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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

ARTICLES OF INCORPORATION

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The undersigned, acting as incorporator(s) of a corporation under Chapter 7-6 of the General Laws of Rhode Island, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

1. The name of the corporation is Rhode Island Squadron, Sampson Air Force Base Veterans Association, Inc.

2. The period of its duration is (if perpetual, so state) Perpetual

3. The specific purpose or purposes for which the corporation is organized are:
See Exhibit A, attached hereto and by this reference made a part hereof.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:
See Exhibit B, attached hereto and by this reference made a part hereof.

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5. The address of the initial registered office of the corporation is 33 Winsor Avenue
(Street Address, not P.O. Box)
North Kingstown, RI 02852, and the name of its initial registered agent at such
(City/Town) (Zip Code)
address is John C. Eastman II
(Name of Agent)

6. The number of directors constituting the initial Board of Directors of the Corporation is 5
(not less than three directors)
and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
<u>Robert K. Dalton</u>	<u>14 Bangor St., Warwick, RI 02886</u>
<u>Robert A. D'Amario</u>	<u>61 Arrowhead Trail, Smithfield, RI 02917</u>
<u>Joseph Lamoray</u>	<u>160 Castle Rock Drive, Charlestown, RI 02813</u>
<u>James L. O'Brien</u>	<u>10 Cedar Rd., Charlestown, RI 02813</u>
<u>Roger L. Simone</u>	<u>80 Sage Drive, Warwick, RI 02886</u>

7. The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>John W. Wolfe, Esq.</u>	<u>Cameron & Mittleman LLP, 301 Promenade St., Providence, RI</u>
	<u>02908</u>

8. Date when corporate existence is to begin upon filing of these Articles of Incorporation
(not prior to, nor more than 30 days after, the filing of these Articles of Incorporation)

Date: September 1, 2011

Under penalty of perjury, I/we declare and affirm that I/we have examined these Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

John W. Wolfe, Esq.
John W. Wolfe, Esq.

Signature of each Incorporator

EXHIBIT A

ARTICLES OF INCORPORATION OF RHODE ISLAND SQUADRON, SAMPSON AIR FORCE BASE VETERANS ASSOCIATION, INC.

3. The specific purpose or purposes for which the Corporation is organized are:

1. To advance educational opportunities regarding the Air Force and the men and women who served and are serving in the Air Force through speaking engagements and presentations;
2. To establish, erect and maintain a memorial to the people who served in the United States Air Force at the Rhode Island Veterans Cemetery;
3. To preserve and strengthen the spirit of comradeship among its members;
4. To promote patriotism and encourage the demonstration of respect and honor to those who have contributed to the building, preservation, and defense of the United States, its institutions and ideals;
5. To perpetuate the memory and history of our dead who served in the armed forces of the United States;
6. To perpetuate the memory and history of the former Sampson Air Force Base in Romulus, NY and the people who served there;
7. To maintain and extend the institutions of American freedom and encourage loyalty to our country's laws and Constitution;
8. To carry out any other acts incidental to or connected with the foregoing purposes or advancement thereof, but not for the pecuniary profit or financial gain of its member, directors, or officers.

EXHIBIT B

ARTICLES OF INCORPORATION OF RHODE ISLAND SQUADRON, SAMPSON AIR FORCE BASE VETERANS ASSOCIATION, INC.

4. Provisions, if any, not inconsistent with the law, which the incorporators elect to set forth in these articles of incorporation for the regulation of the internal affairs of the corporation are:

(a) The Corporation shall be nonprofit, shall not have or issue shares of capital stock, and shall not declare or pay dividends. 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 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 above. 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 distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(a) of the Code or (ii) by a corporation, contributions to which are described by Section 170(c)(2) of the Code and deductible under Sections 170(a) and 170(b)(1)(A) of the Code.

(b) Except as otherwise provided by law, the Corporation may at any time dissolve by the affirmation vote of two-thirds of the total number of members of the Corporation. Upon the dissolution of the Corporation and after the payment or provision for the payment of all of the liabilities of the Corporation, the Corporation's assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(c) No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of the director's duty as a director; provided that the foregoing shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the Corporation or its members; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A. RALPH MOLLIS

Secretary of State

