ARTICLES OF INCORPORATION
YELLOW RIBBON FUND, INC.

THE UNDERSIGNED, who is eighteen (18) years or older, for the purpose of forming a nonstock corporation under the general laws of the State of Maryland, hereby certifies:

ARTICLE 1. The name of the Corporation is Yellow Ribbon Fund, Inc.

ARTICLE 2. The Corporation shall be operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are:

(a) to assist injured servicemen and women integrate effectively into the civilian community;

(b) to provide work experience and job training as appropriate for injured servicemen and women; and

(c) to assist injured servicemen and women and their families while the servicemen and women are on in-patient or out-patient hospital status.

ARTICLE 3. The address of the principal office of the Corporation within the State of Maryland is 5945 Searl Terrace, Bethesda, Maryland 20816.

ARTICLE 4. The name and address of the resident agent of the Corporation are Mary Kathleen Neill at 5945 Searl Terrace, Bethesda, Maryland 20816.

ARTICLE 5. The Corporation has no authority to issue capital stock.

ARTICLE 6. The initial number of Directors shall be 3. Such number may be increased as provided for in the Bylaws. The names of the Directors are to serve until the first annual meeting and until their successors are elected and qualify are as follows:

(a) James S. Bugg, Sr.

(b) David J. Branson

(c) Edward J. Quinn

ARTICLE 7. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of its exempt purposes.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by §§501(h) and 4911 of the Code and in any corresponding laws of the State of Maryland), and the
Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in §501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under §§170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE 8. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable purposes as shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code as the Board of Directors shall determine. Any such assets or property not so disposed of shall be disposed of by the court in 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 are organized and operated exclusively for such purposes. In no event shall any of such assets or property be distributed to any director or officer, or any private individual.

ARTICLE 9. To the fullest extent permitted by the Maryland General Corporation Law, as now in effect or as hereafter may be amended, no director or officer of the Corporation shall be personally liable to the Corporation for money damages, provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in §501(c)(3) of the Code.

ARTICLE 10. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Maryland.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation and acknowledges that these Articles of Incorporation are his act and that to the best of his knowledge, information and belief, and under penalties of perjury, the matters and facts set forth herein are true in all material respects.

Incorporator: ________________________________  Consent By Resident Agent: ________________________________

Mary Kathleen Neill  Mary Kathleen Neill

January 31, 2005  January 31, 2005