



AMERICAN LEGION AUXILIARY, DEPARTMENT OF TEXAS
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ARTICLES OF INCORPORATION

Please note the enclosed incorporation papers must be duplicate originals, you may fill out the enclosed forms and then put original signatures on both copies. Xeroxed signatures are not acceptable, as the signatures have to be notarized. If you wish to retype these documents, you may do so. The documents are also available via e-mail if preferred.

Please enclose a check for \$25.00 made payable to the Secretary of State. Also please enclose a \$10.00 check, payable to the ALA, Department of Texas, for postage and handling. There are several processes involved in completing these papers and it takes time and postage, which is why we request the \$10.00 fee.

When you have completed both sets of forms and had them notarized, return them to Department Headquarters. I will sign them and forward on to the Secretary of State with your check. One approved copy is retained in the Secretary of State's office, the other will be returned to this office. A copy of the approved set will be placed in your unit's permanent file at Department. The original approved copy will be returned to you for your Unit files.

Please call if you have any questions.

ARTICLES OF INCORPORATION

THE AMERICAN LEGION AUXILIARY, DEPARTMENT OF TEXAS

We, the undersigned natural persons of the age eighteen (18) years or more, all being citizens of the State of Texas, and being duly elected and installed Officers of:

Unit No. _____, The American Legion Auxiliary, Department of Texas, and acting as authorized by a majority vote of Members in attendance at a duly called meeting of the membership of _____ Unit No. _____.

The American Legion Auxiliary, Department of Texas, held on the _____ day of _____, 20_____, as is reflected in the Minutes of the said meeting do hereby act as Incorporators of a Corporation under the Texas Non-Profit Corporation Act, and do hereby adopt the following Articles of Incorporation for such Corporation.

ARTICLE ONE

The name of the Corporation is: _____, _____, Unit No. _____, The American Legion Auxiliary, Department of Texas, _____, Texas.

ARTICLE TWO

The Corporation is a Non-Profit Veterans Corporation.

ARTICLE THREE

The purposes of the Non-Profit Corporation are:

1. The support of benevolent, charitable and educational institutions: assisting in a material way disabled veterans of the World Wars and their families, contributing to the needs of under-privileged children, both of Veterans and non-veterans of the World Wars; and, in cooperating with the public schools in sponsoring education week and in giving school awards for outstanding service and accomplishments among the student body in the public schools and colleges of this state.
2. To take by gift or devise and to purchase, sell, transfer, mortgage, and lease or rent real and personal property as shall be deemed necessary and incidental to carrying out the corporate powers for which this Corporation is created and

which are within the scope of the National Constitution and By-Laws of the American Legion Auxiliary.

3. To exercise such other powers as are granted by the Texas Non-Profit Corporation Act, which are not inconsistent with or in conflict with the National Constitution and By-Laws of the American Legion Auxiliary, and the Constitution and By-Laws of the Department of Texas, The American Legion Auxiliary.

ARTICLE FOUR

The Street Address of the initial registered office of the Corporation is: _____, Texas _____.

The name of its initial registered agent at such address is: _____. (Name of your Unit President or Secretary.)

ARTICLE FIVE

The initial Board of Directors shall consist of the duly elected and installed officers of _____, Unit No. _____, The American Legion Auxiliary, Department of Texas, as set out in the Constitution of said Unit, whether elective or appointed officers.

The following named directors, whose names, addresses, and titles of Office are as follows, shall serve as the initial Board:

TITLE	NAME	ADDRESS	CITY, STATE, ZIP CODE
President:			
Vice President:			
Secretary:			
Treasurer:			
Historian:			
Sergeant at Arms:			
Chaplain:			

For all Corporate purposes, the "President" of said Unit shall be and in all things act as the "President" of this Corporation and the "First Vice President" of said Unit shall be and in all things

act as the "First Vice President" of this Corporation, and the "Second Vice President" of said Unit, if any, shall be and in all things act as the "Second Vice President" of this Corporation, and the "Third Vice President" of said Unit, if any, shall be and in all things act as the "Third Vice President" of this Corporation, and the "Secretary" of said Unit shall be and in all things act as the "Secretary" of this Corporation, and the "Treasurer" of said Unit shall be and in all things act as the "Treasurer" of this Corporation.

ARTICLE SIX

The name and street address of each Incorporator is:

TITLE	NAME	ADDRESS	CITY, STATE, ZIP CODE
President:			
Vice President:			
Secretary:			
Treasurer:			

ARTICLE SEVEN

1. ____ Unit No. ____, The American Legion Auxiliary, Department of Texas as herein Incorporated under the Laws of the State of Texas is a subordinate unit of and shall at all times remain under the jurisdiction of and be governed according to the National Constitution and By-Laws of the American Legion Auxiliary, in the event that any provision of these Articles of Incorporation conflicts with the National Charter or Constitution or By-Laws of the American Legion Auxiliary, or the Constitution and By-Laws of the American Legion Auxiliary, Department of Texas, such conflicting provision shall be deemed null and void and the National Charter and the National and/or Department Constitutions and By-Laws shall at all times govern, and in no instance shall the purposes and objectives of this Corporation conflict with those of the National or Department Organizations.
2. The qualifications of Members and the manner of their admission into this Corporation shall be as follows:

No person shall be a Member of this Corporation unless she is a wife, mother, daughter, sister, granddaughter, great-granddaughter of a vet who has served honorably as an Officer or Enlisted person in one of the Armed

Services of the United States of America during any of the following periods of time:

April 6, 1917 through November 11, 1918
December 7, 1941 through December 31, 1946
June 25, 1950 through January 31, 1955
February 28, 1961 through May 7, 1975
August 24, 1982 through July 31, 1984
December 20, 1989 through January 31, 1990
August 2, 1990 until cessation of hostilities

3. The Directors of the Corporation shall consist of the duly installed and elected or appointed Constitutional Officers of _____ Unit No. _____, being occasioned by amendments to the Unit Constitution and By-Laws. The method of election, appointment, removal, installation or replacement of Directors together with their power, authority, and terms of office shall be governed by and be in accordance with the provisions of the Unit Constitution and By-Laws, as written at the time of the adoption of these Articles of Incorporation, or subsequently amended, and consistent with the National and Department Constitutions and By-Laws. No person shall serve as a Director of this Corporation unless she is a member in good standing as defined in Section 2 of this Article. The Corporation's registered agent shall either be an Officer or a member in good standing of the Corporation as herein defined.
4. In the event of a dissolution of this Corporation for any cause, all its assets shall become the property of _____ Unit No. _____, The American Legion Auxiliary, Department of Texas, subject to claims of creditors; provided however that in the event of forfeiture either simultaneously with or prior to dissolution of the Charter issued by the National American Legion Auxiliary to said subordinate unit, _____ Unit No. _____, title to all of the assets of this Corporation shall be in the American Legion Auxiliary, Department of Texas to be disposed of, subject to claims of creditors, in accordance with the National and Department Constitutions and By-Laws, and at no time shall the assets of the Corporation be distributed or divided among the individual members of the Corporation. In the event of forfeiture or cancellation by the Department or the National American Legion Auxiliary of the Charter issued to said subordinate unit, _____ Unit No. _____, The American Legion Auxiliary, Department of Texas or the National American Legion Auxiliary may, at its discretion, cause an involuntary dissolution of this Corporation, to be instituted in event no dissolution is otherwise instituted, and all of the Corporation's assets shall become the property of The American Legion Auxiliary, Department of Texas.
5. Upon issuance of its non-profit corporate charter, said Unit No. _____, The American Legion Auxiliary, Department of Texas, shall apply to the National American Legion Auxiliary to have its original Unit Charter re-issued in this

new non-profit corporate name, thereby blending and merging the old non-profit American Legion Auxiliary Unit identity and the new non-profit corporate identity, so that only one entity shall remain, i.e., an incorporated, non-profit American Legion Unit, but still under the jurisdiction of and considered to be a subordinate body of the National and Department American Legion Auxiliary Organizations, and subject to the vesting of the Property of a demised subordinate body in the parent National and/or Department organizations, and further subject to the application to National By-Laws, the American Legion Auxiliary.

6. These Articles of Incorporation shall be subject to amendments as provided for by the laws of the State of Texas, but shall not be amended without prior approval of any proposed amendments by The American Legion Auxiliary, Department of Texas. As a prerequisite to their being submitted for approval to the Secretary of State of the State of Texas, these Articles of Incorporation shall be submitted to the American Legion Auxiliary, Department of Texas, which shall note by endorsement of its officers, its approval hereof, both for the purpose of complying with both the National and Department Constitution and By-Laws, The American Legion Auxiliary and with Article 1302-3.01 of the Texas Miscellaneous Corporation Act.

ARTICLE EIGHT

The period of duration is perpetual.

IN WITNESS WHEREOF: we have here unto set our hands this the ____ day of _____, 20____.

Unit-President, Director & Incorporator >>

Unit-Vice President, Director & Incorporator >>

Unit-Secretary, Director & Incorporator >>

Unit-Treasurer, Director & Incorporator >>

THE STATE OF TEXAS

COUNTY OF _____

I, _____, a
Notary Public, do hereby certify that on this the _____ day of _____,
20____, personally appeared before me:

Unit-President,
Director & Incorporator

Unit-Vice President,
Director & Incorporator

Unit-Secretary,
Director & Incorporator

Unit-Treasurer,
Director & Incorporator

Who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as Incorporators, Officers, and Directors, and that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set by hand and seal of office the day and year written above.

NOTARY PUBLIC IN AND FOR

_____, COUNTY, TEXAS

My Commission expires:

CERTIFICATE OF APPROVAL OF CHARTER
BY
THE AMERICAN LEGION AUXILIARY, DEPARTMENT OF TEXAS

Be it known that the foregoing Charter of _____
_____, Unit No. _____, The American Legion Auxiliary,
Department of Texas, is hereby approved for all purposes, including compliance with the
National American Legion Auxiliary and Department of Texas Constitutions and By-Laws and
Article 1302-3.01 of the Texas Miscellaneous Corporation Act.

WITNESS MY HAND THIS _____
DAY OF _____, 20_____.

FOR THE AMERICAN LEGION
AUXILIARY
DEPARTMENT OF TEXAS

Secretary

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(Filing fee - \$25.00 payable to Secretary of State. Duplicate original of this application must be
submitted along with a \$10.00 fee made payable to the American Legion Auxiliary, Department
of Texas. Transmit through Department Headquarters.)