

AMENDED
ARTICLES OF INCORPORATION
OF THE
THE ARK-LA-TEX CHAPTER
OF THE
MILITARY OFFICERS ASSOCIATION
OF AMERICA (MOAA)

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF BOSSIER

BE IT KNOWN, that on this 10th day of April 2003.

BEFORE ME, the undersigned authority, a Notary Public, duly commissioned and qualified in and for the aforesaid Parish and State, and in the presence of the witnesses hereinafter named and undersigned, personally came and appeared the subscriber hereto, of the full age majority, who declared to me, Notary, that availing himself of the provisions of the Louisiana Non-Profit Corporation Law, to wit, Louisiana Revised Statutes 12:201-12:269 (1950 as amended) they hereby organize a non-profit corporation under and in accordance with the following amended Articles of Incorporation

ARTICLE I

The name and title of this corporation shall be:

THE ARK-LA-TEX CHAPTER OF THE
MILITARY OFFICERS ASSOCIATION OF AMERICA
(MOAA)

formerly known as:

THE ARK-LA-TEX CHAPTER
RETIRED OFFICERS ASSOCIATION
(TROA)

and under and by said name, unless sooner dissolved in accordance with law, it shall exist and continue, and shall have and enjoy corporate existence and succession and in perpetuity from and after the date of this Act, during which time it shall possess all the powers, rights, privileges, capacities and immunities which non-profit corporations possess or may hereinafter possess under the Constitution and laws of this state, and particularly under Title 12, Sections 201, et seq., Louisiana. Revised Statutes.

ARTICLE II
REGISTERED OFFICE

The domicile of this corporation shall be in the City of Bossier, Parish of Bossier, State of Louisiana, and the location and post office address of its registered office shall be:

Ark-La-Tex Chapter
Military Officers Association of America
P.O. Box 134
Barksdale AFB, LA 71110

ARTICLE III MEMBERSHIP

This corporation is organized and it shall be operated exclusively as a membership organization of past or present Commissioned/Warrant Officers of the Seven Uniformed Services of the United States. All of the other members to be individuals who are spouses, widows or widowers of the past or present members of these Uniformed Services of the United States.

ARTICLE IV

This corporation is organized and it shall be operated exclusively for objectives of The Retired Officers Association (TROA), charitable and educational 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 of 1954 (or the corresponding provision of any future United States Internal Revenue Law). The purposes of this corporation shall be:

To stimulate love of country and flag and to defend the honor of our National Government and Constitution of the United States of America.

To foster fraternal relations between all retired members of the seven uniformed services.

To aid active and retired personnel of the various services and their dependents and survivors.

To present their rights and interests when service matters are concerned.

To further the education of young men and women of service personnel through scholarships.

To aid in funding and assisting recognized youth organizations, area JROTC/ROTC unit activities and other qualified charitable organizations.

To provide useful informational services through a periodic newsletter at no cost to our chapter members.

ARTICLE V

This corporation shall be a non-profit corporation and shall have no capital stock. It shall be operated and maintained by such membership dues and contributions as the board of directors shall determine to be necessary or acceptable for the proper functioning of the corporation. Under no circumstances shall any of the net earnings or assets of the corporation inure or be distributed to the benefit of its members, directors, officers, or other private persons, except that the corporation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. The corporation shall neither participate in, nor intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. 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) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI
OFFICERS OF INCORPORATION

The elected officers of this corporation shall consist of a. President, First, Second, and Third Vice-Presidents, Secretary, and Treasurer. The corporation shall have four (4) Director officers appointed by the president and confirmed by the board. The immediate Past President is considered a member of the board of director's. Each elected officer shall serve for a term of two (2) year's or until his successor is duly elected and installed. Officers must be a member of MOAA national.

ARTICLE VII
BOARD OF DIRECTORS

The board shall consist of the six elected officers, the immediate past president, and five appointed directors.

Directors Must be a member of MOAA National/

Directors may serve a maximum of two (2) three-year terms.

Corporate powers and management shall be vested in and exercised by a. board of directors

A vacancy in the office of president shall be filled automatically by the first vice president. A vacancy in the office of the first vice president shall be filled automatically by the second vice president. Vacancies in other offices shall be filled as the board of directors may decide.

Failure to timely elect/appoint directors shall not dissolve this corporation nor impair- its corporate existence or management, but the director's then in office shall remain in office until their successors shall have been duly elected/appointed and installed.

A majority of the directors shall constitute a quorum, and a quorum shall be necessary to consider or resolve chapter business that may come before any meeting of the Board of Directors. If a quorum is not present at a duly assembled meeting, there will be no other business transacted until a quorum is secured. The board of directors shall have the authority to fix dues and solicit and accept other' contributions for the corporation in furtherance of the organizations objectives and purposes.

Special meetings of the members of this corporation may be called at such times and places as determined by the Board of Directors or by the President.

ARTICLE VIII
REGISTERED AGENT

The full name and post office address of the corporation s registered agent is:

Col. John Barnard, USAF, Retired
Ark-La-Tex Chapter MOAA
P.O. Box 134
Barksdale AFB, LA 71110

ARTICLE IX
CLASSIFICATION OF MEMBERSHIP

This corporation is organized on a non-stock basis. There shall be two classes of membership, as follows:

- | | |
|---------------------|---|
| (a) Regular Members | (1) Officers of the Seven Uniformed Set-vice's who are on the retired lists (whether' drawing retired pay or not).
(2) Officers of the Seven Uniformed Services who are not retired. |
|---------------------|---|

(3) Former Officer's of the Seven Uniformed Services who were separated under conditions acceptable to the Board of Director's.

(b) Auxiliary Members

(1) Widows and Widower-s of any deceased Officer of the Seven Uniformed Services who would, if living, be eligible for membership.

The Board of Directors may grant honorary membership to certain individuals in recognition of their community services.

**ARTICLE X
VOTING RIGHTS**

Only Regular members shall have the right to vote on any matter on which members are permitted to vote, and together, are sometimes referred to herein as the "Voting Members".

The board may, on reasonable notice, remove any member for non-payment of dues or any other reason deemed good and sufficient by the board.

**ARTICLE XI
INCORPORATORS**

The names of the incorporators as follows:

NAME	RANK	ADDRESS
George A. Finck President	LTC Retired	167 Beaver Lane Benton, LA 71006
John T. Gleason Secretary	LTC Retired	516 Rugby Place Bossier City, LA 71111
Philipp R. Blaufuss Treasurer	LTC Retired	508 McIntosh Drive Shreveport, LA 71115
Albert L. Yantis 1 st Vice-President	LTC Retired	234 Walnut Lane Bossier City, LA 71111
John E. Collier 2 nd Vice-President	LTC Retired	473 Mayfair Court Bossier City, LA 71111
Franklin P. Moritz 3 rd Vice President	COL Retired	2017 Landau Lane Bossier City, LA 71111
Lorenz Walker Immediate Past President	COL Retired	PO Box 5337 Bossier City, LA 71171-5337
Steven L. dePyssler Director	COL Retired	2214 Hickory Ridge Circle Bossier City, LA 71111
Frederick C. Hartstein Director	LTC Retired	1827 Ray Street Bossier City, LA 71112
David L. Lay Director	COL Retired	801 Slattery Blvd. Shreveport, LA 71104
Russell H. Ballinger Director	LTC Retired	106 Wellington Circle Bossier City, LA 71111
Walter B. Slocombe Director	MAJ Retired	3512 S. Oleander Place Bossier City, LA 71112

The above named directors shall serve until such later time as their successors are duly chosen and qualified. Thereafter, Directors shall hold office for such period of time as shall be specified in the By-Laws.

ARTICLE XII
AMENDMENTS

Amendments to these Articles may be adopted in the fashion and manner prescribed in the By-Laws. Amendments of such By-Laws must be consistent with the Louisiana Nonprofit Corporation Law.

ARTICLE XIII
DISTRIBUTION OF ASSETS ON DISSOLUTION

In the event of dissolution of the Corporation, and after the discharge of all its liabilities, the remaining assets shall be given to the Military Officers Association of America, whose purposes and objectives are similar to those of this organization.

Upon 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 to the Military Officers Association of America for tax-exempt purposes as defined by the Internal Revenue Code for 1986 (or the corresponding provision of any future United States Internal Revenue Law). Any such assets not so disposed of shall be disposed of by the District Court of the Parish in which the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such tax-exempt purposes.

ARTICLE XIV
LIABILITY

No member- of this Corporation shall ever be held liable or responsible for contracts, debts or defaults of this corporation in any amount greater than any unpaid dues owing by him or her to the corporation, nor shall any mere informality in organization have the effect of rendering these articles of incorporation null or of exposing the members to any liability other than as above provided.

THUS DONE AND PASSED, in multiple originals, in the State and Parish aforesaid, on the day, month and year hereinabove first written, in the presence of the undersigned competent witnesses, who hereunto sign their names with the said appeared and me, notary, after reading of the whole.

STATE OF LOUISIANA
PARISH OF BOSSIER

On this 10th day of April, 2003, before me came and appeared:

Philip R. Blayfuss
WITNESS

George C. Finck

GEORGE C. FINCK
President

Cecil M. Thomson
WITNESS

John T. Gleason
JOHN T. GLEASON
Secretary

known to me to be one of the persons described in and who executed the foregoing instrument, who acknowledged that he executed it as his free act and deed.

Frank Moritz
NOTARY PUBLIC