

ARTICLES OF INCORPORATION  
OF  
WOMEN IN AEROSPACE, INC.

TO: The Recorder of Deeds, D.C.  
Washington, D.C.

We the undersigned natural persons of the age of twenty-one or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5):

FIRST: The name of the Corporation is Women in Aerospace, Inc.

SECOND: The period of duration is perpetual.

THIRD: The principal office of the Corporation is to be located in the District of Columbia.

FOURTH: The purposes for which the Corporation is organized are as follows:

- 1) to foster and promote the interests of women working in the aerospace profession;
- 2) to unite those individuals, partnerships, firms, associations and corporations who are interested in promoting the interests of women in aerospace professions and to provide a compact, representative and centralized agency to consider, agree, and act in unison upon matters affecting its members;
- 3) to acquire, assemble, preserve and disseminate accurate and reliable information to its members;
- 4) to study, and so far as possible, solve cooperatively and collectively, the problems facing women in the aerospace profession;
- 5) to cooperate for the improvement and stabilization of the position of women in the aerospace profession;
- 6) to study, advise and recommend or oppose the enactment of legislation or promulgation of regulations affecting the interests of women employed in the aerospace industry; and

- 7) to engage in any lawful activity incidental to the foregoing purposes and not otherwise prohibited by the District of Columbia Nonprofit Corporation Act or the Articles of Incorporation.

FIFTH: The Corporation shall have members whose qualifications and right shall be as fixed by the By-Laws.

SIXTH: All of the affairs of the Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be fixed by the By-Laws, and may be increased or decreased from time to time as provided in the Bylaws, but in no event shall there be less than three (3) Directors. Each member of the Board of Directors shall be elected or appointed and hold office for the term as provided in the Bylaws of the Corporation. Qualifications for membership on the Board of Directors shall be prescribed in the Bylaws.

The Board of Directors may, by resolution adopted by a majority of the Directors present at any meeting at which a quorum is present, appoint or elect persons to serve on one or more Advisory Committees, which committees' function and purpose shall be to advise the Board of Directors of activities of the Corporation. Said Advisory Committees shall have no authority in the management of the organization. The Advisory Committees shall be elected or appointed in the manner and for the term provided in the Bylaws. Persons elected or appointed to serve on the Advisory Committees shall be individuals interested in the purposes of the Corporation as set forth in the FOURTH Article.

The number of Directors constituting the initial Board of Directors is seven (7); two of whom shall serve for one-year terms, two of whom shall serve for two-year terms, and three of whom shall serve for three-year terms. The names, post office addresses (including street numbers and zip codes), and terms of office of the persons who are to serve as the initial Board of Directors for the term for which they are elected and until their successors are elected and qualified are:

<u>Name</u>	<u>Post office Address and Term</u>
Diana Palmer Hoyt	8 Park Valley Road Silver Spring, Maryland 20910 Term: Two years
Theresa Foley	208 10 <sup>th</sup> Street, S.E. Washington, D.C. 20003 Term: Three years
Rory Maher	1751 New Hampshire Avenue, N.W. Washington D.C. 20009 Term: Three Years

Carolyn Brown	6060 Tower Court Alexandria, Virginia 22304 Term: One year
Mary Fitzpatrick	122 11 <sup>th</sup> Street, N.E. Washington, D.C. 20002 Term: Three years
Kate B. Kronmiller	411 S. Fairfax Street Alexandria, Virginia 22314 Term: One year
Marcia S. Smith	6015 N. 9 <sup>th</sup> Street Arlington, Virginia 22205 Term: Two years

SEVENTH: The address, including the street number and zip code, of the initial registered office is 1836 Jefferson Place, N.W., Washington, D.C. 20036, and the name or the initial registered agent at such address is Theresa Foley.

EIGHT: At all times, and notwithstanding any change in name or any event of merger, consolidation, reorganization, dissolution, or winding up involving the Corporation, or any other provisions hereof:

- A. The Corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will prevent it at any time from qualifying and continuing to qualify as a corporation described in section 501(c)(6) of the Internal Revenue Code of 1954, as amended, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.
- B. No part of the assets or net earnings of the Corporation, if any, shall be used, nor shall the Corporation ever be organized or operated for purposes that do not exclusively promote the common business interest of its members within the meaning of section 501(c)(6) of the Internal Revenue Code, as amended.
- C. At no time shall the Corporation engage in any activities which are unlawful under the laws of the United States of America, the District of Columbia, or any other jurisdiction where its activities are carried on.
- D. No compensation, loan, or other payment shall be paid or made to any officer, director, incorporator, or member of the Corporation, or any substantial contributor to the Corporation, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation, and no part of the assets or current or accumulated net earnings of the Corporation shall ever be distributed to or divided among such persons, or inure to, be sued for, or accrue to or for the benefit of any such person or private individual.

NINTH: No substantial part of the activities of the Corporation shall constitute attempting to influence the general public or segments thereof with respect to legislative matters, elections or referendums, or intervening in a political campaign on behalf of any candidate for public office. Notwithstanding the foregoing, the Corporation shall not be restricted from engaging in any direct attempts to influence legislation that is of direct business interest to the Corporation and its members, in accordance with the purposes of the Corporation as enumerated in Article FOURTH herein.

TENTH: The Corporation shall not operate for the purpose of carrying on a trade or business for profit.

ELEVENTH: Upon the termination, dissolution, or winding up of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision of payment) of all liabilities of the Corporation shall be distributed to, and only to, one or more corporations, funds or foundations, qualified for exemption from federal income taxation under either (i) section 501(c)(6) of the Internal Revenue Code of 1954, as amended, and organized and operated for one or more purposes enumerated in Article FOURTH of these Articles of Incorporation or (ii) section 501(c)(3) of the Internal Revenue Code of 1954, as amended, as may be determined by the Board of Directors.

TWELFTH: The Board of Directors shall have the power to make, alter, amend, or repeal the Bylaws of the Corporation, except that there shall be no provision therein which would enlarge or be contrary to the objects and purposes of the Corporation as set forth in the FOURTH Article hereof. The first Bylaws of the Corporation may be adopted by the first members of the Board of Directors named herein.

THIRTEENTH: The Corporation shall have the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

FOURTEENTH: All references herein to provisions of the Internal Revenue Code of 1954 shall be deemed to include both amendments thereto and the corresponding provisions of any future United States Internal Revenue Laws.

FIFTEENTH: The name and post office address, including street number and zip code, of each incorporator is:

Mary Crawford Downie  
Patton, Boggs & Blow  
2550 M Street, N.W.  
Washington, D.C. 20037

Diana Palmer Hoyt  
8 Park Valley Road  
Silver Spring, Maryland 20910

Marcia S. Smith  
6015 N. 9<sup>th</sup> Street  
Arlington, Virginia 22205

**March 16, 1987**

**DECLARATION RELATING TO COPIES OF ARTICLES OF  
INCORPORATION AND BYLAWS**

I, Carolyn Brown, a director of Women in Aerospace, Inc., hereby certify that the attached copy of the Articles of Incorporation is a complete and accurate conformed copy of the document filed with and certified by the District of Columbia Department of Consumer and Regulatory Affairs on September 13, 1985, as amended on March 2, 1987, and that the attached copy of the Bylaws is a complete and accurate copy of the Bylaws adopted by the Board of Directors as of November 1, 1985, as amended on December 2, 1986.

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HISTORICAL NOTE: WIA originally filed in the fall of 1986 as a 501(c)(3) but, under legal advisement, amended the Articles at the end of 1986 to become a 501(c)(6). The amendments were presented to WIA membership in December 1986 and approved. This conformed copy was submitted to the District in March 1987.

Karen L. Rugg, President, 2004