



NORTH CAROLINA

Department of The Secretary of State

To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

ARTICLES OF RESTATEMENT
OF
SPECIAL FORCES ASSOCIATION

the original of which was filed in this office on the 16th day of December, 2008.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 16th day of December, 2008

Elaine F. Marshall

Secretary of State

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Elaine F. Marshall
North Carolina Secretary of State
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AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
SPECIAL FORCES ASSOCIATION

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of amending and restating its Articles of Incorporation, which consolidates into one document its original Articles of Incorporation and all amendments thereto and which amends its Articles of Incorporation:

1. The name of the corporation is Special Forces Association.
2. The text of the Amended and Restated Articles of Incorporation is attached hereto as Exhibit A.
3. These Amended and Restated Articles of Incorporation contain amendments that require approval by members, which approval was duly obtained on the 10th day of November 2008, as required by Chapter 55A of the North Carolina General Statutes.
4. These Amended and Restated Articles of Incorporation will be effective upon filing.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment and Restatement to be signed by its authorizing agent on this 4th day of December 2008.

SPECIAL FORCES ASSOCIATION

By: Melvin H. Smith
Name: Melvin H. Smith
Title: Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SPECIAL FORCES ASSOCIATION
(A NON-PROFIT CORPORATION)**

In compliance with the requirements of Chapter 55A of the North Carolina General Statutes, the undersigned, a natural person of full age, has this day executed these Amended and Restated Articles of Incorporation and hereby certifies:

**ARTICLE I
NAME**

The name of the corporation is SPECIAL FORCES ASSOCIATION, hereinafter sometimes called the "Association."

**ARTICLE II
DURATION**

The period of duration of the Association is perpetual.

**ARTICLE III
REGISTERED AGENT AND PRINCIPAL OFFICE**

A. The initial registered office of the Association shall be at 4990 Doc Bennett Road, Fayetteville, North Carolina 28306, in Cumberland County, or at such other location as designated by the Board of Officers. The name of the initial registered agent of the Association shall be Melvin H Smith.

B. The initial principal office of the Association shall be at 4990 Doc Bennett Road, Fayetteville, North Carolina 28306, in Cumberland County, or at such other location as designated by the Board of Officers.

**ARTICLE IV
PURPOSES AND POWERS**

A. The Association does not contemplate pecuniary gain or profit to the members thereof and no part of the Association's net income shall inure to the benefit of any of its officers, directors or members or any other private individual. The purposes and objects of the Association shall be to serve as a Veteran Service Organization.

B. The powers and privileges for which the Association is organized are as follows:

A. To educate members and the public regarding the history, present contributions and future development of US Army Special Forces (consistent with US security regulations).

B. To assist in keeping Special Forces units adequately manned and equipped for the defense of the United States and the Free World by supporting the establishment of Special Forces Branch as the premiere combat force within the US Army.

C. To unite fraternally all persons who are now or have been assigned to the United States Army Special Forces.

D. To perpetuate the Special Forces traditions.

E. To commemorate fittingly the memory of the Special Forces troops who have given or shall give their lives in defense of and in service of the United States.

F. To forward and promote the general welfare and prosperity of the members and to improve by all lawful means their status and conditions.

G. To be a source of inspiration and esprit de corps for all Special Forces Units.

H. To do all things necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers earlier set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid objects or purposes or purposes of any part or parts thereof, provided the same are not inconsistent with the laws under which this Association is organized.

ARTICLE V MEMBERSHIP

The Association shall have members. Classes, voting rights and privileges of each class of membership and the manner of exercising voting rights for each class of membership shall be as set forth in the Association's Constitution.

ARTICLE VI BOARD OF OFFICERS

The powers of the Association shall be exercised by a Board of Officers. The number, method of election, qualifications, term of office, powers, authority, and duties of the Board of Officers, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles shall be as specified in the Constitution.

ARTICLE VII DISSOLUTION

The Association may be dissolved by vote of a majority of the voting members. Upon notification of dissolution of the Association by the voting membership or other persons with power to require such dissolution, proper distribution of funds and property will be made in accordance with the applicable laws of the State of North Carolina after all outstanding bills and debts have been liquidated.

**ARTICLE VIII
AMENDMENT**

These Amended and Restated Articles of Incorporation may be amended by a resolution duly adopted by the Board of Directors and the approval of Members representing at least 2/3 of the Membership voting, with all classes of Members voting together as a class.