

**ARTICLES OF INCORPORATION  
OF  
USS WISCONSIN RADIO CLUB, INC.**

We hereby associate to form a nonprofit, non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end set forth the following:

**ARTICLE I  
NAME**

The name of the corporation is USS WISCONSIN RADIO CLUB, INC. The corporation's address is P. O. Box 6682, Virginia Beach, Virginia 23456.

**ARTICLE II  
PURPOSES AND POWERS**

(1) Said corporation is organized exclusively for charitable, educational, religious or scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) and status under that Section will be sought by this entity in due course. More specifically, the purpose of the Corporation is to perform a community service of charity and education.

(2) The assets of the Corporation shall be at all times dedicated to the purposes set out above, and none of the net earnings shall inure in whole or in part to the benefit of any private individual, association or corporation. If for any reason it becomes necessary to dissolve or liquidate the Corporation, the remaining assets of the Corporation, after its lawful obligations and all other requirements of law are met and complied with, shall be transferred or conveyed to one or more corporations, societies, or organizations engaged in activities similar to those of the Corporation and qualifying under Section 501(c)(3) of the

Internal Revenue Code of 1954, as may be specified in a plan of distribution adopted as provided by law or as directed by a court of competent jurisdiction.

(3) The Corporation may solicit and receive funds and property by gift, transfer, devise and bequest, and may administer and apply such funds and property only in furtherance of the purposes set out in Paragraph (1) above.

(4) The Corporation shall do any and all lawful things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes and powers of the Corporation and shall exercise all powers possessed by Virginia corporations of similar character, including the power to own, lease, contract for the purchase and sale of, and to mortgage or otherwise encumber, real and personal property.

### **ARTICLE III BOARD OF DIRECTORS**

(1) The affairs of the Corporation shall be managed by the Board of Directors.

(a) The initial number of directors of the Corporation shall at no time be less than three (3) nor more than five (5). The number of directors may be increased or decreased from time to time by amendment of the By-Laws.

(b) The directors shall be elected or re-elected by and from the voting membership at the annual membership meeting from a slate of candidates prepared by the nominating committee for a term of one (1) year.

(c) Any Director may be removed with or without cause, by a two-thirds (2/3) vote by ballot at a regular or special meeting of the Board, provided that notice of the

intent to call for such a vote, naming the Director(s), is given at least twenty-four (24) hours prior to the meeting.

(2) The names and addresses of the persons to serve as initial directors are as follows:

<u>Name and Title</u>	<u>Address</u>
William Mellema – President	628 William Hall Way Chesapeake, VA 23322
Nathern Priddy – Vice President	723 Peachtree Dr. Chesapeake, VA 23322
Glenn James – Secretary	P. O. Box 14248 Norfolk, VA 23518
Duane Ettwein - Treasurer	800 Stardale Dr. Chesapeake, VA 23322

#### **ARTICLE IV OFFICERS**

The Officers of the Corporation shall be Directors. All incidents of office shall be controlled by the By-Laws.

#### **ARTICLE V MEMBERSHIP**

Membership in the corporation shall consist of licensed radio amateurs and other persons interested in Navy radio communications. There shall be three classes of members: Full Members, Associate Members, and Honorary Members. Associate and Honorary membership shall not denote an inferior status but shall relate to the ability of members to attend and actively participate in meetings and activities. The qualifications and rights of each class of membership is set forth in the corporation's By-Laws.

**ARTICLE VI  
REGISTERED AGENT**

The initial registered agent is Michael F. Imprevento, a partner of the law firm of Breit Drescher Imprevento, who is a resident of Virginia Beach, State of Virginia, and a member of the Virginia State Bar, and whose business address is Towne Pavilion Center II, 600 22<sup>nd</sup> Street, Suite 402, Virginia Beach, Virginia 23451.

**ARTICLE VII  
NET EARNINGS**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 statements) any political campaign on behalf of or in opposition to 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 (or corresponding section of any future federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future federal tax code).

**ARTICLE VIII  
DISTRIBUTION OF ASSETS UPON DISSOLUTION**

Upon dissolution of this corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, i.e., charitable, educational, religious or scientific, or 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. However, if the named recipient is not then in existence or no longer a qualified distributee, or unwilling or unable to accept the distribution, then the assets of this corporation shall be distributed to a fund, foundation or corporation organized and operated exclusively for the purposes specified in Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future federal tax code).

Dated: MARCH 6, 2018



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Incorporator  
William Mellema, President