

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).

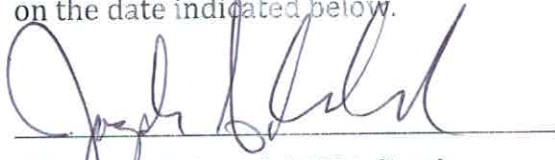
(b) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions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

Incorporator



Date