

FILING RECEIPT

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ENTITY NAME: CORPORAL JASON L. DUNHAM MEMORIAL SCHOLARSHIP FOUNDATION,
INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: B COUNTY: NEWY

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FILED: 07/27/2007 DURATION: PERPETUAL CASH#: 070727000930 FILM #: 070727000856

FILER:

EXIST DATE

PEPPER HAMILTON LLP
600 14TH STREET NW

07/27/2007

WASHINGTON, DC 20005-2004

ADDRESS FOR PROCESS:

THE CORPORATION
187 PINEHURST AVENUE
NEW YORK, NY 10033

SUITE 1-B

REGISTERED AGENT:

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SERVICE COMPANY: CT CORPORATION SYSTEM - 07

SERVICE CODE: 07

FEES 135.00

FILING 75.00
TAX 0.00
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DOS-1025 (04/2007)

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and the official seal of the
Department of State, at the City of Albany, on
July 30, 2007.

Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

CT-07

**CERTIFICATE OF INCORPORATION
OF
CORPORAL JASON L. DUNHAM MEMORIAL
SCHOLARSHIP FOUNDATION, INC.**

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is the Corporal Jason L. Dunham Memorial Scholarship Foundation, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purposes for which the corporation is formed are as follows:

The corporation is incorporated under the Not-for-Profit Corporation Law of the State of New York, as amended, and the corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The corporation is incorporated exclusively for, and the nature of the activities to be conducted, and the purposes to be promoted by the corporation exclusively shall be charitable and educational purposes within the purview of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent tax laws of the United States (the "Code"). Without limiting the generality of the foregoing, the purposes of the corporation shall be:

a. To contribute to the relief of the poor and distressed, the advancement of education, and to promote social welfare through encouraging the education of individuals who enlisted in the United States Marine Corps or the United States Navy and are serving on active duty or have served in the United States Marine Corps and have not risen above the rank of Sergeant (E-5) or those enlisted individuals who are serving or have served as a Naval Corpsmen with a Fleet Marine Force designation who are or were assigned to a Marine Combat Arms section and have not attained a rank above the maximum pay grade (E-5);

b. Making educational grants to disadvantaged soldiers who meet the criteria established by the corporation's Bylaws to enable them to obtain a college education at a nationally-recognized and accredited institution of higher learning, such grants are intended to constitute qualified individual grants within the meaning of Section 4945(g) of the Code;

c. To do all things that may be necessary, appropriate or convenient to the achievement of the foregoing purposes and which may lawfully be done by a nonprofit corporation under and pursuant to the laws of the State of New York and which are not otherwise prohibited by its Certificate of Incorporation or Bylaws.

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
Mark Dean	17760 East 100 Street North, Owasso, OK 74055
Daniel Dunham	3857 County Road 9, Scio, NY 14880
Major Trent A. Gibson	307 Loudon Road, Apt. #532, Blacksburg, VA 24060
Neil Joseph Kenny	27 Clove Lake Place, Staten Island, New York 10310
David C. Kniess, Jr.	2308 Roark Drive, Alhambra, CA 91803

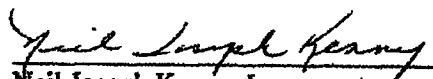
SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process on behalf of the corporation is:

187 Pinehurst Avenue
Suite 1-B
New York, NY 10033

EIGHTH: In the event the corporation is, or in the future may become, a "private foundation" within the meaning of Section 509 of the Code:

- a. The corporation shall distribute its income for each taxable year at such time and in such manner as not to be subject to the tax on undistributed income imposed by Section 4942 of the Code.
- b. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- c. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- d. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- e. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- f. Upon dissolution or termination of the Corporation, it shall comply with the requirements of Section 507(b)(1)(A) of the Code.

NINTH: Upon the dissolution of the corporation, its assets shall be distributed for one or more exempt purposes, within the meaning of section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes. In the event of a sale or dissolution of the corporation, the surplus funds of the corporation shall not inure to the benefit of, or be distributable to, its directors, officers, or other private persons.


Neil Joseph Kenny, Incorporator
27 clove lake place

Staten Island NY 10310

STATE OF NEW YORK
THE STATE EDUCATION DEPARTMENT
Albany, New York

**CONSENT TO FILING WITH THE DEPARTMENT OF STATE
(General Use)**

Consent is hereby given to the filing of the annexed certificate of incorporation

of Corporal Jason L. Dunham Memorial Scholarship Foundation, Inc.
[name of entity]

pursuant to the applicable provisions of the Education Law, the Not-for-Profit Corporation Law, the Business Corporation Law, the Limited Liability Company Law or any other applicable statute.

This consent is issued solely for purposes of filing the annexed document by the Department of State and shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such entity, nor shall it be construed as giving the officers or agents of such entity the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed.

RICHARD P. MILLS
Commissioner of Education

By: Seth D. Gilboord
Seth D. Gilboord

Commissioner's authorized designee

JUL 19 2007

Date

**THIS DOCUMENT IS NOT VALID WITHOUT THE SIGNATURE OF THE
COMMISSIONER'S AUTHORIZED DESIGNEE AND THE OFFICIAL SEAL OF THE
STATE EDUCATION DEPARTMENT.**

CT-07

070727000 JSB

CERTIFICATE OF INCORPORATION

OF

CORPORAL JASON L. DUNHAM MEMORIAL SCHOLARSHIP FOUNDATION,
INC.

Under section 402 of the Not-for-Profit Corporation Law

FILED

FILED BY:

Pepper Hamilton, LLP
600 14th Street NW
Washington DC 20005-2004
st ref#6965445my

2007 JUL 27 4:03 PM

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 27 2007

TAXS _____

BY: JCH

NEW YORK

JCH

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2007 JUN 29 PM 4:08

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2007 JUL 27 PM 12:14

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