA
Corporations Division (Version 6, October 2011)



DEPARTMENT OF CONSUMER & REGULATORY AFFAIRS

Dear Customer:

We would like to congratulate you on formation or authorization of your entity in the District of Columbia. This process establishes the legal creation or gives authority of the entity to conduct business within the District of Columbia, but does not license the entity's activity, issue the permit or register for taxation purposes. **It is your responsibility to ensure compliance in those areas.**

Feel free to access our website at www.dkra.dc.gov or D.C. Government Business Resource Center at www.brc.dc.gov or DCRA Small Business Resource Center at <http://dkra.ecenterdirect.com> to get more information or links to facilitate this effort.

Every domestic and foreign corporation, Limited Liability Company, Limited Liability Partnership, Limited Partnership (effective 01/12), General and Limited Cooperative Association, Business Trust (effective 01/12) is required to file two-year reports with Corporations Division to maintain good standing within the District of Columbia.

Report Online Filing: Go to CorpOnline site at <https://corp.dkra.dc.gov>, create the profile, access the online services main page (use Internet Explorer 7 or IE8), click on "file periodic report" link and proceed. Online filers must pay by using the credit card. Once report is filed, print the last confirmation page for your records.

Entity Type	First Report Due**	Subsequent Reports Due
Business Corporation Non-Profit Corporation Limited Liability Company Limited Liability Partnership Limited Partnership* General Cooperative Association Limited Cooperative Association* Business Trust*	April 1 st of the very next year from the year of registration**	April 1st every two years thereafter

*Limited Cooperative Association, Limited Partnership and Business Trust – effective 01/12.

**Foreign entities might be liable for back reports if commenced business prior to registration.

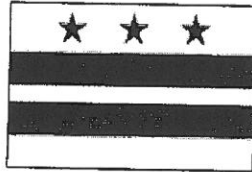
NOTE: Walk-in Customers will be charged expedite fee for one day service in the amount of \$100 in addition to regular filing fees.

THANK YOU FOR YOUR COOPERATION.

Corporations Division Contact Information

- Websites** - <https://corp.dkra.dc.gov/> - CorpOnline portal for online filings.
www.dkra.dc.gov (click on "Licensing/Registration" link and then click "Corporate Registration")
- Walk-In** - Business License Center, 2nd Floor,
1100 4th Street, S.W., Washington, DC 20024;
Expedited Fee Apply for Walk-In Transactions.
- Hours** - 0830am-0415pm Monday-Friday; 0930am-0415pm on Thursdays
- Phone:** - (202) 442-4400 (option 5)
- Mailing Address** - DCRA/Corporations Division, P.O. Box 92300, Washington, DC 20090

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 INCORPORATION** is hereby issued to:

SOCIETY OF AMERICAN MILITARY ENGINEERS FOUNDATION

Effective Date: 3/23/2016

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 3/23/2016 11:28 AM



Business and Professional Licensing Administration

A handwritten signature in cursive script that reads 'Patricia E. Grays'.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Muriel Bowser
Mayor

Tracking #: 9Qwo0lBt

ARTICLES OF INCORPORATION OF THE
SOCIETY OF AMERICAN MILITARY ENGINEERS FOUNDATION

A District of Columbia Nonprofit Corporation

One or more persons acting as the incorporator or incorporators under the provisions of Title 29 of the District of Columbia Code (Business Organizations Act), adopt the following Articles of Incorporation:

1. Name: The name of the corporation is the Society of American Military Engineers Foundation (the "Corporation").
2. Incorporation: The Corporation is incorporated as a nonprofit corporation under D.C. Code Title 29, Chapter 4.
3. Purpose: The purposes for which the Corporation is organized are: charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code), including but not limited to support of the educational and scientific purposes of The Society of American Military Engineers.
4. Members: The Corporation shall not have members.
5. Board of Directors: The Corporation shall be managed by a Board of Directors. The appointment of directors and their terms of office are as stated in the bylaws of the Corporation.
6. Initial Directors: Five individuals shall serve as the initial directors of the Corporation until their successors are selected and qualified. Their names and addresses are:

LTG Robert Van Antwerp, P.E., USA (Ret.), F.SAME
607 Prince Street, Alexandria, VA 22314

VADM Michael Loose, P.E., USN (Ret.), F.SAME
607 Prince Street, Alexandria, VA 22314

Maj Gen Delwyn Eulberg, P.E., USAF (Ret.), F.SAME
607 Prince Street, Alexandria, VA 22314

COL F.H. (Bud) Griffis, P.E., PhD, USA (Ret.), F.SAME
607 Prince Street, Alexandria, VA 22314

Mr. Roger Wozny, P.E., LEED AP, F.SAME
607 Prince Street, Alexandria, VA 22314

7. Incorporator: The name and address of the incorporator of the Corporation is:

BG Joseph Schroedel, P.E., USA (Ret.), F.SAME
607 Prince Street, Alexandria, VA 22314

8. Registered Office and Agent: The initial registered office of the Corporation is 1090 Vermont Avenue, NW, Suite 910, Washington, DC 20005. The initial registered agent of the Corporation at that address is Registered Agent Solutions.

9. Additional Provisions: Additional provisions pertaining to the Corporation are:

(a) The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

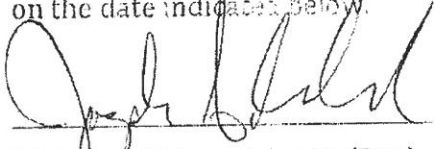
(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. 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.

(c) Notwithstanding any other provisions of these articles, the Corporation shall not carry on 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 (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Code).

(d) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code

(or the corresponding provision of any future United States Internal Revenue Code),
as the Board of Directors shall determine.

As witness to these statements, I have signed these Articles of Incorporation
on the date indicated below.



BG Joseph Schroedel, USA (Rot.)

Incorporator

21 March 2016
Date