

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

of

DAYTON AMATEUR RADIO ASSOCIATION, INC.

An Ohio Non-Profit Corporation

ARTICLE I. NAME

The name of this organization shall be the DAYTON AMATEUR RADIO ASSOCIATION, INC., hereinafter referred to as "DARA."

ARTICLE II. PURPOSES

The purpose or purposes for which DARA is being formed and organized is exclusively for charitable, educational and/or scientific purposes within the meaning of section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue law), including the following such purposes:

- A. To promote interest and proficiency in the operational and experimental fields of Amateur Radio;
- B. To organize and train individuals capable of providing communications during emergencies;
- C. To encourage experimental activities in Electronics where skills and experience gained in Amateur Radio will be applicable and will further the application of Electronics to the benefit of mankind; and
- D. To engage in any lawful act or activities for which nonprofit corporations may be formed under Section 1701.01 et seq. of the Ohio Revised Code.

ARTICLE III. MEMBERSHIP

Section I. Any person interested in Amateur Radio may become a member upon payment of dues, however, the privilege of voting and the holding of an office shall be limited to members possessing an unexpired Amateur Radio operator's license issued by the governing authority of the United States, and other requirements as identified in the DARA Code of Regulations.

ARTICLE IV. DISTRIBUTION OF EARNINGS AND LIMITATIONS UPON ACTIVITIES

No part of the net earnings of DARA shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that DARA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II above. No substantial part of the activities of DARA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and DARA shall not participate in, or intervene in (including the publication and distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, DARA 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 1986 (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 1986 (or the corresponding provision of any future United states Internal Revenue law).

ARTICLE V. DISSOLUTION

Upon the dissolution of DARA, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of DARA, dispose of all of the assets of DARA in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, 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 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any of 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.

ARTICLE VI. AMENDMENT

Section 1. An amendment to these Articles of Incorporation may be approved only at a regular meeting of DARA by vote of two-thirds (2/3) of the members present and voting.

Section 2. A proposed amendment to the Articles of Incorporation must be presented in writing at a regular meeting of DARA. A proposed amendment shall be read at the meeting previous to the meeting at which a vote thereon shall be taken.

Such proposed amendment shall be published in DARA's bulletin or otherwise shall be made available to the DARA membership in printed form prior to the vote thereon being taken. The Board of Trustees shall determine the method of distribution of the proposed amendment in printed form.

Section 3. An Amendment to the Articles of Incorporation may be initiated by a majority of the Board of Trustees or by a written proposal presented to the Board and signed by at least twenty (20) members of DARA. In the latter case, the Board of Trustees shall consider the proposed amendment and present it to the DARA membership in accordance with Section 2 of this Article along with the recommendation of the Board of Trustees.