

**CERTIFICATE OF FORMATION
Nonprofit Corporation**

FILED
In the Office of the
Secretary of State of Texas

OCT 23 2006

OF

HMM-265 VETERANS ASSOCIATION, INC.

Corporations Section

The undersigned natural person who is of legal age, acting as Organizer of a nonprofit corporation under the Texas Business Organization Code, does hereby adopt the following Articles of Incorporation for such Corporation.

Article One

The name of the Corporation is HMM-265 Veterans Association, Inc.

Article Two

The Corporation is a Nonprofit Corporation.

Article Three

The period of its duration is perpetual.

Article Four

The initial registered agent is an individual resident of the State of Texas whose name, business address and the registered office address is as follows:

Richard Upshaw
806 Eagle Pass
Heath, Texas 75032

Article Five

The management of the affairs of the Corporation is vested in the board of directors. The minimum number of directors shall be three. The names and addresses of the persons who are to serve as directors until their successor(s) are duly elected and qualified are as follows:

Richard Upshaw
806 Eagle Pass
Heath, Texas 75032

Ralph S. Nelson
105 Esplanade Court, Suite A
Bossier City, Louisiana 71111

Timothy Bastyr
164 Brandon Lane
Newnan, Georgia 30265

Article Six

The nonprofit Corporation will have no members.

Article Seven

The nonprofit Corporation is formed for any lawful purpose or purposes not expressly prohibited under chapters 2 or 22 of the Texas Business Organizations Code, including any purpose described by section 2.002 of the Code. In further expression of the Corporation's purposes, but not in limitation thereof, the Corporation shall:

- (a) conduct a periodic reunion of Marines and other service members who at any time served in USMC Squadron HMM-265 (hereinafter referred to as "HMM-265");
- (b) maintain a roster of Marines and other service members who at any time served in HMM-265, including active and deceased members;
- (c) honor the memory of all persons who served in HMM-265 and made the ultimate sacrifice while in the service of the United States of America, and the memory of all such persons who have since died;
- (d) encourage and support the preservation of the history of HMM-265; and
- (e) maintain a liaison with other veteran's associations.

Article Eight

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered (but not to directors or officers) and to make payments and distributions in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political

campaign on behalf of or in opposition to any candidate for public office.

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

Article Nine


Upon dissolution of the Corporation, assets 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 for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in Dallas County, Texas exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

The name and address of the organizers is:

Ralph S. Nelson
105 Esplanade Court, Suite A
Bossier City, Louisiana 71111

This document becomes effective when filed by the Secretary of State for the State of Texas.

The undersigned signs this document as **organizer** this 18th day of October, 2006.



Ralph S. Nelson