



ARTICLES OF INCORPORATION
OF
NATIONAL PARKS PROMOTION COUNCIL

WE, THE UNDERSIGNED NATURAL PERSONS OF THE AGE OF twenty-one years or more, acting as incorporators of a corporation under the Non-Profit Corporation Act of the District of Columbia (D.C. Code, 2001 edition, Title 29, Chapter 3), do hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation is National Parks Promotion Council (“Corporation” or “NPPC”).

SECOND: The period of the Corporation’s duration is perpetual.

THIRD: The Corporation is organized for such purposes as shall qualify it for exemption from federal taxation under section 501(c)(6) of the Internal Revenue Code, including, but not limited to:

- (1) promoting increases in outstanding experiences in America’s national parks consistent with protection of the natural, cultural, and historic resources of the national park system;
- (2) providing cooperation among agencies, non-profit organizations, and businesses in developing and implementing outreach and promotion programs that strengthen the relationship between Americans and their national parks;
- (3) providing a forum for agencies, non-profit organizations, and businesses to develop and implement cooperative outreach and promotion programs that encourage



international visitors to visit and enjoy America's national parks;

- (4) assisting and coordinating (i) promotional and informational efforts addressing the entire national park system and (ii) messages about park opportunities directed to segments of the American public traditionally deriving little direct benefit from national parks; and
- (5) assisting and coordinating research and studies that measure the success and effectiveness of specific outreach and promotional efforts involving national park visitation.

FOURTH: The Corporation will be a membership-based organization. There shall be two (2) membership classes: Voting Members and Nonvoting Members. Voting Members will have voting rights and Nonvoting Members will not have voting rights. The rights and qualifications of the membership will be delineated further in the Bylaws, as may be amended from time to time.

FIFTH: The manner of election or appointment of the Board of Directors shall be provided for in the Corporation's Bylaws, as may be amended from time to time.

SIXTH: The Corporation may exercise all power or authority granted to it under the District of Columbia Nonprofit Corporation Act or otherwise, including, but not limited to, the power to solicit, accept, or acquire by gift, donation, devise, grant, purchase, loan, or otherwise, money, property, or any interest therein, or any other thing of value, and to own or lease property, whether real or personal.

SEVENTH: In carrying out its purposes, the Corporation shall not have or exercise any power or authority granted to it under the District of Columbia Nonprofit Corporation Act, nor engage directly or indirectly in any activity, that would prevent it from qualifying as a corporation described in section 501(c)(6) of the Internal Revenue Code. No part of the assets or net earnings, current or accumulated, of the Corporation shall at any time



inure to the benefit of any private individual, within the meaning of the prohibition contained in section 501(c)(6) of the Internal Revenue Code, except that the Corporation shall be authorized and empowered to make payments as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD.

EIGHTH: The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. The Corporation is not organized to engage in an activity ordinarily carried on for profit.

NINTH: Provisions for the regulation of the internal affairs of the Corporation, including amendments to these Articles of Incorporation and the manner of the dissolution or final liquidation of the Corporation, shall be provided for in the Corporation's Bylaws, as may be amended from time to time.

TENTH: Upon the dissolution of the Corporation, any assets of the Corporation remaining after payment or provision for the payment of all liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed by a court of competent jurisdiction in Washington, D.C., exclusively for such purposes or to such an organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ELEVENTH: The initial registered agent of the Corporation in the District of Columbia is the National Park Hospitality Association, 1225 New York Avenue, NW #450, Washington, DC 20005.

TWELFTH: The initial number of Directors constituting the Board of Directors of the Corporation shall be four (4), which number may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than 3. Each Director shall have one vote. The Board of Directors shall perpetuate itself in keeping with the Bylaws of the Corporation.



The name and address, including street and number, if any, of each of the persons who are to serve as the initial Directors of the Corporation until their successors are elected or appointed are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Derrick Crandall	National Park Hospitality Association 1225 New York Avenue, NW #450 Washington, DC 20005
Gerry Gabrys	Guest Services, Inc. 3055 Prosperity Avenue Fairfax, VA 22031-2290
Terry MacRae	Alcatraz Cruises Pier 33 on the Embarcadero San Francisco, CA 94111
Jonathan Simon	Van Ness Feldman, PC 1050 Thomas Jefferson Street, NW Washington, DC 20007

THIRTEENTH: The private property of the officers or Directors of the Corporation shall not be subject to payment of Corporation debts to any extent whatever. To the maximum extent permitted by the laws of the District of Columbia, the Corporation shall indemnify any and all of its current and future Directors, officers, employees and agents, as provided in the Bylaws of the Corporation, against any liability and expenses incurred in connection with their services as either a Director, officer, or employee, and may indemnify, to the same extent, persons who serve and have served, at its request, as a Director, officer, partner, trustee, employee, or agent of another corporation, partnership, joint venture, or other enterprise. The Corporation may advance expenses to such Directors and other persons referred to above to the extent permitted by the laws of the District of Columbia.

FOURTEENTH: Any reference herein to any provision of the Internal Revenue Code shall be deemed to mean such provision as now or hereafter existing, amended, or superseded, as the case may be.



FIFTEENTH: The name and address, including street and number, if any, of each of the incorporators are as follows:

NAME

ADDRESS

Derrick Crandall

Counselor
National Park Hospitality Association
1225 New York Avenue, NW #450
Washington, DC 20005

Signed: _____

Date: _____

Gerry Gabrys

President and Chief Executive Officer
Guest Services, Inc.
3055 Prosperity Avenue
Fairfax, VA 22031-2290

Signed: _____

Date: _____



Terry MacRae

Chief Executive Officer
Alcatraz Cruises
Pier 33 on the Embarcadero
San Francisco, CA 94111

Signed: _____

Date: _____

Jonathan Simon

Member
Van Ness Feldman, PC
1050 Thomas Jefferson Street, NW
Washington, DC 20007

Signed: _____

Date: _____

Subscribed and sworn to before me this 8th day of March, 2010.

Signature of Notary Public

Notary Public, _____

My commission expires on

_____.