

ARTICLES OF INCORPORATION

of

STRATEGIC AIR COMMAND MEMORIAL AMATEUR RADIO CLUB, INC.

KNOW ALL PERSONS BY THESE PRESENTS: That the undersigned have associated themselves for the purpose of organizing a non-profit Corporation under the laws of the State of Nebraska, and to that end do hereby adopt and execute the following Articles of Incorporation:

ARTICLE I: Name

The name of this Corporation shall be STRATEGIC AIR COMMAND MEMORIAL AMATEUR RADIO CLUB, INC.

ARTICLE II - Location

The registered office of the Corporation shall be located at 11510 South 39th Street, Bellevue, Sarpy County, Nebraska 68123-1266 and the name of the registered agent of the Corporation shall be Paul W. Schleck, 11510 South 39th Street, Bellevue, Nebraska, 68123-1266. The correspondence address for routine business of the Corporation shall be Post Office Box 1292, Bellevue, Nebraska, 68005-1292.

ARTICLE III - Business

The objects and purposes of the Corporation are to preserve the communications history of the Strategic Air Command and United States Air Force through Amateur Radio by:

Section 1 - Furthering the exchange of information and cooperation between members, to promote radio knowledge and individual operating efficiency, to lessen the burdens of the government, and to so conduct Club programs and activities to advance the general interest and welfare of Amateur Radio in the community. The Corporation shall make a positive contribution by promoting and encouraging participation in activities which:

- A. Enhance the value of the Amateur Radio Service to the local community, including city, county, state and federal agencies by voluntarily providing public service and emergency communications to lessen the burden of the government;
- B. Improve the skills of the amateur radio operator in both the communications and technical phases of the radio art through educational activities such as discussion groups, forums, panels, lectures, exercises and other similar programs;
- C. Expand the existing reserve of trained radio operators, technicians and electronics experts within the Amateur Radio Service through public demonstrations, courses of instruction and participation in other educational programs;
- D. Advance the state of the radio art; and
- E. Contribute to the unique ability of the amateur radio operator to enhance international good will.

Section 2 - Allowing all persons showing interest in amateur radio communications and with a sincere interest in preserving the communications history of the Strategic Air Command and the U. S. Air Force shall be eligible for membership. Membership shall be by application upon such terms as the club shall by its By-laws provide.

Section 3 - Urging all members of this Corporation to make themselves and their equipment available for any public disaster, such as floods, fires, tornadoes, or any other event or occurrence which may require the use of their

equipment and their services, that they may be available for public service and usefulness.

Section 4 - Urging all members of the Corporation to make themselves and their equipment available to sponsor or to participate in educational activities, public exhibits and communications demonstrations that preserve, illustrate and document the communications history of the Strategic Air Command and the U. S. Air Force.

Section 5 - Acquiring, holding, leasing, maintaining and selling, disposing of or encumbering any and all property, real or personal, convenient or necessary in and for the accomplishment of any of the purposes and objects of this Corporation.

Without in any manner limiting any of the powers hereinabove enumerated, the Corporation shall have all of the general powers conferred upon corporations by the General Non-profit Corporation law of the State of Nebraska.

ARTICLE IV - Directors

The City and State of residence of initial Board of Directors of the Corporation are as follows:

Paul W. Schleck 11510 South 39th Street, Bellevue, Nebraska

Stephen E. Hunt 3423 Comstock Avenue, Bellevue, Nebraska

Margaret P. Mullaly-Quijas 1420 Southwest Highland Drive, Lee's Summit, Missouri

Raymond F. McNally, Jr. 1268 Golden Gate Drive, Papillion, Nebraska

George H. Bellairs 910 LeMay Drive, Bellevue, Nebraska

ARTICLE V - Incorporators

The names and places of residence of the Incorporators are as follows:

Paul W. Schleck 11510 South 39th Street, Bellevue, Nebraska

John A. Sheffield 6904 Capehart Road, Papillion, Nebraska

Bill W. McCollum 1314 Deer Park Boulevard, Omaha, Nebraska

Sidney J. Reade 403 Foster Drive, Bellevue, Nebraska

Bruce D. Reitan 7620 South 25th Street, Bellevue, Nebraska

ARTICLE VI - Officers

Section 1 - The affairs of this Corporation shall be administered by the President, Vice-president, Secretary, Treasurer (or Secretary-Treasurer), and Property Manager. Each officer shall hold an unexpired amateur radio license.

Section 2 - The President, Vice President, Secretary, Treasurer (or Secretary-Treasurer), Property Manager, the Chairs of the Standing Committees and a representative of a Strategic Air Command historical organization (Society of Strategic Air Command or the Strategic Air Command Museum) shall constitute the Board of Directors of this Corporation. No officers or members of the Board of Directors shall be paid any compensation for services as such officers or members of the Board of Directors.

Section 3 - The officers of this Club shall be elected for a term of one year. The election shall be by closed ballot at the annual meeting as specified in the Bylaws. If there is not a quorum, the officers shall be elected at the next meeting at which a quorum is present. To the best of his or her knowledge, candidates shall be available for a full term of office. Nominations will be made as specified in the Bylaws.

Section 4 - Vacancies occurring between elections must be filled by special ballot, at the first regular meeting after the withdrawal or resignation is announced.

Section 5 - Officers may be removed on motion by a two-thirds vote of the membership, as specified in the Bylaws.

Section 6 - The duties of the officers shall be as provided in the Bylaws.

ARTICLE VII - Meetings

Section 1 - The Bylaws shall provide for regular and special meetings. At all meetings a quorum shall be required for the transaction of business. Quorums shall be defined in the Bylaws.

ARTICLE VIII - Dues

Section 1 - The Strategic Air Command Memorial Amateur Radio Club, Inc., by a majority vote of membership present at any regular meeting, may levy upon the general membership such dues and assessments as shall be deemed necessary for the business of the organization within its object as set forth in Article III - Section 1 - thereof. Nonpayment of such assessments or dues shall be cause for expulsion from the Club within the discretion of the membership.

ARTICLE IX - Non-profit Organization

Section 1 - This Corporation shall be a non-profit organization and there shall be no capital stock nor shall there be any dividends paid nor shall there be any personal obligation or liability on the part of any of the members of the Corporation for any acts, doings, commitments, liabilities or obligations of the Corporation.

ARTICLE X - Corporation

Section 1 - The persons executing these Articles of Incorporation are executing the same on their behalf and on the behalf of all persons who have manifested a desire to be members of this Corporation.

ARTICLE XI - Time Period

Section 1 - This Corporation shall commence business immediately upon the filing of its Articles of Incorporation as required by law, in the office of the Secretary of State of Nebraska. These Articles of Incorporation shall be the Constitution of the Corporation. The Corporation shall continue indefinitely or until dissolved by the members or by operation of law.

ARTICLE XII - Amendments

Section 1 - The Articles of Incorporation may be amended by a two-thirds vote of the membership as provided in the Bylaws. The Bylaws may be amended as provided in the Bylaws. Proposals for amendments shall be submitted in writing at a regular meeting and carried by a majority of the members present. Proposals may then be voted on at the next regular meeting.

ARTICLE XIII - Dissolution

Section 1 - PROPOSAL: Dissolution of the Corporation shall be accomplished only on the initiative of and approval by two-thirds of the voting members. The text of a proposal to dissolve the Corporation shall be advertised to the general membership at least one month in advance of the vote.

Section 2 - APPROVAL: In the event that two regular general membership meetings occur without the necessary two-thirds membership present, a ballot shall be submitted to each member by mail, including any special voting instructions and deadlines. The Corporation shall be dissolved if approved by two-thirds of the returned ballots.

Section 3 - DISPOSITION OF ASSETS:

A. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, distribute all assets of the Corporation to one or more organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or shall be distributed to the federal government, or to state or local government, for a public purpose. The Board of Directors shall also comply with all other applicable laws and/or regulations, such as those that may be imposed by the FCC.

B. Any such assets not so disposed shall be disposed by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The undersigned, being the Incorporators of the Corporation, state that these Articles of Incorporation were adopted by the Board of Directors and approved by at least two thirds of the votes which members present were entitled to cast at a meeting of members on the 25th day of June, 1997, at which a quorum was present, and do sign said Articles of Incorporation this 18th day of March, 1998.

(SIGNED)

Paul W. Schleck

(SIGNED)

John A. Sheffield

(SIGNED)

Bill W. McCollum

(SIGNED)

Sidney J. Reade

(SIGNED)

Bruce D. Reitan

