

## NBAA ARTICLES OF INCORPORATION

*Pursuant to the District of Columbia Non-Profit Corporation Act  
(Certificate approved on August 18, 1988, and amended June 26, 1997)*

### Article I

The name of the corporation is the National Business Aviation Association, Inc. (hereinafter called the "Corporation").

### Article II

The period of duration of the Corporation is perpetual.

### Article III

The Corporation is organized for the purpose of promoting such common interests of its Members as may qualify it as exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent Federal tax laws); and within such limits to promote the aviation interests of corporations, in the United States and its possessions, operating aircraft as an aid to the conduct of their businesses; to foster among them the highest degree of operational efficiency and safety; to bring Members into closer personal and friendly relations with each other; to interchange ideas on operational matters; to advance and maintain an enlightened understanding on the part of governmental and airport authorities of its problems; to take such steps as are proper and necessary in order to promote better relations and secure proper advantages from regulatory and other agencies, and by these means to attain wider recognition of the fact that the aviation activities of its Members are of primary importance to the domestic economy of the nation; to take all other appropriate action in furtherance of such purposes; and consistent with the above, to exercise all powers available to corporations organized pursuant to the District of Columbia Non-Profit Corporation Act.

### Article IV

The Corporation shall have three classes of Members (individuals and organizations) who shall have such rights (including voting rights), powers, and obligations as are set forth in the Bylaws.

### Article V

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors (not less than three) and the manner of choosing Directors shall be set forth in the Bylaws.

## Article VI

Except as otherwise provided by law or these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

## Article VII

At all times and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Corporation, voluntary or involuntary or by the operation of law, or upon amendment of the Articles of the Corporation:

- a. The Corporation shall not engage in any activity that is unlawful under the laws of the United States, the District of Columbia, or any jurisdiction where such activities are carried on.
- b. The Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(6) of the Code (or the corresponding provision of any subsequent Federal tax laws).
- c. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporators, Directors, Officers, or other persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in ARTICLE III hereof.
- d. The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c) (6).
- e. Neither the whole, nor any part or portion, of the assets or net earnings of the Corporation shall be used, nor shall the Corporation ever be operated, for objects or purposes other than those set forth in ARTICLE III hereof.
- f. Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the corporation and which are then qualified for exemption from Federal income taxes as organizations described in Sections 501(c)(3) or (c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent Federal tax laws)

## Article VIII

The private property of the Officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

## Article IX

The address, including street and number, of the Corporation's initial registered office in the District of Columbia is 1200 Eighteenth Street NW, Washington, DC 20036. ...

## Article X

The number of Directors constituting the initial Board of Directors is 15. ...