

CERTIFICATE OF INCORPORATION

MARINE HELICOPTER SQUADRON 361 VETERANS
ASSOCIATION INC.

Under Section 402 of the Not-For-Profit Corporation Law.

The Undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-For-Profit Corporation Law State of New York, does hereby certify and set forth:

FIRST: The name of the corporation is MARINE HELICOPTER SQUADRON 361 VETERANS ASSOCIATION INC.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 (Definitions) of the Not-For-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows:

To create, form and establish an organization to purchase and restore a UH-34 helicopter; to disseminate information to war veterans concerning the capabilities of the UH-34 helicopter; to solicit sponsors, contributions and participants to purchase the helicopter; to purchase, lease, acquire, own, control, operate and maintain equipment and gear necessary for the foregoing purposes; to sponsor, organize and conduct fund raising events and functions; to disseminate information concerning military helicopters and their role in our nation's history; to promote, foster, stimulate, increase and advance public interest in the purposes of the corporation; to organize and conduct meetings, discussions and forums for individuals interested in the reconstruction of a UH-34 helicopter; to solicit, collect and otherwise raise money from private and public sources for the charitable and benevolent purposes of this corporation and to expend such monies in furtherance of the corporate goals and purposes.

In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, together with the power to solicit grants and contributions for the corporate purposes.

Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes, any of the activities mentioned in the Not-For-Profit Corporation Law, Section 404(b)-(v).

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-For-Profit Corporation Law.

FIFTH: The names and addresses of the initial directors of the corporation are as follows:

Alan Weiss
2010 Pequash Avenue
Cutchogue, New York 11935

Keith Cameron
8628 South M Street
Tacoma, Washington 98444

Kermit Andrus
9603 West Enda Street
Boise, Idaho 83704

SIXTH: Said organization is organized exclusively for charitable, religious, educational and scientific 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, or corresponding section of any future federal tax code.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 in Article Third hereof.