

Form 202

Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

**Certificate of Formation
Nonprofit Corporation**

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Article 1 - Corporate Name

The filing entity formed is a nonprofit corporation. The name of the entity is :

The WINGTIP-TO-WINGTIP ASSOCIATION

The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.

Article 2 – Registered Agent and Registered Office

☐ A. The initial registered agent is an organization (cannot be corporation named above) by the name of:

OR

☒ B. The initial registered agent is an individual resident of the state whose name is set forth below:

Name:

Katherine Landdeck

C. The business address of the registered agent and the registered office address is:

Street Address:

1505 Greenspoint Circle Denton TX 76205

Article 3 - Management (Complete items A or B)

☐ A. Management of the affairs of the corporation is to be vested solely in the members of the corporation.

OR

☒ B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below.

Director 1: **Albert Zelius LEWIS Jr**

Title: **Director**

Address: **1915 Eye St NW Ste 500 Washington DC, USA 20006-2118**

Director 2: **Katherine LANDDECK**

Title: **Director**

Address: **1505 Greenspoint Circle Denton TX, USA 76205**

Director 3: **Nell S BRIGHT**

Title: **Director**

Address: **2055 Maxwellhouse Drive Sedona AZ, USA 86336**

**Article 4 - Organization Structure
(You must select either A or B below)**

☒ A. The corporation will have members.

☐ B. The corporation will not have members.

Article 5 - Purpose

The corporation is organized for the following purpose or purposes:

This corporation is organized as a national not-for-profit association for the purpose of preserving the heritage of the Women Airforce Service Pilots (hereinafter "WASP") of World War II, and to that end, assisting all living members of the WASP, their families and caretakers, with meetings among themselves and others, and promoting the accurate remembrance of their ground-breaking efforts on behalf of their country and the spirit of transformation which those efforts represent.

Supplemental Provisions / Information

ARTICLE SIX - ELECTRONIC COMMUNICATIONS

Participation in all Association activities including notices, meetings, votes, or consultations may be by telephone, electronic or any other effective means.

ARTICLE SEVEN - Board of Directors

The business of the Association shall be managed the Board of Directors, (hereinafter "Board") a group of no less than three, and no more than fifteen members of the Association.

Membership on the Board shall be by joint appointment of the President and Vice President, and shall be of indefinite duration, provided that any member may resign upon proper notice to the remaining members of the Board, or be removed by an affirmative vote of the Board or the membership, provided further that no member of the Board shall receive any salary or other payment for participation in the business or management of the Association, other than for actual out-of-pocket expenses upon approval of the Board or its delegatee. The Board may appoint other officers, committees, agents or responsible individuals to conduct business in its name.

The Board shall be responsible for the enactment of Bylaws which shall govern the rules by which the Association shall conduct its business, and which shall be available to all members of the Association.

ARTICLE EIGHT - Officers

The day to day operations of the Association shall be managed by a President, Vice-President, Secretary and Treasurer in accordance with the bylaws, provided that no one person shall be both President and Secretary, nor President and Vice-President.

ARTICLE NINE - Membership in the Association

The initial membership in the Association shall consist of the present members of the informal voluntary group known as the Kowmittee, as presented to and accepted by the Board of the WASP WWII, Inc. in October 2007.

Any prospective additional member must provide written consent to these Articles and be a member of one of the following three eligible groups:

(Class 1) any WASP and WASP Trainee as listed on the military records of the United States of America, eligible by right;

(Class 2) any family member of Class 1 above related by blood, law, or adoption, eligible by right; or

(Class 3) any other individual, eligible by nomination of two or more members of the Association, and accepted as a member by the Board of Directors.

Acceptance shall constitute permanent membership eligibility of said individual excepting formal removal as specified below.

All members, by right and by nomination, shall have equal rights to participate and to continue in the Association, except that no dues or obligation may be required for active membership of any WASP or WASP Trainee (Class 1).

Any member may be removed by affirmative vote of the Board of Directors should

said membership be felt detrimental or contrary to the interests and purposes of the Association, and any member may resign from membership in the Association at any time provided proper notice is provided to the Board of Directors.

ARTICLE TEN - Duration

The Wingtip-To-Wingtip Association shall continue indefinitely unless terminated by its membership, or should membership shall fall below three members, at which point all remaining assets shall be transferred to an organization, qualified as a Non-Profit under IRS provision 501(c)(3), most closely serving the purposes of the Association.

[The attached addendum, if any, is incorporated herein by reference.]

Effectiveness of Filing

- ☐ A. This document becomes effective when the document is filed by the secretary of state.
- OR
- ☒ B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of its signing. The delayed effective date is: **April 2, 2008**

Organizer

The name and address of the organizer are set forth below.
Albert Z Lewis, Jr. **1915 Eye St NW Ste 500, Washington DC 20006**

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.
Albert Z. Lewis, Jr.
Signature of organizer.