

**ARTICLES OF INCORPORATION
OF THE
"WARRANT OFFICERS HERATIGE FOUNDATION"**

ARTICLE I - Name

The name of the corporation is the "Warrant Officers Heritage Foundation".

ARTICLE II - Membership

The corporation shall have no members.

ARTICLE III - Selection of Directors

The directors shall be elected or appointed by the Directors of the Warrant Officers Heritage Foundation under the provisions of the corporation's bylaws except for such directors as are designated pursuant to these articles of incorporation. The majority of the directors of the Warrant Officers Heritage Foundation will not be elected. The directors not so elected or appointed will be designated by the President of the United States Army Warrant Officers Association and those appointed directors shall elect the remainder of the directors of the Warrant Officers Heritage Foundation as authorized by the bylaws.

ARTICLE IV - Initial Directors

The initial directors of the corporation are as follows:

David P. Welsh, 4508 Arendale Square, Alexandria, VA 22309
Ronald J. Whalen, 2146 Woodglenn Road, Pottsville, PA 17901
Carl M. Burnett, 12909 Hawkshead Terrace, Silver Springs, MD 20904

ARTICLE V - Registered Office and Agent

The address of the corporation's initial registered office is: 462 Herndon Parkway, Herndon, Virginia 20170-5235, located in the County of Fairfax, Virginia. The name of the individual registered agent at such address is David P. Welsh who is a resident of Virginia and an initial director of the corporation.

ARTICLE VI - Purposes

This corporation is organized and shall be administered and operated exclusively to receive, administer and expend funds and carry on programs for historical and educational purposes, within the meaning of Section 501(c) (3) of the Internal Revenue Code or the corresponding provision of any future federal tax law.

ARTICLE VII - Management

The number of directors shall be fixed by the bylaws, but not be less than three (3). The initial directors shall serve until the annual meeting following the organizational meeting. The business of the corporation shall be carried on through its board of directors.

ARTICLE VIII - Tax Exempt Status

No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to its 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 in these articles of incorporation. 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 or in opposition to any candidate for public office. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c) (3) the Internal Revenue Code as it may be amended from time to time, or (b) by a corporation, contributions to which are deductible under sections 170(c), 2055 or 2522 of the Internal Revenue Code as it may be amended from time to time.

ARTICLE IX - Dissolution

Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefore shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under section 501(c) (3) of the Internal Revenue Code.

ARTICLE X - Indemnification

To the full extent allowed by the Virginia Nonstock Corporation Act in force on the date of these Articles, the corporation shall indemnify against liability, and advance reasonable expenses to any individual who was, is, or is threatened to be named a defendant or respondent in any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, because the individual is or was a director, or while a director, is or was serving at the corporation's request as a director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. The corporation may, but shall not be required to indemnify and advance reasonable expenses to an officer, employee, or agent of the corporation who is not a director to the same extent as if that person were a director.

ARTICLE XI-Incorporator

The name and address of the incorporator is David P. Welsh, 4508 Arendale Square, Alexandria, VA 22309.

In witness whereof, I have hereunto subscribed my name this 30th day of June, 2003.



David P. Welsh
Incorporator