

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



C E R T I F I C A T E

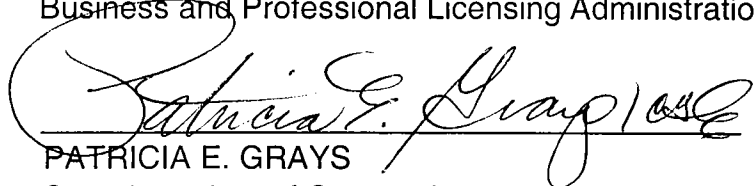
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this ***CERTIFICATE OF AMENDMENT*** is hereby issued to:

WOMEN'S ARMY CORPS VETERANS' ASSOCIATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **4th** day of **September, 2008**.

LINDA K. ARGO
Director

Business and Professional Licensing Administration

A handwritten signature in dark ink, appearing to read "Patricia E. Grays", is written over a horizontal line. The signature is fluid and cursive, with a large loop at the beginning and end.

PATRICIA E. GRAYS
Superintendent of Corporations
Corporations Division

Adrian M. Fenty
Mayor

**ARTICLES OF AMENDMENT TO
STATEMENT OF ELECTION TO ACCEPT
OF
WOMEN'S ARMY CORPS VETERANS' ASSOCIATION**

To: The Department of Consumer and Regulatory Affairs, Washington, D.C.

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Statement of Election to Accept:

FIRST: The name of the Corporation is the Women's Army Corps Veterans' Association, hereinafter referred to as "WACVA."

SECOND: The following amendment of the Statement of Election to Accept was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

1. Amend Article "SEVENTH" in its entirety, so that it reads as follows:

Provisions for the regulations of the internal affairs of WACVA shall be as provided in the bylaws. The management and affairs of WACVA shall be at all times under the direction of a Board of Directors, whose operations in governing WACVA shall be defined by statute and by its Bylaws. No member or Director shall have any right, title, or interest in or to any property of WACVA.

In order to carry out the objects of WACVA, chapters of WACVA may be established in accordance with the Bylaws of WACVA. Presidents of chapters will be listed annually in the roster issue of The Channel.

WACVA and all chapters shall comply with the laws of the states in which they are incorporated and in which they carry out activities to further its corporate purpose. This includes Service of Process.

2. Add new Article "TENTH" to read as follows:

1. No part of the net earnings of WACVA shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons except that WACVA 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.

2. No substantial part of the activities of WACVA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and WACVA shall not participate in or intervene in (including the publishing or distribution of statements) any political

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SEP - 4 2008

campaign on behalf of or in opposition to any candidate for public office.

3. If at any time WACVA is classified as a private foundation under Internal Revenue Code section 509(a), WACVA shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by the Internal Revenue Code section 4942; shall not engage in any act of self-dealing as defined in Internal Revenue Code section 4941(d); shall not retain any excess business holdings as defined in Internal Revenue Code section 4943(c); shall not make any investment in such manner as to subject it to tax under Internal Revenue Code section 4944; and shall not make any taxable expenditure as defined in Internal Revenue Code section 4945(d).

4. Notwithstanding any other provision of its Statement of Election to Accept, WACVA 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)(13) of the Internal Revenue Code or not permitted to be carried on by its federal charter.

3. Add new Article "ELEVENTH" to read as follows:

1. Definitions. For purposes of this Article the following definitions shall apply:

a. "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

b. "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

c. "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

d. "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by WACVA in a merger or otherwise; and

e. "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

2. Limit on Liability. In every instance in which WACVA as it exists on the date hereof, or may hereafter be amended, permits

the limitation or elimination of liability of directors or officers of WACVA to WACVA, the directors and officers of WACVA shall not be liable to WACVA.

3. Indemnification of Directors and Officers. WACVA shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of WACVA) because such individual is or was a director or officer of WACVA, or because such individual is or was serving WACVA or any other legal entity in any capacity at the request of WACVA while a director or officer of WACVA, against all liabilities and reasonable expenses incurred in the proceeding except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by WACVA shall be deemed service at the request of WACVA. The determination that indemnification under this third Section of Article ELEVENTH is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in the fourth Section of this Article; provided, however, that if a majority of the directors of WACVA has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, WACVA shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. WACVA is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this third Section of Article ELEVENTH.

4. Indemnification of Others. WACVA may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its directors and officers pursuant to the third Section of Article ELEVENTH, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the

directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of WACVA, and may contract in advance to do so. The determination that indemnification under this fourth Section of Article ELEVENTH is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under the third Section of Article ELEVENTH shall be limited by the provision of this fourth Section of Article ELEVENTH.

5. Miscellaneous.

a. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for WACVA. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than WACVA, and indemnification under policies of insurance purchased and maintained by WACVA or others. However, no person shall be entitled to indemnification by WACVA to the extent he or she is indemnified by another, including an insurer. WACVA is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to WACVA or any other legal entity at the request of WACVA regardless of WACVA's power to indemnify against such liability. The provisions of this Article shall be deemed to preclude WACVA from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

b. Notwithstanding the foregoing provision of this Article, during any period that WACVA is classified as a private foundation under the Internal Revenue Code, WACVA shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in Internal Revenue Code section 4941(d) or a taxable expenditure as defined in Internal Revenue Code section 4945(d).

6. Amendments. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

4. Add new Article "TWELTH" to read as follows:

References to sections of the Internal Revenue Code included in this documents refer to the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

5. Add new Article "THIRTEENTH" to read as follows:

The Association may be dissolved upon the affirmative vote of 2/3 of the then serving Directors of the Association. After all bills are paid, all of the Association's remaining assets shall be distributed to one or more organization or organizations that are organized and operated exclusively for public purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

THIRD: The amendment was adopted at a meeting of members held on August 22, 2008 at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

DATE: 8-24, 2008

Women's Army Corps Veterans' Association

Mildred B. Styx
By: MILDRED P. STYX
National President

ATTEST:

Velma T. Alaniz
By: Velma T. Alaniz
National Recording Secretary

Corporate Seal: