

ARTICLES OF INCORPORATION
OF THE
IAWP FOUNDATION

(A Georgia Corporation Not for Profit)

The undersigned, acting as incorporator of a corporation, adopts the following articles of incorporation for such corporation pursuant to the provisions of the Georgia Non-Profit Corporation Code.

ARTICLE I
CORPORATE NAME

The name of the corporation is: **IAWP FOUNDATION**

ARTICLE II
DURATION

The period of duration of the corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of these articles of incorporation.

ARTICLE III
CORPORATE PURPOSES; POWERS; RESTRICTIONS

The corporation is a nonprofit corporation and the purposes for which it has been organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States internal revenue law, including the following specific purposes:

1. To determine and carry out the charitable and education agenda of the management and membership of the International Association of Women Police (EIN: 51-0200042), a District of Columbia nonprofit corporation (“IAWP”) recognized as an Internal Revenue Code Section 501(c)(6) tax exempt organization by the Internal Revenue Service.

2. To educate and enlighten the public about women in law enforcement, and women serving as police or in police-related activities throughout the world.

3. To support the charitable and educational needs and activities of the various law enforcement chapters, members and membership of IAWP in all locations.

4. To provide or conduct training conferences, programs and educational events and workshops relating to women police and related activities in the United States and other countries world wide.

5. To provide support directly and indirectly to law enforcement functions and activities where a charitable or educational need is demonstrated.

6. To assist IAWP members to attend training or other educational events relating to women police or women in law enforcement.

7. To identify, recognize and reward performance and distinction within and among women police and the achievement of women in law enforcement.

As a means of accomplishing the above purposes and methods, the corporation shall have the following powers:

(a) To accept, acquire, receive, take and hold by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise, for any of its objects and purposes, any property, both real and personal, of whatever kind, nature or description and wherever situated.

(b) To sell, exchange, convey, mortgage, lease transfer or otherwise dispose of, any such property, both real and personal, as the objects and purposes of the corporation may require, subject to such limitations as may be prescribed by law.

(c) To borrow money, and, from time to time, to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or

hereafter to be acquired.

(d) To invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property, real and personal, as it shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant, or gift, provided such limitations and conditions are not in conflict with the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 and applicable regulations thereunder, as they now exist or as they may be amended.

(e) To accept property and donations in trust for charitable and educational purposes.

In the conduct of the affairs of the corporation:

(a) The property of the corporation is irrevocably dedicated to charitable and educational purposes, and 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 the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments and distributions in furtherance of the purposes set forth in this article.

(b) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state or local laws.

(c) The corporation shall not:

(1) operate for the purpose of carrying on a trade or business for profit;

(2) accumulate income, invest income, or divert income, in a manner endangering its exempt status; or

(3) except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of the corporation.

(d) The corporation's operations are to be conducted principally in the

United States of America; the corporation also may conduct operations in other countries, subject, however, to the laws of the state of Georgia.

ARTICLE IV
POLICY OF NONDISCRIMINATION

No person on the grounds of race, color, sex, sexual orientation, national origin, religion, age, marital status, or disability, shall be excluded from any activity established by the corporation or by the corporation in connection with its various programs, nor shall any person be excluded from participation in, or denied the benefits of, or otherwise subjected to any such form of discrimination under any program or activity of the corporation.

ARTICLE V
REGISTERED OFFICE AND AGENT

The initial street address and mailing address of the principal office of the corporation is:

4685 Oakleigh Manor Drive
Powder Springs, Georgia 30127
Cobb County

The initial registered agent of the corporation and street address of the initial registered agent is:

Jo Ann Acree
4685 Oakleigh Manor Drive
Powder Springs, Georgia 30127
Cobb County

ARTICLE VI
MANAGEMENT OF CORPORATE AFFAIRS

The powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of a Board of Directors which shall have ten (10) directors initially. The number of directors may be increased or decreased from time to time by the directors as provided in the corporation's bylaws.

ARTICLE VII
INITIAL DIRECTORS

The directors of the corporation shall be those persons who are elected and/or appointed to specifically designated offices of IAWP, and the manner in which such directors shall be determined shall be governed by the provisions of the bylaws of the corporation. The names and street addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Street Address</u>
Terrie Swann	8309 East Lansing Broken Arrow, OK 74014
Laura Goodman-Brown	687 South Lexington Parkway St. Paul, MN 55116
Amy Ramsay	22 Grandview Crescent Oro Station, Ontario, Canada L0L 2E0
Deborah Montgomery	1016 West Central Avenue St. Paul, MN 55104
Jo Ann Acree	4685 Oakleigh Manor Drive Powder Springs, GA 30127
Bonnie Devore	RR #1, Box 112 Wapella, IL 61777
Michele Lish	1352 NE 47 th Avenue Portland, OR 97213
Cande Ackler	6907 Acer Way Orangevale, CA 95662
Jeanette Taylor	731 North Deer Isle Road Deer Isle, ME 04627
Glenda Baker	6327 Lipps Lane Houston, TX 77041

ARTICLE VIII
CORPORATE NATURE

The corporation is organized under a non-stock basis.

ARTICLE IX
MEMBERS

The corporation is a non-member corporation and shall have no members. All voting rights reside in the Board of Directors.

ARTICLE X
INDEMNIFICATION AND LIMITATION OF
LIABILITY OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified and shall be limited in their liability to the fullest extent permissible under the laws of Georgia.

ARTICLE XI
AMENDMENTS

Amendments to these articles of incorporation may be adopted by the directors in the manner set forth in the bylaws of the corporation.

ARTICLE XII
INCORPORATOR

The name and address of the incorporator is:

Philip S. Haney
1437 South Boulder Avenue, Suite 1050
Tulsa, Oklahoma 74119-3616

ARTICLE XIII
MISCELLANEOUS

1. Notwithstanding any other provision of these articles to the contrary, the

corporation shall not carry on any 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).

2. In the event of the dissolution of the corporation, or in the event it shall cease to carry out the objects and purposes herein set forth, all of the business, property and assets of the corporation shall go and be distributed to a nonprofit corporation qualifying as an organization exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, and as an organization qualifying as a public charity under the provisions of Section 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986, as amended, or any superseding statute thereof, as the directors of the corporation may select and designate; and in no event shall any of said assets or property, in the event of dissolution thereof, go or be distributed or contributed by such directors, for any other such purpose. Any of such assets not so disposed of shall be disposed of by the district court 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, the undersigned incorporator has executed these articles of incorporation.

Dated this _____ day of April, 2002.

Philip S. Haney
Incorporator

DOCUMENT PREPARED BY:
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