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The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF ORGANIZATION (General Laws, Chapter 180)

ARTICLE I

The exact name of the corporation is:

38th Officer Candidate Course / Basic Class 3-66, United States Marine Corps, Alumni *INCORPORATED*

ARTICLE II

The purpose of the corporation is to engage in the following activities:

- a. To carry on programs to perpetuate the memory of deceased members of the 38th Officer Candidate Course and Basic Class 3-66 of the United States Marine Corps and to comfort their survivors within the meaning of Section 501(c)(19) of the Internal Revenue Code of 1986, as from time to time amended, and within the meaning of Chapter 180 of the Massachusetts General Laws, as amended.
- b. To provide social, recreational and educational activities for its members.
- c. To have and exercise all the powers necessary or convenient to carry into effect the objects for which it was formed, and in general to have and exercise all the powers conferred by the Commonwealth of Massachusetts upon corporations created under Chapter 180 of the Massachusetts General Laws as they may now be or are hereafter amended.

The foregoing enumeration of the objects, purposes, and powers of the corporation is not intended to, and does not, prohibit or limit the exercise of any other or further rights or powers which may now or hereafter be allowed or permitted by law to the corporation, provided, however, that all gifts or bequests to the corporation and the net earnings and assets of the corporation shall be used only in the United States of America exclusively for the charitable, social, recreational and educational purposes for which it is formed and provided further that upon termination or liquidation of the corporation any assets remaining after payment of its obligations shall be distributed at the direction of the Board of Directors to an institution or organization within the Commonwealth of Massachusetts with as nearly as possible the same purposes, so long as such institution or organization is a charitable institution as defined by the Internal Revenue Code.

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Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

ARTICLE III

A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership, and the qualification and rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:

The corporation has only one class of members.

ARTICLE IV

****Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows:**

The corporation shall have the following powers in furtherance of its corporate purposes:

a. The corporation may do business, carry on its operation, and have offices and exercise the powers granted by Massachusetts General Laws, specifically, but not limited to Chapter 180, as now in force or as hereafter amended, in any jurisdiction within or without the United States, although the corporation shall not be operated for the primary purpose of carrying on for profit a trade or business unrelated to its tax exempt purposes.

b. The corporation may make no contribution for other than religious, charitable, scientific, literary, or educational purposes.

c. Meetings of the members may be held anywhere in the United States.

d. No part of the assets of the corporation shall be divided among or inure to the benefit of any officer or director of the corporation or any private individual or be appropriated for any purposes other than the purposes of the corporation as herein set forth; and no substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office. It is intended that the corporation shall be entitled to exemption from federal income tax under Sections 501(c)(19) of the Internal Revenue Code.

e. Upon liquidation or dissolution of the corporation, after payment of all of the liabilities of the corporation or due provision thereof, all of the assets of the corporation shall be disposed of to one or more organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

f. The corporation may have and exercise all powers necessary or convenient to affect any and all of the purposes for which the corporation is formed; provided that no such power shall be exercised in a manner inconsistent with Massachusetts General Laws, Chapter 180 or any other chapter of the General Laws of the Commonwealth or Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

g. All references herein to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended.

h. The corporation may be a partner in any enterprise which it would have power to conduct by itself.

i. The Board of Directors may make, amend, or repeal the by-laws of the corporation in whole or in part, except with respect to any provision thereof which by law or by the by-laws requires action by the members, and subject to the power of the members to amend or repeal any by-law adopted by the Officers.

ARTICLE V

The by-laws of the corporation have been duly adopted and the initial directors, president, vice-president, secretary (clerk), treasurer and sergeant-at-arms or other presiding, financial, or recording officers, whose names are set out on the following page, have been duly elected.

****If there are no provisions, state "None".**

Note: The preceding four (4) articles are considered to be permanent and may only be changed by filing appropriate Articles of Amendment.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

SEE ATTACHED

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:			
Treasurer:			
Clerk:			
Directors: (or officers having the powers of directors)			

SEE ATTACHED

c. The fiscal year of the corporation shall end on the last day of the month of:

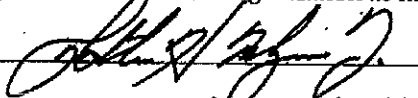
SEE ATTACHED

d. The name and business address of the resident agent, if any, of the corporation is:

SEE ATTACHED

I/We, the below signed incorporator(s), do hereby certify under the pains and penalties of perjury that I/we have not been convicted of any crimes relating to alcohol or gaming within the past ten years. I/We do hereby further certify that to the best of my/our knowledge the above-named officers have not been similarly convicted. If so convicted, explain.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature, do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 180 and do hereby sign these Articles of Organization as incorporator(s) this 21 day of July, 20 04.


WALTER H. FLYNN, JR.

Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

ARTICLE VI

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later date is desired, specify such date which shall not be more than thirty days after the date of filing.

ARTICLE VII

The information contained in Article VII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is:

9 Regina Road, Weymouth, Massachusetts 02188

b. The name, residential address, and post office address of each director and officer of the corporation is as follows:

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	John F. Sheehan	98 Clarke Street	Jamestown, Rhode Island 02835
Vice-President:	James B. Conklin	8420 Bay Point Drive	Las Vegas, Nevada 89128
Treasurer:	Walter H. Flynn, Jr.	9 Regina Road	Weymouth, Massachusetts 02188
Secretary (Clerk):	David F. Wall	87 Panorama Lane	Hebron, New Hampshire 03241
Sergeant-at-Arms:	Edward M. StClair	12138 Eastglen Street	San Diego, California 92131
Director:	Andrew J. Blenkle	26661 Cuenca Drive	Mission Viejo, CA 92691
Director:	Stephen G. Bowen	424 Cornwall Bridge Road	Sharon, CT 06069
Director:	John J. David	1107 South Old Wilke Road #408	Arlington Heights, IL 60005
Director:	David L. Mellon	23976 Broadhorn Drive	Laguna Niguel, CA 92677
Director:	Lonnie M. Myers	66900 Hunter Road	Summerville, OR 97876
Director:	Allan H. Steff	6367 Ramirez Mesa Drive	Malibu, CA 90265
Director:	Alfred M. Tripp	200 South Blake Road	Norfolk, VA 23505

c. The fiscal year of the corporation shall end on the last day of the month of:

December

d. The name and business address of the resident agent, if any, of the corporation is:

Walter H. Flynn, Jr., 9 Regina Road, Weymouth, Massachusetts 02188

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 180)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 35 having been paid, said articles are deemed to have been filed with me this 22 day of July 20 04.

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

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SECRETARY OF STATE
RECEIVED
04 JUL 22 PM 12:07
CORPORATIONS DIVISION

TO BE FILLED IN BY CORPORATION
Photocopy of document to be sent to:

Telephone: _____