

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



THIS IS TO CERTIFY that the pages attached hereto constitute a full, true and complete copy of:


CERTIFICATE AND ARTICLES OF INCORPORATION OF NATIONAL
ASSOCIATION OF VETERANS' RESEARCH AND EDUCATION CORPORATIONS
AS RECEIVED AND FILED MAY 19, 1992.

as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 19TH day of MAY, 1992.

Barbara E. Brown
Acting Director

James E. Kerr
Administrator
Business Regulation Administration


VANDY L. JAMISON, JR.
Assistant Superintendent of Corporations
Corporations Division

Government of the District of Columbia
Sharon Pratt Kelly, Mayor

FILED

MAY 19 1992

BY: *W.*

ARTICLES OF INCORPORATION

OF THE

NATIONAL ASSOCIATION OF VETERANS' RESEARCH AND EDUCATION CORPORATIONS

(A Corporation of the District of Columbia)

The undersigned, all being adult persons at least twenty-one years of age, do hereby associate ourselves as incorporators with the intention of forming a non-profit corporation and adopt the following Articles of Incorporation under and by virtue of the provisions of Title 29, Chapter 5, of the District of Columbia Code (The District of Columbia Nonprofit Corporation Act), as amended, and do hereby certify as follows:

FIRST: The name of the corporation shall be NATIONAL ASSOCIATION OF VETERANS' RESEARCH AND EDUCATION CORPORATIONS

SECOND: The existence of the corporation shall be perpetual.

THIRD: (a) The corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder (the "Code"). Such purposes include, without limitation: (i) promoting public awareness and educating the general public, veterans' groups, health professionals and other interested persons and organizations about the nature and value of biomedical research and educational activities at the United States Department of Veterans Affairs Medical Center (the "Department") and other facilities; (ii) establishing and promulgating standards and practices for biomedical research and education by nonprofit, Section 501(c) organizations established at individual facilities of the Department; (iii) providing education, training and assistance to members, to facilities of the Department that seek to establish research or educational nonprofit, Section 501(c) organizations, and to other interested persons and organizations, for the purpose of advancing biomedical research and education at the Department; (iv) making charitable grants to Section 501(c)(3) organizations, and (v) acquiring and expending resources needed to carry out these exempt purposes and functions.

(b) The corporation shall have all the rights and powers conferred upon nonprofit organizations organized under the laws of the District of Columbia (including, without limitation, maintaining and dealing with real and personal property in any manner whatsoever), consistent with the foregoing purposes and objects. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity, that will or might

prevent it at any time from qualifying as an organization described in Sections 501(c)(3) and 170(c)(2) of the Code, contributions to which are deductible under Section 170(a) of the Code. No part of the net earnings or assets of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any other private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered consistent with its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not directly or indirectly participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

FOURTH: The corporation is to have members, which shall be either (1) a non-profit corporation established to support and carry out research and/or educational activities at facilities of the United States Department of Veterans Affairs, or (2) a private individual or representative of some other organization interested in the purposes of the corporation.

FIFTH: The corporation shall have two classes of members, as described above. All members shall have the same qualifications and rights, except that the right to vote for the board of directors shall be vested only in the non-profit research corporations described above.

SIXTH: The election of directors shall be provided in the by-laws.

SEVENTH: The internal affairs of the corporation shall be provided for in the by-laws. Upon dissolution or final liquidation of the Corporation, all assets remaining after application and distributions of assets as required by applicable provisions of the District of Columbia Nonprofit Corporations Act, shall be distributed exclusively for the purposes of the Corporation among one or more organizations exempt from Federal income taxation under Section 501(c)(3) of the Code.

EIGHTH: The address, including street and number, of its initial registered office and principal place of business is Department of Veterans Affairs Medical Center, 50 Irving St. N.W., Washington, D.C. 20422, and the name of its initial registered agent is Dr. James D. Finkelstein.

NINTH: The number of Directors constituting the initial Board of Directors is eight and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Clyde H. Corsaro	Director, VA Medical Center 800 Irving Avenue Syracuse, NY 13210
Dallas G. Cross	AA/R&D, VA Medical Center 1660 So. Columbian Way Seattle, WA 98108
Jeanette Evans-Hamilton	AA/R&D, VA Medical Center 4801 Linwood Blvd. Kansas City, MO 64128
Ronald Flink	AA/R&D, VA Medical Center Hines, IL 60141
Dr. Richard F. Levine	ACOS/R&D, VA Medical Center 50 Irving Street N.W. Washington, D.C. 20422
George McAdams	AA/R&D, VA Medical Center 4150 Clement St. San Francisco, CA 94121
Nancy Parks	AA/R&D, VA Medical Center 1 Freedom Way Augusta, GA 30910
Shirley Shetula	Exec. Dir., Veterans Medical Research Foundation 3550 La Jolla Village Avenue San Diego, CA 92161

TENTH: The name and address, including street and number, of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dr. Richard F. Levine	ACOS/R&D, DVA Medical Center 50 Irving Street, NW Washington, Dc 20422
Lon S. Babby	839-17th Street, NW Washington, DC 20006
Lon E. Musslewhite	839-17th Street, NW Washington, DC 20006

IN WITNESS WHEREOF, the incorporators have each signed these Articles of Incorporation and each acknowledge the same to be his act.

Richard F. Levine, M.D.

Richard F. Levine, M.D.

Lon S. Babby

Lon S. Babby

Lon E. Musslewhite

Lon E. Musslewhite

CITY OF WASHINGTON)
DISTRICT OF COLUMBIA)

ss:

The foregoing instrument has been duly subscribed and sworn to me by Dr. Richard F. Levine, Lon S Babby, and Lon E. Musslewhite, incorporators, this *19th* day of *March*, 1992.

Notary Public

Angeline M. Johnson

My Commission Expires

ANGELINE M. JOHNSON

My Commission Expires

June 14, 1994

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF NATIONAL ASSOCIATION OF VETERANS'
RESEARCH AND EDUCATION CORPORATIONS

To: The Department of Consumer and Regulatory Affairs
District of Columbia

Pursuant to the provisions of the District of Columbia
Non-profit Corporation Act, the undersigned adopts the following
Articles of Amendment to its Articles of Incorporation:

First: The name of the Corporation is National
Association of Veterans' Research and
Education Corporations.

Second: The following amendment of the Articles of
Incorporation was adopted by the Corporation
in the manner prescribed by the District of
Columbia Non-profit Corporation Act. The
name of the corporation is changed to
"National Association of Veterans' Research
and Education Foundations."

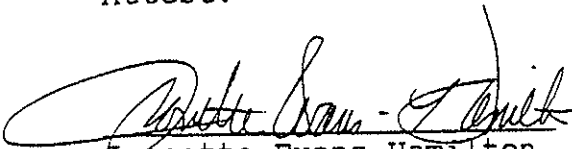
Third: The amendment was adopted by a consent in
writing signed by all of the directors of the
Corporation, there being no members of the
Corporation.

Date: July 21, 1992

NATIONAL ASSOCIATION OF VETERANS'
RESEARCH AND EDUCATION CORPORATIONS

By: 
RONALD FLINK, Chairman

Attest:


Jeanette Evans-Hamilton,
Secretary

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