

ARTICLES OF INCORPORATION
AND POST CONSTITUTION
SAXTON-WILLIS POST NO. 64

THE AMERICAN LEGION, DEPARTMENT OF ARKANSAS

PREAMBLE

For God and Country, we associate ourselves together for the following purposes: To uphold and defend the Constitution of the United States of America; to maintain law and order; to foster and perpetuate a one hundred per cent Americanism; to preserve the memories and incidents of our associations in the Great Wars; to inculcate a sense of individual obligation of the community, state and nation; to combat the autocracy of both the classes and the masses; to make right the master of might; to promote peace and good will on earth; to safeguard and transmit to posterity the principles of justice, freedom and democracy; to consecrate and sanctify our comradeship by our devotion to mutual helpfulness.

ARTICLE I

Section 1. The name of this organization shall be SAXTON-WILLIS POST NO. 64, THE AMERICAN LEGION, DEPARTMENT OF ARKANSAS.

ARTICLE II

Section 1. The objects and purposes of this post shall be to promote the principles and policies as set forth in the foregoing preamble, and the national and departmental Constitutions of The American Legion.

ARTICLE III

Section 1. This post is a civilian organization and membership therein does not affect or increase liability for military or police service.

Section 2. This organization shall be absolutely non-political and shall not be used for the dissemination of partisan principles nor for the promotion of the candidacy of any person seeking public office or preferment.

Section 3. Rank does not exist in The American Legion; no member shall be addressed by his military or naval title in any meeting of this post.

Section 4. The time and duration of this Corporation shall be perpetual.

Section 5. The initial Board of Directors to serve at the pleasure of the Executive Committee shall be Leon Reed, P. O. Box 368, Heber Springs, Ar 72543; Merlin Hopper, P. O. Box 388, Heber Springs, Ar 72543; and Charles Beam, 402 Case Street, Heber Springs, Ar 72543.

ARTICLE IV

Section 1. Eligibility to membership in this post shall be as prescribed by the national Constitution of The American Legion.

Section 2. Application for membership shall be made under such regulations as may from time to time be prescribed by the post Executive Committee.

Section 3. All applications for membership shall be acted upon at the next post meeting following the making of such application, and shall at such meeting, be accepted, rejected or referred for further investigation and consideration. If three or more members cast their vote against the acceptance of said application, then such application shall be recorded as rejected. A rejected application shall not again be considered until after the expiration of six months from the date of such rejection.

Section 4. Any member of this post may be expelled for cause by a two-thirds vote of the Executive Committee after charges are preferred under oath in writing, and a fair trial had upon the same.

Section 5. A member who has been expelled or suspended from this post for any cause may be reinstated to membership by a two-thirds vote of the membership present in post meeting, and the payment of current dues for the year in which the reinstatement occurs.

Section 6. No person who has been expelled by a post shall be admitted to membership in this post, without the consent of the expelling post, except that where such consent has been asked for and denied by such post, he may then appeal to the state Executive Committee of the department of the expelling post for permission to apply for membership in this post, and shall be ineligible for membership until such permission is granted.

ARTICLE V

Section 1. The administrative affairs of this post of The American Legion shall, except as may be otherwise provided by the By-Laws, be under the supervision of an Executive Committee which shall consist of three members in addition to the officers of the post. The term of office of members of the Executive Committee shall be for one year. This post, by its By-Laws, may provide for such other standing committees as the business of the organization may require.

Section 2. The officers of this post shall be a commander, a vice commander, an adjutant, a finance officer, a post historian, a post chaplain, post service officer and a sergeant-at-arms, and such other officers as may be deemed necessary by this organization, who shall be nominated from the floor at the meeting preceding the annual election.

Section 3. All officers and executive committeemen shall be elected annually and they shall hold office until their successors are duly installed or as otherwise provided. Any officer or executive committeeman may be removed for inefficiency by the Executive Committee, a two-thirds vote of said committee being necessary to effect such removal.

Section 4. Every member of this post in good standing shall be eligible to hold office in this post.

Section 5. The duties of officers and the executive committeemen shall be those usually appertaining to such officers or committeemen and as further provided in the By-Laws.

ARTICLE VI

Section 1. The revenue of this post shall be derived from membership or initiation fees, from annual membership dues and from such other sources as may be approved by the post Executive Committee.

Section 2. The amount of such membership or initiation fees and the amount of such annual post dues shall be fixed and determined by this post.

Section 3. The post shall pay to departmental headquarters the national and departmental annual membership dues for every member of the post.

ARTICLE VII

Section 1. Members who joined this post prior to November 11, 1919 (or members who joined this post prior to the issuance of charter) shall be known as charter members.

ARTICLE VIII

Section 1. This post recognizes an auxiliary organization to be known as the Auxiliary Unit of Saxton-Willis Post No. 64, The American Legion.

Section 2. Membership in the Auxiliary shall be prescribed by the national Constitution of the American Legion Auxiliary.

ARTICLE IX

Section 1. This Constitution is adopted subject to the provisions of the national Constitution of The American Legion and of the department Constitution of the Department of Arkansas, The American Legion. Any amendment to said national Constitution or department Constitution which is in conflict with any provisions hereof shall be regarded as automatically repealing or modifying the provisions of this Constitution to the extent of such conflict.

Section 2. This Constitution may be amended at any regular post meeting by vote of two-thirds of the members of said post attending such regular meeting, providing that the proposed amendment shall have been submitted in writing and read at the next preceding regular meeting of said post, and providing, further, that written notice shall have been given to all members at least ten days in advance of the date when such amendment is to be voted upon, notifying said members that at such meeting a proposal to amend the Constitution is to be voted upon.

ARTICLE X

Section 1. The name and address of the initial registered agent is: Leon Reed, 407 W. Searcy, Heber Springs, Arkansas 72543.

ARTICLE XI

Section 1. The name and address of the incorporator is: Charles Beam, 402 Case Street, Heber Springs, Arkansas 72543.

ARTICLE XII

Section 1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that it shall be able to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. 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 publishing or distribution of statements), any political campaign on behalf of 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 (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or, (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

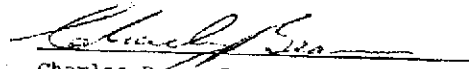
ARTICLE XIII

Section 1. Upon the dissolution of the corporation, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of this corporation in such

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manner, or to such organization or organizations organized and operated exclusively for charitable, education, religious, or scientific purposes as shall, at the time, qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets, not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, I have hereunto subscribed my name this
13 day of OCTOBER, 1981.


Charles Beam, Incorporator

IN THE CIRCUIT COURT OF CLEBURNE COUNTY, ARKANSAS

IN THE MATTER OF THE INCORPORATION OF
SAXTON-WILLIS POST NO. 64, THE AMERICAN LEGION,
DEPARTMENT OF ARKANSAS

NO. FILED

JUL 14 1981

PETITION

PAUL RIVIERE

Comes Charles Beam, for and on behalf of himself and ^{and other members of the} members of the Saxton-Willis Post No. 64, The American Legion, submits to the Court, Articles of Incorporation, and for his Petition, states:

1. That petitioner, whose name is subscribed to the Articles of Incorporation of Saxton-Willis Post No. 64, The American Legion, which are attached hereto and made a part hereof as though set out herein word for word, pursuant to the provisions of Arkansas Statute 64-1901, as amended, is acting on behalf of himself and numerous other members of the Saxton-Willis Post No. 64, The American Legion, which have associated themselves together for the purpose of forming an Arkansas non-profit corporation for the purposes set out in the Articles of Incorporation and Arkansas Statute 64-1901, and are desirous of becoming incorporated under the provisions of said statute; that said Articles of Incorporation conform to law; that the incorporation thereof is for a lawful purpose, and is in the best interest of the public.

WHEREFORE, petitioner prays that this Court make and enter an order finding that the Articles of Incorporation conform to the law; that the incorporation thereof is for a lawful purpose, and is in the best interest of the public; declare that a body politic incorporate with all the privileges, powers and immunities, and subject to all of the liabilities contained in and set forth in said statutes; and for such other and further relief to which he may be entitled.

Charles Beam
Charles Beam, Petitioner

STATE OF ARKANSAS)
) ss.
COUNTY OF CLEBURNE)

Subscribed and sworn to before me on this 13 day of Oct., 1981.

Leon Reed
Notary Public

My commission expires: Oct. 1, 1984

IN THE CIRCUIT COURT OF CLEBURNE COUNTY, ARKANSAS

IN THE MATTER OF THE INCORPORATION OF
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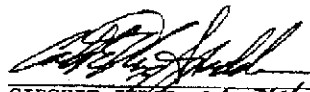
NO. _____

ORDER


Now on this 14 day of OCTOBER, 1981, there is presented the Petition of Charles Beam, incorporator of the Saxton-Willis Post No. 64, The American Legion, Department of Arkansas, asking that the Saxton-Willis Post No. 64, The American Legion be declared a corporation under the provisions of Act 176 of 1963 of the General Assembly of the State of Arkansas (Arkansas Statutes, annotated, Section 64, 1901 through 64-1921), and that the Court issue an order approving the incorporation of Saxton-Willis Post No. 64, The American Legion. The Articles of Incorporation of this corporation are filed along with this Petition, and on the basis of the Petition and the Articles of Incorporation, the Court finds:

1. The Articles of Incorporation conform to law.
2. The incorporation of Saxton-Willis Post No. 64, The American Legion is in the best interest of the public.
3. The incorporation of Saxton-Willis Post No. 64, The American Legion is for a lawful purpose.

IT IS THEREFORE, CONSIDERED, ORDERED AND ADJUDGED that the incorporation of the Saxton-Willis Post No. 64, The American Legion, as a non-profit corporation is hereby approved and granted, and the Saxton-Willis Post No. 64, The American Legion is declared a body corporate under the provisions of Act 176 of 1963 of the Arkansas General Assembly.


CIRCUIT JUDGE at Exchange

APPROVED AS TO FORM:


Leon Reed, Attorney