

**Articles of Incorporation of
Volunteer Imagery Analysts for Search and Rescue Inc.**

(VIASAR)

The undersigned agent(s), (a) natural person(s) 18 years of age or older, in order to form an entity under Chapter 1701.10 of the Ohio Revised Code, adopt(s) the following articles of incorporation.

**ARTICLE I
NAME/REGISTERED OFFICE**

The name of this organization shall be: Volunteer Imagery Analysts for Search and Rescue Inc. – VIASAR (the “organization”). The organization's registered office is located at: 334 Park Drive, Dayton, Montgomery County, OH 45410 and such other locations as may be determined and designated from time to time by the Board of Directors.

**ARTICLE II
PURPOSE**

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, including, for such purposes, the making of distributions to organizations that also qualify as Section 501(c)(3) exempt organizations. To this end, the organization shall:

- a) Provide Imagery Analysis services to affiliates of the organization, to include analysis of high resolution imagery; forensic and detailed reporting of findings via image analysis; imagery product generation; dissemination of imagery products and any other task related to the analysis of high resolution imagery; and
- b) provide guidance and consultation to affiliates of the organization for the development of imaging systems and architectures; create Tactics, Techniques and Procedures (TTPs) for conducting imagery collection operations; and
- c) develop and maintain an imagery and data archive database for the storage and retrieval of Search and Rescue related imagery and data; and
- d) develop an apprentice level imagery sensor-operations and collection-planning training and certification course, and provide training and certification to members of affiliate organizations; and
- e) do any and all things necessary to support search and rescue and humanitarian relief efforts by any means deemed appropriate; and

- f) do any and all things necessary, convenient or expedient for the furtherance and accomplishment of any of the purposes herein above set forth either alone or in association with other organizations, firms or individuals.

ARTICLE III **LIMITATIONS**

At all times the following shall operate as conditions restricting the operations and activities of the organization:

1. No part of the net earnings of the organization shall inure to any member of the organization not qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, nor to any director or officer of the organization, nor to any other private persons, excepting solely such reasonable compensation that the organization shall pay for services actually rendered to the organization, or allowed by the organization as a reasonable allowance for authorized expenditures incurred on behalf of the organization;
2. No substantial part of the activities of the organization shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the organization shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. Notwithstanding any other provision of these articles, the organization 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 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as now enacted or hereafter amended.
4. The organization shall not lend any of its assets to any officer or director of this organization, unless such loan program is regularly conducted as part of the activities of the organization and the qualification of the individual to participate in same is determined by a panel comprised solely of non-Board members, or guarantee to any person the payment of a loan by an officer or director of this organization.

ARTICLE IV **DIRECTORS/MEMBERS**

The organization shall have a voting membership, and may have classes of same (if any), as defined in the organization's bylaws. The management and affairs of the organization shall be at all times under the direction of a Board of Directors, whose operations in governing the organization shall be defined by statute and by the organization's by-laws. No member or director shall have any right, title, or interest in or to any property of the

organization.

The organization's first Board of Directors shall be comprised of the following natural persons: Christopher J. Rowley (President and CEO), Kevin R. Culli (Vice President), and Lorraine F. Duffy (Chairman of the Board of Directors).

ARTICLE V
DEBT OBLIGATIONS AND PERSONAL LIABILITY

No member, officer or Director of this organization shall be personally liable for the debts or obligations of this organization of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this organization.

ARTICLE VI
DISSOLUTION

Upon the time of dissolution of the organization, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the organization, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. 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 or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
INCORPORATOR

The incorporator(s) of this organization is (are):

Christopher J. Rowley
President and CEO
334 Park Drive
Dayton, OH 45410

The undersigned incorporator(s) certify(ies) both that she/he/they execute(s) these Articles for the purposes herein stated, and that by such execution, she/he/they affirm(s) the understanding that should any of the information in these Articles be intentionally or knowingly misstated, she/he/they is/are subject to the criminal penalties for perjury set forth in Ohio Statutes 2921.11 as if this document had been executed under oath.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of
AUGUST, 2007

Christopher J. Rowley, Incorporator

STATE OF OHIO

COUNTY OF MONTGOMERY

The foregoing instrument was acknowledged before me this [DATE] _____.

[NAME] _____ Notary Public (SEAL)

State of _____

My Commission Expires: