

**ARTICLES OF ASSOCIATION
Of
MILITARY OFFICERS ASSOCIATION OF AMERICA
GREATER DALLAS AND NORTH TEXAS CHAPTER
SCHOLARSHIP FUND (the “Fund”)**

The Fund members joined by mutual consent agree to organize under these Articles of Association as an unincorporated nonprofit association to carry out the charitable and educational purposes set forth in Article III hereof.

Article I – Name

The name of this association shall be the Military Officers Association of America Greater Dallas and North Texas Chapter Scholarship Fund. The Military Officers Association of America Greater Dallas and North Texas Chapter is referred to hereinafter as the “Chapter.” The Scholarship Fund established by these Articles of Association is referred to hereinafter as the “Fund.”

Article II – Principal Office

The initial principal office of the Fund shall be at 8515 Cherry Hill Drive, Dallas, TX 75243. The Fund may have its principal office at such other place and have such other offices as may from time to time be designated by the Fund’s members.

Article III – Purposes

The Fund is organized, and shall be administered and operated, exclusively to receive, administer, and expend funds for the following charitable and educational purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986:

- A. To provide educational scholarships to Cadets and midshipmen who have demonstrated a high aptitude and motivation for military leadership while enrolled in a Junior Reserve Officers Training Corps unit located within the Chapter’s geographic area;
- B. To engage in charitable and educational activity in fulfillment of the foregoing;
- C. To establish all activities necessary to carry out the purposes of the Fund; and
- D. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

Article IV – Powers

In order to accomplish its charitable and educational purposes, and for no other purpose or purposes, the Fund shall have all the powers possessed by a nonprofit association under the

Texas Uniform Nonprofit Association Act. These powers include, by way of example and not of limitation, the power:

A. To acquire, hold, encumber, and transfer an estate or interest in real or personal property;

B. To be the beneficiary of a trust, contract, or will;

C. To institute, defend, intervene, and participate in a judicial, administrative, or other governmental proceeding or in arbitration, mediation, or any other form of alternate dispute resolution;

D. To assert claims;

E. To make contracts; and,

F. to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Fund; provided, however, that the Fund shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Fund.

Article V – Membership

The Fund shall at all times have three or more members joined by mutual consent to carry out the charitable and educational nonprofit purposes of the Fund, which members shall be the persons who from time to time are the serving committee members of the Scholarship Committee of the Chapter. In the event that at any time less than three persons are serving committee members of such committee, the members of the Fund shall be the three or more persons who most recently constituted such Committee.

Article VI – Governing Body

The powers of the Fund shall be exercised, and its property controlled, by its members.

Article VII – Tax-Exempt Status

No part of the net earnings of the Fund shall inure to or for benefit of or be distributed to its members or other private person or organization, except that the Fund shall be authorized and empowered to pay reasonable compensation for services rendered by non-member persons or organizations and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No part of the activities of the Fund shall be the carrying on of propaganda, or

otherwise attempting to influence legislation and the Fund shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of (or against) any candidate for public office. Notwithstanding any other of these Articles, the Fund shall not carry on any activities not permitted to be carried on by an entity exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (hereinafter the "Code"). (Any reference in these Articles of Association to the Internal Revenue Code of 1986 shall refer also to the corresponding provisions of any subsequent federal tax law.)

Notwithstanding any other provision set forth in these Articles of Association, at any time during which it is deemed a private foundation, the Fund shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Code; the Fund shall distribute its income for each taxable year at such time and such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; the Fund shall not own any excess business holdings described in Section 4943 of the Code; the Fund shall not make any investments in such manner as to be subject to the tax imposed by Section 4945 of the Code; and the Fund shall not make any taxable expenditures as defined in Section 4945 of the Code.

Article VIII – Amendments to Articles

These articles may be amended or repealed, in whole or in part, by a two-thirds vote of all of the Fund's members at a meeting thereof duly called and held, with a copy of all proposed changes to these articles included with the notice of meeting sent at least seven days prior to such meeting, or, alternatively, by unanimous written consent of the members. An amendment so adopted shall be effective immediately, unless an effective date is specifically adopted at the time the amendment is adopted.

Article IX – Bylaws

Bylaws shall be subsequently adopted, and may be amended or repealed, in whole or in part, in the manner provided in the Bylaws. Amendments to the Bylaws will be binding on all members, including those who may have voted against them.

Article X – Dissolution

The Fund may be dissolved and its affairs wound up by a majority vote of all of the Fund's members at a meeting duly called and held for such purpose, or, alternatively, by unanimous written consent of the members.

Upon dissolution of the Fund or the winding up of its affairs, the assets of the Fund remaining on hand, after payment of the debts of the Fund or provision therefore, shall be distributed:

A. To the Military Officers Association of America Scholarship Fund (or any successor organization), 201 North Washington Street, Alexandria, Virginia 22314-2529, if it is then exempt from federal income tax under Section 501 (c)(3) of the Code and to which contributions

are then deductible under Section 170 (c)(2) of such Code and at such time it has similar charitable and educational purposes to those of the Fund; or

B. To any other nonprofit association or nonprofit corporation with similar charitable and educational purposes to those of the Fund, if such association or corporation is then exempt from federal income tax under Section 501 (c)(3) of the Code and to which contributions are then deductible under Section 170 (c)(2) of such Code.

These Articles of Association are adopted as of this 13th day of March, 2020, at Dallas, Texas by the following serving members, being all of such members of the Scholarship Committee of the Greater and North Texas Dallas Chapter of the Military Officers Association of America.

s/Lyle Metzler
Lyle Metzler, Chairman

s/Dan Murphy
Dan Murphy, Member

s/Axel Anaruk
Axel Anaruk, Member

s/Barry Brown
Barry Brown, Member

s/Michael Tinsley
Michael Tinsley, Ex Officio Member

s/David Blakely
David Blakely, Member

s/David Schafer
David Schafer, Ex Officio Member