

**ARTICLES OF INCORPORATION**  
**OF**  
**USS KIRK (FF 1087) ASSOCIATION, INC.**

Pursuant to Chapter 10 of Title 13.1 of the Code of Virginia (1950, as amended), the undersigned states as follows:

**ARTICLE ONE**

The name of the corporation is USS KIRK (FF 1087) ASSOCIATION, INC.

**ARTICLE TWO**

The corporation (also referred to herein as the “association”) is to have members of three classes. The first class is of membership is Regular Members. Persons are eligible for regular membership if they meet the following criteria:

- a. Service under honorable conditions in the United States Navy as a crewmember of USS KIRK during the period of December 4, 1970 and August 3, 1993,
- b. An authorized passenger aboard USS KIRK during the above period as a result of military operations in which USS KIRK was a participant. (This category includes authorized passengers aboard a ship or aircraft under the command of a USS Kirk crewmember),
- c. Family members of persons meeting criteria “a” or “b” above. For this purpose, family members are defined as parents, siblings, or children.

The second class of membership is Associate Member. Associate Members are persons who do not meet the eligibility criteria for regular membership but have an interest in the association and apply for associate membership.

The third class of membership is Honorary Member. Honorary members are persons who, because of distinguished contributions or service to the United States, the United States Navy, USS KIRK, or persons who are regular members of the association, are inducted into the association by vote of the board of directors.

No person who has been convicted of a felony offense, or who by word or deed advocates the overthrow of the United States Government by violent or other unlawful means, or who desecrates the flag of the United States is eligible for initial or continued membership in the association in any membership category.

Regular members and associate members in good standing shall have voting rights in all elections and other actions wherein a vote of the general association membership is in order as provided in the association's bylaws. A voting member is in good standing if the required annual dues have been paid for the period when the voting is required. Honorary members do not pay dues and are not voting members.

Each regular member and each associate member shall pay the applicable annual membership dues upon acceptance of membership and thereafter on the anniversary date of such acceptance, except that the board of directors may prescribe that dues shall become due and payable on a date to coincide with the beginning of the association's fiscal year, in which case members who have prepaid dues will be given credit for such prepayment. The board of directors shall establish the association's dues structure which shall be set forth in the association's bylaws.

### **ARTICLE THREE**

The association shall be governed by a board consisting of officers and directors. Officer members of the board shall be elected by the voting members in accordance

with the procedures set forth in the association's bylaws. Director members of the board shall be appointed by the president in accordance with criteria and procedures set forth in the association's bylaws. Director members of the board may be designated as voting members or non-voting, ex-officio, members in accordance with provisions contained in the association's bylaws. Provisions governing size and composition of the board, terms of office, resignation and removal, and other matters pertaining to the board are contained in the association's bylaws. The board of directors may establish standing committees and ad hoc committees in accordance with provisions in the association's bylaws.

#### **ARTICLE FOUR**

The association shall have a president, one or more vice presidents, a secretary, a treasurer, and such other officers as the association's bylaws may provide. Qualifications, terms, and other matters pertaining to officers shall be contained in the association's bylaws.

#### **ARTICLE FIVE**

The address of the initial registered office is 10875 Main Street, Suite 211, Fairfax, Virginia 22030. The initial registered office is physically located in the City of Fairfax. The name of the initial registered agent at that office is Paul H. Jacobs, who is a resident of Virginia and a director of the corporation. The initial registered office is the business address of the initial registered agent.

#### **ARTICLE SIX**

The initial directors of the corporation are:

Paul H. Jacobs, 6916 Birkenhead Place, Gainesville, VA 20155

Terry Schultz, 1021 E. Rich, Spokane, WA 99207

James Bongaard, 10825 Middle Acres Road, Charlotte, NC 28213

The initial directors shall serve until the first annual meeting of the association, at which time they will either be elected for regular terms in accordance with the bylaws or replaced by duly elected directors. Officers and directors shall serve without compensation, except that the board of directors may authorize reimbursement for expenses reasonably incurred by officers and directors in carrying out their duties and responsibilities. This shall be in the sole discretion of the board, both as to general policy and reimbursement on a case-by-case basis.

#### **ARTICLE SEVEN**

The corporation is formed for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The primary educational purpose is to provide a forum for historical preservation and public education regarding the humanitarian services provided to peoples of the world by USS Kirk and her crew. In this context, an objective of the association is to encourage, support and foster a historically accurate and compassionate understanding of the rescue of, caring for, (and integration into American society) of refugees from Vietnam, in which USS Kirk and her crew participated. A further and related objective of the association is to facilitate social interaction, friendship, wellbeing and support among association members and members of their families. In this connection, the association shall have the power to award financial assistance for charitable purposes enumerated in the association's bylaws and for education (in the form of loans or scholarships) to deserving children of USS Kirk crewmembers and refugees from Vietnam who were authorized passengers

aboard USS Kirk or a ship or aircraft under the command of a USS Kirk crewmember. For educational assistance, the board of directors shall set eligibility requirements, including academic achievement, and the amount of financial assistance to be awarded. Such provisions, and all provisions pertaining to the award of educational or other charitable assistance, shall be stated clearly in the association's bylaws. Membership in the association, eligibility for educational assistance or other charitable assistance, and participation in all programs and activities of the association shall be without regard to sex, race, color, religion, or national or ethnic origin.

### **ARTICLE EIGHT**

The association shall have the power to solicit and receive funds and property by gift, transfer, devise or bequest, and may administer and apply such funds and property only in the furtherance of the educational and charitable purposes stated herein. All funds and assets of the corporation shall at all times be so dedicated, and none of the net earnings of the corporation shall inure, in whole or in part, to the benefit of, or be distributed to, officers, directors, or other private persons, except that, in accordance with these articles and the association's bylaws, 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 herein. If for any reason it becomes necessary to dissolve or liquidate the corporation, the remaining assets of the corporation, after its lawful obligations and all other requirements of law have been met and complied with, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, as may be specified in a plan of

distribution adopted as provided by law or as directed by a court of competent jurisdiction.

## **ARTICLE NINE**

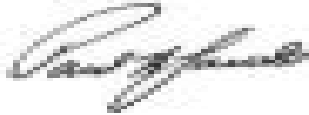
The corporation is permitted to do any and all lawful things that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the corporation and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber real and personal property.

The corporation shall not engage in any activities for the carrying out of propaganda or attempting to influence legislation, nor shall it directly or indirectly participate or intervene (including publishing or distributing statements) in any political campaigns on behalf of any candidate for public office or any other activity not within the educational purposes set forth herein.

Notwithstanding any other provision of these articles, the corporation 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)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law), or by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code (or the corresponding provision of any future federal revenue law).

## **ARTICLE TEN**

The name and address of the incorporator is: Paul H. Jacobs, 10875 Main Street, Suite 211, Fairfax, Virginia 22030.



July 27, 2006

---

Paul H. Jacobs, Incorporator

---

Date