

**Articles of Incorporation
D-Day Ohio, Incorporated**

ARTICLE I: NAME/REGISTERED OFFICE

The name of this corporation shall be: D-Day Ohio, Incorporated. The corporation's registered office is located at: 620 Jackson Street, Maumee, Ohio 43537

ARTICLE II: PURPOSE

This corporation is organized exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the corporation shall:

1. Foster and promote public knowledge of and interest in the events of June 6, 1944 (D-Day) and other lawful purposes for which corporations may be organized under the Ohio non-profit act.
2. Continue as a corporation under its corporate name for the period limited in its articles of incorporation or, if the period is not so limited, then in perpetuity.
3. To sue and be sued in its corporate name.
4. To have a corporate seal and to alter the same at pleasure: provided however that the use of the corporate seal or an impression thereof shall not be required upon and shall not affect the validity of any instrument whatsoever, notwithstanding the provisions of any other section or this article or of any other statute.
5. To acquire, own, hold, use, lease, mortgage, pledge, sell convey or otherwise dispose of property, real and personal, tangible and intangible.
6. To make contracts and guarantees, and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds or other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, or income.
7. To conduct business in this state and elsewhere,; to have one or more offices out of this state; and to acquire, own, hold and use, and to lease, mortgage, pledge, sell, convey or otherwise dispose of property, real and personal, tangible and intangible, out of this state.
8. To appoint such officers and agents as the business of the corporation may require and to define their duties.
9. To indemnify any person who is or was a director, officer, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, or agent of another corporation, partnership, or other enterprise, against expenses reasonably incurred by him in connection with the defense of any action, suit, or proceeding, civil or criminal, in which he is made or threatened to be made, a party by reason of his being or having been in any such capacity or arising out of his status as such, except in relation to matters as to which he is liable for negligence or misconduct in the performance of duty to the corporation: Provided, however, that such indemnification shall not be deemed exclusive of

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any other rights to which those indemnified may be entitled under any provision of the articles of incorporation, by-laws, resolutions, or other authorization heretofore or hereafter adopted, after notice, by a majority vote of all the voting shares then issued and outstanding; and provided further that expenses incurred defending any action, suit, or proceeding, civil or criminal, may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, notwithstanding any provisions of this article to the contrary upon receipt of an undertaking by or on behalf of the director, officer, or agent to repay the amount paid by the corporation if it shall ultimately be determined that the director, officer, or agent is not entitled to indemnification as provided in this section.

10. To purchase and maintain insurance on behalf of any person who is or was a director, officer, or agent of the corporation, or who is serving at the request of the corporation as a director, officer, or agent of another corporation, partnership, or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.
11. To make by-laws for the government and regulation of its affairs
12. To cease doing business and dissolve and surrender its corporate franchise.
13. To do all acts and things necessary, convenient, or expedient to carry out the purpose for which it is formed.
14. That said corporation shall have any and all further powers as provided by the statutes and laws of the State of Ohio as the same not exists or may be enacted or amended in the future and by the enumeration of the specific powers herein, the same shall not in any way limit the powers of this corporation but it shall have all of the said additional powers as provided by the laws of the State of Ohio.

All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III: LIMITATIONS

At all times the following shall operate as conditions restricting the operations and activities of the corporation:

1. No part of the net earnings of the corporation shall inure to any member of the corporation not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any Director or officer of the corporation, nor to any other private persons, excepting solely such reasonable compensation that the corporation shall pay for services actually rendered to the corporation, or allowed by the corporation as a reasonable allowance for authorized expenditures incurred on behalf of the corporation;
2. The corporation shall not engage in the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the

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- public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.
 4. The corporation shall not lend any of its assets to any officer or director of this corporation, or guarantee to any person the payment of a loan by an officer or director of this corporation.

ARTICLE IV: DIRECTORS/MEMBERS

The initial Board of Directors is composed of five (5) members. The exact number of Directors shall be prescribed from time to time in the by laws of the corporation, provided that under no circumstances, the number shall be less than five. The corporation shall have members as provided in the by-laws. The corporation's first Board of Directors shall be comprised of the following persons:

President: Michael E. Felmler [REDACTED]

Secretary: Sarah E. Westrick [REDACTED]

Treasurer: Betsy J. Bashore [REDACTED]

Executive Officer Representing Allied Reenactors: Robert E. Trumbull [REDACTED]

Executive Officer Representing Axis Reenactors: Richard Clark, [REDACTED]

ARTICLE V: DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

ARTICLE VI: DISSOLUTION

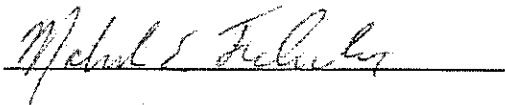
Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) 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.

ARTICLE VII: INCORPORATOR

The Incorporator of this corporation is:

Michael E. Felmlee [REDACTED]

The undersigned incorporator certifies that he executes these Articles for the purposes herein stated.



January 13, 2008