

SAMPLE

**ARTICLES OF INCORPORATION
OF
WOMEN IN AVIATION, _____ CHAPTER, [INC.]**

Executed by the undersigned for the purpose of forming a non-stock, not-for-profit corporation under _____ of the _____ Statutes *[adjust to include appropriate statutory reference under state law]*.

**ARTICLE I
Name**

The name of the corporation shall be Women in Aviation, _____ Chapter, *[Inc.]* (the "Corporation").

**ARTICLE II
Purposes**

The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter, the "Code").

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct, carry on or engage in any activities not permitted to be conducted, carried on or engaged in by (a) an organization exempt from federal income taxation under Code Section 501(c)(3), or by (b) an organization contributions to which are deductible under Code Section 170(c).

Consistent with such limitations, the purposes of Chapter shall be to function as a chapter of Women in Aviation International, West Alexandria, Ohio. In that regard, the Corporation shall:

- a. Foster, promote and engage in aviation education, particularly as it relates to women in aviation.
- b. Cultivate, foster and promote interest and understanding among the public in the accomplishments and contributions of women to the aviation industry.
- c. Promote, encourage and facilitate membership in Women in Aviation, International and this Chapter.
- d. Support and promote the mission, vision, goals and objectives of Women in Aviation, International.

**ARTICLE III
Powers**

The Corporation shall have all powers conferred upon non-stock, non-profit corporations organized under _____ of the _____ Statutes, but shall exercise such powers only in fulfillment of its above-stated purposes.

In the conduct of its activities and the fulfillment of the purposes set forth above, the Corporation shall be subject to the following limitations:

(1) The Corporation shall not participate 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.

(2) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; provided, however, that this provision shall not apply to the extent the Corporation has made an election pursuant to and remains in compliance with the provisions of Code Section 501(h).

(3) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, officer or director of the Corporation or any private individual, within the meaning of Code Section 501(c)(3).

(4) At any time that the Corporation is or becomes a private foundation as described in Code Section 509(a), the Corporation:

- a. 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 in Code Section 4942;
- b. Shall not engage in any act of self-dealing as defined in Code Section 4941(d);
- c. Shall not retain any excess business holdings as defined in Code Section 4943(c);
- d. Shall not make any investments in a manner as to subject the Corporation to tax under Code Section 4944; and
- e. Shall not make any taxable expenditures as defined in Code Section 4945(d).

**ARTICLE IV
Members**

The Corporation shall have members, the rights and authority of which shall be as set forth in the Bylaws.

**ARTICLE V
Bylaws**

The Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation.

**ARTICLE VI
Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number of directors constituting the Board of Directors of the Corporation shall be fixed in the Bylaws, but shall not be less than _____ ***(the number according to your state's requirements)***. The qualifications of directors, their powers and duties, tenure, manner of election, and all other matters pertaining to the directors shall be provided in the Bylaws. The names and addresses of the initial directors of the Corporation are:

**ARTICLE VII
Dissolution**

In the event that the Corporation shall be liquidated and dissolved, all of its assets remaining after payment and discharge of its duties, obligations and liabilities shall be distributed, in such proportion as the Board of Directors shall determine, to any organization or organizations, including trusts, organized and operated exclusively for charitable, scientific and educational purposes, provided that no portion of the assets shall be distributed to any organization that is not described in Code Section 501(c)(3). Any such assets not so disposed of shall be disposed of by the Circuit Court of the County in which the principal office of the Corporation is then located, exclusively for the purposes described in Code Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

**ARTICLE VIII
Amendment**

These Articles of Incorporation may be amended from time to time upon the affirmative vote of a majority of Directors then in office. ***[Note: check with your state to determine whether Articles must be amended by Directors or member votes.]***

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**ARTICLE IX
Registered Agent**

The name and address of the initial registered agent of the Corporation are

_____.

**ARTICLE X
Principal Office**

The mailing address of the principal office of the Corporation is

_____.

**ARTICLE XI
Incorporator**

The name and address of the incorporator are _____.

IN WITNESS WHEREOF, I have hereunto set my hand at _____ this ____ day of _____, _____.

_____, Incorporator

STATE OF _____)

) ss.

COUNTY OF _____)

Personally came before me this _____ day of _____, _____, the aforementioned to me known to be the person who executed the foregoing instrument and acknowledged the same.

Notary Public, State of _____.

My commission expires: _____

This document was drafted by, and after recording should be returned to,

_____.