

# STATE OF GEORGIA

**Secretary of State**

**Corporations Division**

**315 West Tower**

**#2 Martin Luther King, Jr. Dr.**

**Atlanta, Georgia 30334-1530**

## CERTIFICATE OF INCORPORATION

I, **Karen C Handel**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

### **SQUADRONS & SHIPMATES OF FDR/MIDWAY, INC.**

**a Domestic Non-Profit Corporation**

has been duly incorporated under the laws of the State of Georgia on **07/01/2009** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta  
and the State of Georgia on July 1, 2009



A handwritten signature in black ink, reading "Karen C Handel".

Karen C Handel  
Secretary of State

## Articles Of Incorporation For Georgia Non-Profit

**The name of the corporation is:**

Squadrons & Shipmates of FDR/Midway, Inc.

**The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.**

**The principal mailing address of the non-profit:**

346 Carpenter Drive, Unit #29  
Sandy Springs, GA 30328-5029

**The Registered Agent is:**

Richard H. Andre, Esq.  
127 Peachtree Street, NE , Suite 700  
Atlanta, GA 30303-1800

**County:**

**The name and address of each incorporator(s) is:**

Richard H. Andre, Esq.  
127 Peachtree Street, NE ,  
Suite 700  
Atlanta, GA 30303-1800

**The corporation will have members.**

**The optional provisions are:**

**PURPOSES:**

The Corporation is authorized to engage in any lawful business or activity for which corporations may be organized under the Georgia Nonprofit Corporation Code. The purposes for which the Corporation are organized are to provide social and recreational activities for its members, to perpetuate the memory of deceased veterans and members of the U.S. Armed Forces and the comfort of their survivors, to sponsor and participate in activities of a patriotic nature, and for other exclusively charitable and educational programs within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986, as amended.

**MEMBERSHIP:**

The Corporation shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the Bylaws of the Corporation.

**MANAGEMENT:**

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors of the Corporation and method of election shall be established in the Bylaws of the Corporation.

**BOARD OF DIRECTORS:**

The initial Board of Directors shall consist of three (3) members whose names and addresses are as follows:

Albert J. Wedemeyer  
346 Carpenter Drive, Unit #29  
Sandy Springs, GA 30328-5029

Sue Wedemeyer  
346 Carpenter Drive, Unit #29  
Sandy Springs, GA 30328-5029

Walton C. Glover  
989 Line Creek Road  
Brooks, GA 30205

**AUTHORITY OF OFFICERS AND DIRECTORS:**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes of the Corporation. Notwithstanding any other provision 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)(19) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), and the corresponding Georgia statute, or (b) by a corporation contributions to which are deductible under Section 170(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law), or the corresponding Georgia statute.

**DISSOLUTION:**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in the manner determined by the Board of Directors, or dispose of all such assets to any organization or organizations organized and operated exclusively for the purposes set forth in ARTICLE 7 above as shall at the time qualify as an exempt organization or organizations under Section 501(c)(19) of the Internal Revenue Code of 1986, (or the corresponding provision of any future United States internal revenue law) and the corresponding Georgia statute, and as the Board of Directors shall select and determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the registered office is then located, as the court determines exclusively for such purposes or to such organization or organizations which are organized or operated exclusively for such purposes.

**INDEMNIFICATION:**

No director shall have any personal liability to the Corporation for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by Sections 14 3 860 through 14 3 864 of the Georgia Nonprofit Corporation Code; or (d) any transaction from which the director derived an improper personal benefit.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below.

**Signature(s):**

Incorporator, Richard H. Andre, Esq.

**Date:**

07/01/2009