

## **ARTICLES OF INCORPORATION**

**OF**

### **AIRBORNE LAW ENFORCEMENT ASSOCIATION INCORPORATED**

#### **I. NAME**

The name of the corporation is AIRBORNE LAW ENFORCEMENT ASSOCIATION INCORPORATED.

#### **II. PURPOSES AND POWERS**

The purposes for which this corporation is formed are:

(a) The specific and primary purpose is to promote, develop, prepare, disseminate and evaluate information with respect to the safe utilization of aircraft as a tool of law enforcement and airborne law enforcement techniques, equipment, and philosophy as an educational service for members of the organization and the public.

(b) The general purposes and powers are:

(i) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise to acquire and hold all property, real or personal, including, without limitation, shares of stock, bonds, and securities of other corporations.

(ii) To sell, convey, exchange, lease, mortgage, encumber, transfer on trust, or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law..

(iii) To make and perform contracts in furtherance of the purposes of this corporation.

(iv) To act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, and expend funds and property subject to such trust.

(v) To borrow money, contract debts, and, from time to time, issue bonds, notes, and debentures, and to secure the payment or performance of its obligations.

(vi) To sue and be sued.

(vii) To qualify to carry on its nonprofit activities in any other state, territory, dependency, or foreign country, and to conduct its nonprofit activities within or without the State of California.

(viii) To adopt, use, and at will alter, a corporate seal, but failure to affix a seal shall not affect the validity of any corporate instrument.

(ix) To do all other acts necessary or expedient for the administration of its affairs and the attainment of its purposes.

(x) To have and exercise all the rights and powers conferred on nonprofit corporations under the General Nonprofit Corporation Law of California, as such law is now in effect or may at any time hereafter be amended.

(xi) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the Board of Directors of the corporation and which the Board may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this corporation.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by an inference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

(c) Notwithstanding any of the above statements of purposes and powers, this corporation 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 this corporation.

### III. ORGANIZATION

This corporation is a nonprofit public benefit corporation and is not for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.

### IV. PRINCIPAL OFFICE

The principal office of the corporation for the transaction of its business and the retention of its official books and records shall be such place as is designated by a majority of the Board of Directors; and may be located either within or without the State of California.

### V. DIRECTORS

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
ROBERT M. MORRISON	8461 Yorktown Avenue Huntington Beach, California 92648
ROBERT L. PAUL	2425 Willow Avenue Tallahassee, Florida 32304
DAVID A. DAILEY	2639 Maplewood Drive Columbus, Ohio 43229
JAMES R. HEDLESTEN	RR #2, 20004 Old Columbus Road London, Ohio 43140
VIRGIL E. KARL	1768 Leone Avenue St. Paul, Minnesota 55107
R. R. RAFFENBERGER	2 Oakmere Road Ownings Mills, Maryland 21117
NORMAN JARKE	5434 Rollingridge Drive San Antonio, Texas 73228
THOMAS J. MCGIVNEY	10735 Karengale Lane Jacksonville, Florida 32225
ROBERT A. MORSE	411 Queen Anne Drive Chula Vista, California 92101

## **VI. ACTION BY CONSENT OF BOARD WITHOUT MEETING**

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

## **VII. BYLAW PROVISIONS**

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

(b) Members. The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated by the Bylaws.

## **VIII. DEDICATION AND DISSOLUTION**

(a) The property of this corporation is irrevocably dedicated to education purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of an private person.

(b) On the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for education purposes and which has established its tax exempt status under Section 501 (c)(3) of the Internal Revenue Code.

(c) If this corporation holds any assets on trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefore, by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

## **IX. LIMITATION ON CORPORATE ACTIVITIES**

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

## **X. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES**

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal

Revenue Code of 1954.

(d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954.

#### **XI. NAME OF EXISTING ASSOCIATION**

The name of the unincorporated association which is being incorporated is Airborne Law Enforcement Association.

#### **XII. ADOPTION OF THE PROVISIONS OF PUBLIC BENEFIT CORPORATION LAWS**

In accordance with the provisions of Section 9913 of the California Corporation Code, this corporation elects to be governed by all of the provisions of the California Nonprofit Public Benefit Corporation Law not otherwise applicable to this corporation under Section 9910-9927 of the Corporation Code.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary, respectively, of the Airborne Law Enforcement Association, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation on May 10, 1976.

**NOTE:** The original Articles of Incorporation were signed by the ALEA Board Members listed in Article V.