

**ARTICLES OF INCORPORATION  
OF  
WEST POINT ALUMNI GLEE CLUB (“WPAGC”)**

WE, THE UNDERSIGNED, being natural persons of the age of 18 years or more, acting as incorporators of a non-stock corporation, do hereby adopt the following Articles of Incorporation for such corporation pursuant to the provisions of Chapter 10 of Title 13.1 of the Code of Virginia (the “Virginia Nonstock Corporation Act”).

1. **Name.** The name of the corporation is:

West Point Alumni Glee Club  
(also known as the “WPAGC”)

2. **Duration.** The period of duration is perpetual.

3. **Purposes.** The specific and primary purposes for which the WPAGC is formed and for which it shall be exclusively administered and operated are to receive, administer, and expend funds for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, including the following:

- A. To spread the love of music as a component of the “warrior spirit,”
- B. To perform traditional and patriotic music to honor the families and service members who are serving or have served our country,
- C. To generate funds to support organizations who provide relief to families who have had service members killed or wounded in service to our country,
- D. To generate funds to provide additional financial support to the Cadet Glee Club that will enable them to travel further and perform more as musical ambassadors of West Point and the Army,
- E. To assist other charitable and educational organizations in the conduct of similar activities; and
- F. To engage in any and all lawful activities to accomplish the foregoing purposes, except as restricted herein.

4. **Powers.** In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, the WPACG shall have all of the powers granted to Corporations by sections 13.1-826 and 13.1-827 of the Code of Virginia, or the corresponding sections of any future Code of Virginia.

5. **Stock.** The WPAGC shall have no authority to issue capital stock.
6. **Members.** The WPAGC shall have two classes of members. All such members shall be individuals genuinely interest in the goals and purposes of the WPACG and who shall have applied for membership in the WPACG, paid the appropriate fees, and have been approved by the Board of Directors. Only full Members shall be voting members of the WPACG.
  - A. **Full Members:** Full membership may be granted to (1) those graduates and former cadets of the United States Military Academy, who participated as cadets in the Cadet Glee Club, one of the Chapel Choirs, or another organized singing organization (not limited to USMA organizations) and who properly meet the audition requirements of the WPACG and who remit their annual dues; or (2) certain key individuals who would otherwise qualify for Associate Membership. But are elected to full membership by the Board of Directors. Each full Member shall be entitled to exercise one vote to elect officers and run the WPACG.
  - B. **Associate Members:** Associate membership may be granted to: (1) individuals who are composers, lyricists, conductors, directors, musicians and other artists who are invited to work or perform with the WPACG in an artistic fashion; or (2) individuals who are invited to work with the WPACG in an administrative, production, or logistic support role.
7. **Restrictions.**
  - A. No part of the net earnings of the WPACG shall inure to the benefit of, or be distributable to its members, officers, directors or other private persons, except that the WPACG shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof.
  - B. No substantial part of the activities of the WPACG shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the WPACG 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.
  - C. Notwithstanding any other provision set forth in these Articles of Incorporation, the WPACG shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the WPAGC's purposes.

D. Notwithstanding any other provision of these articles, the WPACG shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8. **Initial Directors.** The number of directors constituting the initial WPAGC Board of Directors is five (5), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than one. The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Alan B. Salisbury	7249 Addington Drive, McLean, VA, 22101
Terrance C. Ryan	40171 Braddock Road, Aldie, VA, 20105
James E. Ferguson	847 Macalister Drive, Leesburg, VA, 20175
Morris R. Faber	7664 Southern Oak Drive, Springfield, VA, 22153
John A. Bornmann	1903 Sword Lane, Alexandria, VA, 22308

9. Board of Directors. The business of the WPACG shall be carried on through its Board of Directors. The manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be as set forth in Article 10. The Board of Directors shall have the power to adopt, amend, or repeal bylaws. In furtherance and not in limitation of the powers conferred by statute, the WPACG is expressly authorized to carry on its business and the annual or special meetings of its Board of Directors either within or out of any of the states, territories, or possessions of the United States, or the Commonwealth of Virginia.

**10. Directors.**

A. Elections. The Directors shall be elected from a slate of nominees selected by a committee of the full Members, and then elected by majority vote of the full Members present at the annual meeting of the Members. Elections of directors need not be by written ballot.

B. Terms. Directors shall serve for three (3) year terms extending until the conclusion of the third annual meeting after their election or until their successors

shall be elected and enter upon the discharge of their duties. Directors may be elected for more than one consecutive term.

- C. Voting. Each Director shall be entitled to one vote, except for Honorary Directors and Advisory directors who shall not vote.
- D. A Director must be a full member of the WPAGC.
- E. Honorary and Advisory Directors. An honorary director shall be a member or former member of either the WPAGC or the West Point Cadet Glee Club. An advisory director may be a member of either the WPAGC or the Cadet Glee Club, serving or former director of the Cadet Glee Club, have previous involvement with either group (e.g., accompanist, Cadet Glee Club Officer in Charge (OIC)), or someone that brings a distinct and necessary skill, talent, or capability to the WPAGC. All honorary and associate directors shall be approved by the WPAGC Board of Directors.

**11. Indemnification:** Except as provided in subsection D of Virginia Code 13.1-876 or the corresponding section of any future portion of the Code of Virginia, the corporation shall indemnify any director or officer or former director or officer of the corporation against reasonable expenses incurred by him or her in the connection with any action, suit or proceeding in which he/she is made a party by reason of being or having been such a director or officer, provided: he/she conducted himself/herself in good faith; he/she believed, in the case of conduct in his/her official capacity with the corporation, that his/her conduct was in the best interests of the corporation, and in all other cases, that his/her conduct was at least not opposed to the best interests of the corporation; and in the case of any criminal proceeding, he/she had no reasonable cause to believe that his/her conduct was unlawful. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any law, bylaw, agreement, vote of the Board of Directors, or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any Federal excise taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1954, as amended, or the corresponding section of any future federal tax code..

**12. Initial Registered Office.**

- A. The address, including the street and number, of the WPACG's initial registered office, which is the business address of the WPACG's initial registered agent is: 100 North Pitt Street, Suite 201, Alexandria, VA 22314
- B. The WPACG'S registered office is physically located in the City of Alexandria, VA.

**13. Initial Registered Agent.**

- A. The name of the WPACG's initial registered agent is: Priscilla G. Bornmann
- B. The initial registered agent is a, member of the Virginia State Bar.

14. **Dissolution.** Upon the dissolution of the WPACG or the winding up of its affairs, the assets of the WPACG shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the WPACG is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

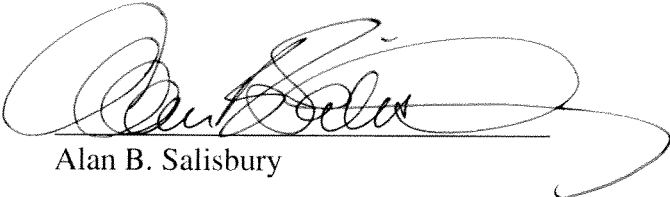
15. **Amendment.** The WPAGC reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate the WPACG with any other nonprofit Corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the WPACG is formed, and all rights herein conferred or granted shall be subject to this reservation.

16. **Incorporator(s).** The name and address, including street and number, of each incorporator is:

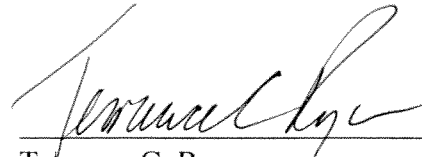
- Alan B. Salisbury      7249 Addington Drive, McLean, VA, 22101
- Terrance C. Ryan      40171 Braddock Road, Aldie, VA, 20105
- James E. Ferguson      847 Macalister Drive, Leesburg, VA, 20175
- Morris R. Faber      7664 Southern Oak Drive, Springfield, VA, 22153
- John A. Bornmann      1903 Sword Lane, Alexandria, VA, 22308

IN WITNESS WHEREOF, we have hereunto subscribed our names on the dates each of us has written next to his signature below.

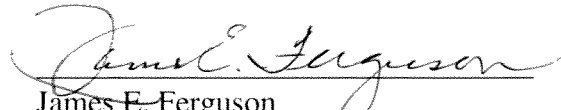
Dated: 10/19/09

  
Alan B. Salisbury


Dated: 10/19/09

  
Terrance C. Ryan


Dated: 10/19/09

  
James E. Ferguson

Dated: 10/19/09

  
Morris R. Faber

Dated: 10/19/09

  
John A. Bornmann