

ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF THE 6TH INFANTRY DIVISION, INC.

ARTICLE 1
Name

The name of the corporation is THE NATIONAL ASSOCIATION OF THE 6TH INFANTRY DIVISION (the “**Corporation**”).

ARTICLE 2
Type

The Corporation is a public benefit corporation.

ARTICLE 3
The Corporation will have members.

ARTICLE 4
Purposes and Powers

- 4.1 General Purpose.** The Corporation is organized and must be operated exclusively for educational and to promote historic preservation.
- 4.2 Primary Purpose.** The primary purpose of the Corporation is to preserve the history, including the personal artifacts, photos, film-images, recordings, reports, historical narratives, and personal military experiences of the veterans of the United States Army’s 6th Infantry Division for the purpose of education, historical research, and historical preservation.
- 4.3 Net Earnings.** No part of the Corporation’s net earnings may inure to the benefit of any private shareholder or individual.
- 4.4 Influencing Legislation.** No substantial part of the Corporation’s activities may consist of carrying on propaganda, or otherwise attempting, to influence legislation.
- 4.5 Political Campaigns.** The Corporation may not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.
- 4.6 Athletic Facilities or Equipment.** No part of the Corporation’s activities may involve the provision of athletic facilities or equipment.

ARTICLE 5
Liability of Directors and Uncompensated Officers

The personal liability of a director or uncompensated officer to the Corporation or its members for monetary damages for conduct as a director or officer may, at the discretion of the members, be limited up to to the fullest extent permitted by law as outlined in the Corporate By-Laws.

ARTICLE 6 Indemnification

- 6.1 Indemnification.** The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director or officer against liability incurred in the proceeding to the fullest extent permitted by law as outlined in the corporate By-Laws.
- 6.2 Advance for Expenses.** The Corporation may pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of final disposition of the proceeding to the fullest extent permitted by law.

ARTICLE 7 Removal of Directors

The directors of the Corporation may be removed only for cause.

ARTICLE 8 Inspection of Records by Members

8.1 Membership List.

- (a) The right of a member or the member's agent or attorney under ORS 65.224 to inspect or copy the Corporation's membership list is subject to the following limitations: Without the explicit consent of a member, other members are prohibited from selling or otherwise distributing to anyone, but another member, any personal information of the member.
- (b) Information concerning how to contact a member including material or information gathered from the member, which may include personal information, may be shared by the Corporation with the United States Archives, the Veteran's History Project, Public Museum, or similar public or public-benefit organization dedicated to the preservation of military history, or to a Reunion Coordinator.
- (c) Upon the request and at the expense of a member, the Corporation must provide a reasonable means to mail communications to the other members through the Corporation.

- 8.2 Identity of Contributors.** The right of a member under ORS 65.774 to obtain from the Corporation information as to the identity of contributors to the Corporation is subject to the following limitations:

The consent of the contributor, or if otherwise required by law.

**ARTICLE 9
Distribution of Assets on Dissolution**

Upon dissolution, the Corporation must distribute its assets to an organization organized for a public or charitable purpose, a religious corporation, the United States, a State, or a person which is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 10
Registered Office and Registered Agent**

The street address of the Corporation's initial registered office and the name of the initial registered agent is:

Thomas E. Price
Price & Price Attorneys
317 Court St NE, Suite 203
Salem, OR 97301

**ARTICLE 11
Incorporator**

The name and address of the incorporator is:

Thomas E. Price
Price & Price Attorneys
317 Court St NE, Suite 203
Salem, OR 97301

**ARTICLE 12
Mailing Address for Notices**

The mailing address to which notices may be mailed is:

Thomas E. Price
Price & Price Attorneys
317 Court St NE, Suite 203
Salem, OR 97301

ARTICLE 13
Effective Date

These articles of incorporation will become effective [] at [TIME]] on [DATE].]

Dated: [DATE]

Incorporator:

Thomas E. Price

Person to contact about this filing:

Thomas E. Price
Price & Price Attorneys
317 Court St NE, Suite 203
Salem, OR 97301

Daytime phone number: (503) 363-7334