

**ARTICLES OF INCORPORATION
OF
COMMAND AND GENERAL STAFF COLLEGE FOUNDATION**

As Amended April, 4, 2006
As Amended September 30, 2010

We, the undersigned, being natural persons of the age of eighteen years or more and citizens of the United States of America, for the purpose of forming a not-for-profit corporation under the Kansas General Corporation Code, do hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is "Command and General Staff College Foundation" hereinafter referred to as the "Foundation."

ARTICLE II - STOCK

No shares of stock are authorized to be issued by the Foundation.

ARTICLE III - SUPPORTING ORGANIZATION

The Foundation is a supporting organization of The United States Army Command and General Staff College.

ARTICLE IV - REGISTERED AGENT

The name and street address of the Foundation's Registered Agent and Registered Office in Kansas is Robert R. Ulin, 100 Stimson Ave., Suite 1149, Fort Leavenworth, KS 66027.

ARTICLE V - DURATION

The period of duration of the Foundation shall be perpetual, and the Foundation shall continue until dissolved by the process of law.

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators are:

Robert Arter, LTG (Ret) U.S. Army
903 Oakmont
Lansing, Kansas 66043

Willard B. Snyder COL (Ret) U.S.A.R.
8014 State Line Road, Suite 203
Leawood, Kansas 66208

Robert R. Ulin COL (Ret) U.S. Army
131 Meadow Court
Lansing, Kansas 66043

ARTICLE VII - PURPOSE

Section 1. The Foundation is formed exclusively for educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code"). The Foundation is organized specifically for the purpose of promoting the welfare and enhancing the prestigious educational programs of The United States Army Command and General Staff College. The Foundation is established as a type three private association under the provisions of AR 210-22 and will exist on the military installation at the discretion of, and with the written consent of the installation commander. Such consent will be contingent on the following requirements and conditions that are suitable:

- a. The Foundation's programs and activities will not prejudice or discredit the military service or other agencies of the U.S. government. The Foundation will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the government.
- b. The Foundation's activities will not be conducted in the name of Fort Leavenworth or any organization of the Army establishment.
- c. Neither the Army nor a nonappropriated fund as defined in AR 215-1 will assert claim to the assets of the Foundation, nor will the Army or any nonappropriated fund incur any obligation on behalf of or assume any of the obligations of the Foundation.
- d. The Foundation will not engage in activities that compete or conflict with authorized activities of nonappropriated fund instrumentalities or appropriated fund government functions.
- e. The nature and authorized function of the Foundation together with provisions for proper disposition of residual assets and liabilities on dissolution will be established in the Bylaws.
- f. The Foundation will be self-sustaining and will receive no support, assistance or facilities from the Army or from nonappropriated funds instrumentalities except as provided in AR 210-22 and AR 215-1.
- g. The Foundation will reimburse the Army for utility expenses of facilities used by the Foundation, unless facilities use is incidental (and would cost more to bill and collect than it costs to provide utility).
- h. The Foundation will not seek to deprive individuals of their civil rights.
- i. The Foundation will not engage in the distribution or sale of alcoholic beverages at any time.

- j. The Foundation's employment practices will not discriminate based on sex, age, religion, race, color, national origin, marital status, lawful political affiliation, labor organization membership, or physical handicap.
- k. The installation commander will have authority to enforce compliance by the Foundation with conditions enumerated herein, to inquire into Foundation activities, and to withdraw the consent for its existence on Fort Leavenworth if deemed necessary in the interest of the government.
- l. The Foundation will be a financially self-sustaining non-governmental organization and will be constituted, established, and operated by individuals acting exclusively outside the scope of any official capacity as officers, employees, or agents of the government. The Foundation is neither established nor operated according to authority vested in the Army or any official thereof.
- m. The Foundation will comply with all applicable local, state and federal laws and regulations, including tax laws.
- n. The Foundation will maintain adequate insurance as determined by the Board of Trustees.

ARTICLE VIII - OBJECTIVES

Section 1. The objectives of the Foundation are:

- a. Promote continued positive support of the educational activities of The Command and General Staff College (the "College").
- b. Strengthen the relationship and personal contacts among Foundation constituents and College faculty, students and alumni in order that the reservoir of experience and knowledge of each can be available to further the mission and objectives of the College.
- c. Sponsor and conduct seminars, conferences, symposia, and other activities as necessary on important national issues that will enhance the knowledge and understanding of Foundation constituents, College faculty, students and alumni and interested citizens.
- d. Promote continued interest in and support of activities of the College.
- e. Foster, maintain, and strengthen a sense of fraternity among Foundation constituents and College faculty, students and alumni.
- f. Engage in such other activities deemed appropriate to the objectives of the Foundation as determined by the Board of Trustees.

Section 2. In order to accomplish these objectives, the activities of the Foundation will include, but not be limited to:

- a. Appropriate recognition of outstanding College faculty, students and alumni.

- b. Recognition of distinguished service or contributions to the advancement of the College.
- c. Appropriate correspondence, publicity, and activities to enhance, and promote service to the College, as well as to inform Foundation constituents, and College faculty, students and alumni.
- d. Periodic meetings of Foundation constituents and supporters to sustain interest in and support of the College.

Section 3. Notwithstanding any other provisions of these Articles of Incorporation, the Foundation shall only engage in activities permitted to be carried on:

- a. By an organization exempt from Federal income tax under Section 501 (c)(3) of the Code, and
- b. By an organization, contributions to which are deductible under section 170 (c)(2) of the Code.

Section 4. In furtherance of its objective, the following are expressly prohibited:

- a. No part of the net earnings or other assets of the Foundation shall inure to the benefit of any individual and no Trustee, officer or employee of the Foundation shall receive any pecuniary benefits of any kind except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered.
- b. No substantial part of the activities of the Foundation shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Foundation 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.

ARTICLE IX - BOARD OF TRUSTEES

Section 1. The Foundation shall have a self-perpetuating Board of Trustees, in which shall be vested all of the powers and authority to supervise, control, direct and manage the property, affairs and activities of the Foundation. The rights, powers and privileges of the Board of Trustees shall be fixed in the Bylaws. The number of members of the Board of Trustees of the Foundation shall be determined by the Board of Trustees in a regular or special meeting and shall be fixed by the Bylaws. Trustees shall be elected in accordance with the procedures stated in the Bylaws.

Section 2. Membership on the Board of Trustees is open to all individuals regardless of race, color, creed, sex, or national origin.

Section 3. The Deputy Commandant of the College will be requested to appoint from the Deputy Commandant's staff or faculty, two advisors to the Foundation Board of Trustees. In accordance with the Joint Ethics Regulation 3-201, these advisors will be non-voting members and will not in any way be involved in the management or control of the Foundation. They may serve during the time they are members of the College staff or faculty for a term not to exceed three years.

ARTICLE X - MEMBERSHIP

Section 1. The Foundation will have no members other than the Members of the Board of Trustees. The Board however, may establish classes of constituents and designate various levels of individual and corporate support to encourage and recognize contributions to and support of the Foundation.

ARTICLE XI - METHODS OF FINANCING

Section 1. The revenue necessary to pursue the objective described in Articles VII and VIII shall be derived from contributions, grants, and from revenue producing activities entered into by the Foundation when required, approved, and conducted under the guidance and supervision of the Board of Trustees.

Section 2. In no event shall the US government be liable for any indebtedness, obligations or other liabilities of the Foundation. The Trustees shall not be liable to the Foundation for monetary damages for breach of fiduciary duty as a trustee, provided that this provision shall not limit the liability of a Trustee (a) for any breach of the Trustee's duty of loyalty to the Foundation; (b) for the Trustee's acts or omissions not in good faith but which involve intentional misconduct or a knowing violation of law; and (c) for any transaction from which the Trustee derives an improper personal benefit. The Foundation shall carry general liability insurance coverage and any officer, Trustee or volunteer who performs services for the Foundation but does not receive compensation either directly or indirectly for those services shall not be liable for damages in a civil action for acts or omissions unless such conduct constitutes willful or wanton misconduct or intentional tortuous conduct, or the officer, Trustee or volunteer authorizes, approves, ratifies or otherwise actively participates in the action or omission and the action or omission constitutes willful or wanton misconduct or intentional tortuous conduct.

ARTICLE XII - AMENDMENTS OF THE ARTICLES OF INCORPORATION AND BYLAWS

Section 1. Amendments to the Articles of Incorporation must be approved by majority vote of the members of the Board of Trustees present and voting in a duly constituted regular or special meeting. Amendments to the Articles of Incorporation must also be approved by the installation commander or the installation commander's designated representative.

Section 2. Amendments to the Bylaws must be approved by a majority vote of the Executive Committee present and voting in a duly constituted meeting. Amendments to the Bylaws must also be approved by the installation commander or the installation commander's designated representative.

ARTICLE XIII - DISSOLUTION

Upon dissolution of the Foundation and after payment of all debts and satisfaction of all liabilities and obligations of the Foundation (or making adequate provision there for), any remaining assets of the Foundation shall be distributed to the College.