

ARTICLES OF INCORPORATION
OF
VALOR REMEMBERED FOUNDATION

I, the undersigned person, being of the age of eighteen (18) years or more, acting as incorporator of a corporation pursuant to Section 3.01 of the Texas Non-Profit Corporation Act (the “Act”), do hereby adopt the following Articles of Incorporation for VALOR REMEMBERED FOUNDATION.

ARTICLE ONE

The name of the corporation is VALOR REMEMBERED FOUNDATION (the “Corporation”).

ARTICLE TWO

The Corporation is a non-profit corporation.

ARTICLE THREE

The Corporation is to have perpetual existence.

ARTICLE FOUR

Subject to the provisions of Article 2.01 of the Act, the Corporation is organized and shall be operated exclusively for charitable, religious, scientific, literary or educational purposes, or the prevention of cruelty to children or animals, all within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (the “Code”), or the corresponding provisions of any future United States Internal Revenue Law.

The Corporation shall solicit and receive donations of cash or real or personal property through gift, bequest or otherwise, and shall otherwise raise funds, to use and apply the whole and any part of the income therefrom, and the principal thereof, for such permitted purposes that will, in the discretion of the Board of Directors, most effectively honor America’s heroes through historical research, education and commemorative works of art in places open to the public and controlled by a Section 501(c)(3) organization or on governmental properties, and to assist other entities or individuals with similar goals.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate (i) its tax-exempt status under Section 501(c)(3) of the Code, or (ii) contributions to which are deductible from taxable income under Section 170(c)(2) of the Code.

In furtherance of the purposes set forth in this Article Four, the Corporation shall have all of the powers enumerated in Article 2.02 of the Act.

ARTICLE FIVE

The street address of the initial registered office of the Corporation is 6415 Lake Bluff Drive, Dallas, Texas 75249-3017, and the name of its registered agent at such address is Brendon L. Lyons, Jr.

ARTICLE SIX

The number of directors and the method of their appointment shall be determined by the Bylaws of the Corporation, and shall be subject to change from time to time as the Bylaws may be amended. The number of directors shall never be less than three (3).

The number of directors constituting the initial Board of Directors of the Corporation is six (6) and the names and addresses of the persons who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| Brendon L. Lyons, Jr. | 6415 Lake Bluff Drive Dallas, Texas 75249-3017 |
| Bradley S. Ryti | 922 Clear Avenue St. Paul, Minnesota 55106 |
| William H. Kilpatrick | 912 Lombardy Drive Plano, Texas 75023 |
| Daniel L. Castillo | 107 Stetson Drive Boerne, Texas 78006 |
| Christine M. Castillo | 107 Stetson Drive Boerne, Texas 78006 |
| Eugene H. Pugh | 1105 Gannon Drive Plano, Texas 75025 |

ARTICLE SEVEN

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|-----------------------|---|
| Brendon L. Lyons, Jr. | 6415 Lake Bluff Drive Dallas, Texas 75249-3017 |

ARTICLE EIGHT

The Corporation shall have no members.

ARTICLE NINE

The Board of Directors shall adopt the initial Bylaws of the Corporation, and the power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors.

ARTICLE TEN

Notwithstanding anything in these Articles of Incorporation to the contrary, all or any part of these Articles of Incorporation may be amended from time to time only upon the affirmative vote of a majority of the directors in office; provided, however, that no amendment will be made which will cause the Corporation to cease to be an organization described in Section 501(c)(3) of the Code.

ARTICLE ELEVEN

The Corporation is not organized for pecuniary profit, nor shall it have any power to issue certificates of stock or declare dividends. The balance, if any, of all monies and other assets received, or earned by, the Corporation, after the payment in full of all debts and obligations of the Corporation of whatever kind and nature, shall be used and distributed exclusively for carrying out the Corporation's purposes as set forth in Article Four.

The directors of the Corporation shall comply with the notice requirements contained in Section 508(a) of the Code.

No part of the Corporation's assets shall inure to the benefit of, or be distributed to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to (i) pay reasonable compensation for services rendered, (ii) make payments and distributions in furtherance of the purposes set forth in Article Four, and (iii) indemnify directors and officers as provided in Article Twelve and the Bylaws of the Corporation.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon the dissolution of the Corporation, the Board of Directors shall distribute all of the Corporation's assets to one or more organizations that qualify for tax-exempt status under Section 501(c)(3) of the Code, in such a manner as will, in the sole discretion of the Board of Directors, most effectively accomplish the Corporation's purposes as set forth in Article Four. A court of competent jurisdiction shall dispose of any such assets not disposed of by the Board of Directors, for such purposes or to such organization(s) that are organized and operated exclusively for the purposes as set forth in Article Four.

The Corporation shall (i) use all donations for the purposes set forth in Article Four solely within the United States or its possessions, (ii) not operate for the primary purpose of carrying on a trade or business for profit, and (iii) not engage in any excess benefit transaction as defined in Section 4958 of the Code.

ARTICLE TWELVE

A director of the Corporation shall not be liable to the Corporation, or to the other directors of the Corporation, for monetary damages (other than taxes, penalties and expenses of correction as described in Treas. Reg. § 53.4941(d)-2(f)(3)) for an act or omission in his or her capacity as a director, except that this Article Twelve does not eliminate or limit the liability of a director for:

A. a breach of the director's duty of loyalty to the Corporation or to the other directors of the Corporation;

B. an act or omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

C. a transaction from which a director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

D. an act or omission for which the liability of a director is expressly provided by statute.

The Corporation shall indemnify a director and officer of the Corporation to the extent provided in the Corporation's Bylaws.

Any repeal or modification of all or part of this Article Twelve shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Incorporation to be signed on its behalf this 1st day of May, 2002.

VALOR REMEMBERED FOUNDATION

By: _____
Brendon L. Lyons, Jr.
Incorporator