



ORDER OF THE JAGWAR
665 Clipp Road
Voorheesville, New York 12186



Application for Approval to Operate on U.S. Army Installation

1. **BLUF:** In accordance with Army Regulation (AR) 210-22 para. 2-1.a.(1), the honorable Order of the Judge Advocate General's Warrior-Attorney Regiment ("JAGWAR") seeks written approval to operate at _____. Such approval should expressly confirm that "neither the installation nor the Government will have any liability for [the JAGWAR]'s actions or debts" and should reiterate that "the installation commander may revoke permission to operate at any time." Additionally, such written approval should be supported by a legal review by your servicing Judge Advocate (or assigned legal advisor) in accordance with AR 210-22 para. 2-1.b.(2). Please therefore direct this application to the appropriate legal personnel.

2. **REFERENCES:**

- a. DoD 5500.07-R "Joint Ethics Regulation" (JER) — Chapter 3 (Activities with NFEs)
- b. CSA & SECARMY Memo — Interaction with Military Associations
- c. AR 210-22 — Private Organizations on Department of the Army Installations
- d. HQDA EXORD 148-15 — Providing Installation Access & Services to Nonprofit NFEs

3. **BACKGROUND:** The JAGWAR was founded in 2016 at Fort Bragg, North Carolina, by two Judge Advocates in close consultation with veterans of the United States Army Judge Advocate General's Corps. In 2019, the JAGWAR incorporated as a New York not-for-profit corporation (Order of the JAGWAR, Ltd.) and, in May 2020, attained federal recognition as a "Veterans Organization" pursuant to Section 501(c)(19) of the Internal Revenue Code. The JAGWAR aims to serve as the regimental honor society of the U.S. Army JAG Corps, and is committed to fostering the development of both soldier and legal skills among JAG Corps personnel in fulfillment of the longstanding Corps motto "Soldier First, Lawyer Always". The JAGWAR is a Private Organization (PO) and a Non-Federal Entity (NFE) as defined in the policies and regulations cited herein.

4. **HISTORY:** The JAGWAR began as a loose collective of JAG Corps attorneys and paralegals who both routinely and jointly participated in various Army-affiliated athletic contests (e.g., Bataan Death March, All-American Marathon, Norwegian Foot March, Army Ten-Miler). This network evolved to support JAG Corps personnel in their ambitions to negotiate Army Schools (e.g., Air Assault School, Airborne School, Ranger School) and attain other indicia of military distinction (e.g., German Armed Forces Proficiency Badge, induction into the Order of the Spur). Ultimately electing to reconstitute itself as an honorable Order in its own right, the JAGWAR established membership criteria and, in 2017, launched its official website—www.OrderoftheJAGWAR.com—to coordinate activities throughout the Army JAG Corps. The website contains additional information on the Order's mission, membership eligibility requirements, Advisory Board, etc.

5. **COMPLIANCE:** To assist in your decision to approve the JAGWAR’s presence and activities on your Army installation, we furnish the following information in accordance with AR 210-22 paras. 2-1.a.(2)(a)-(g)—as well as the other regulations and policies cited in the REFERENCES section—as **Exhibit 1**. Relevant provisions have been highlighted. Additionally:

a. Appended as **Exhibit 2** is the Order of the JAGWAR’s statement of federal income tax exemption by the Internal Revenue Service (dated 12 May 2020).

b. Appended as **Exhibit 3**, please find the JAGWAR’s “Certificate of Incorporation”—as issued by the State of New York—which further details the JAGWAR’s “nature, functions, objectives (including planned use of funds), and activities”.

c. Appended as **Exhibit 4** is the JAGWAR’s bylaws, on file with the New York State Department of State and New York State Attorney General’s Charities Bureau.

d. Membership and Management.

1. Membership in the Order of the JAGWAR is free, voluntary, and available to all United States Army Judge Advocates (MOS: 27A, 27B), paralegals (MOS: 27D), and legal administrators (MOS: 270A) serving on either Active Duty or in the Reserve Component (to include the National Guard), or to any veterans thereof, provided that such persons meet the additional eligibility criteria. This additional eligibility criteria consist of (a) attaining the specified minimum score on either the Army Physical Fitness Test or Army Combat Fitness Test, (b) attaining the specified minimum score with either the service rifle or service pistol in the course of supervised weapons qualification testing, (c) successfully completing either a specified Army-affiliated athletic event or graduating from an Army service school (e.g., Airborne School, Air Assault School, etc.), and (d) successfully completing the “Triple-R Induction Challenge” which is a 3.5-hour three-event athletic endurance test which consists of a timed 4-mile run, 25-foot rope climb, and timed 10-mile ruck march.

2. The Order of the JAGWAR and its operations are administered by three organizational officers (referenced in the organization’s bylaws (**Exhibit 4**) as “directors” on its Board of Directors) in accordance with § 601(a) of the New York Not-for-Profit Corporation Law. These three officers are advised by an informal “Board of Advisors” comprised of individuals¹ invited to serve on the Board in an advisory capacity. The officers are responsible for accountability of organizational assets, annual tax return filings, maintenance of any financial accounts, acquisition of necessary liability insurance coverage, and the unwinding of the organization in the event that such becomes necessary. The officers are also responsible for facilitating administration of the “Triple-R Challenge” by JAGWAR members in coordination and partnership with Army JAG Corps personnel.

3. In compliance with AR 210-22 para. 2-1.b.(3), neither the JAGWAR’s officers nor its members in any way profit from the JAGWAR’s activities. Officers and members are eligible to receive JAGWAR funds solely in support of the organization’s activities or as direct reimbursement for such support. Individuals who successfully attain membership in the organization do not in any way assume liability for any debts of, or claims against, the Order of the JAGWAR.

¹ The biographies of the current Advisory Board members are available on the JAGWAR website.

e. The JAGWAR's current liabilities consist solely of loans made to the organization by its founders to support its activities. The JAGWAR has met and continues to adhere to all applicable State and jurisdictional laws governing the organization's pursuits, management of liabilities, reporting requirements, and fundraising.

f. As a condition of its operations on the installation, the JAGWAR agrees to reimburse the Army for any and all utility expenses.

g. The JAGWAR will neither propagate extremist activities nor advocate violence against others. It will not advocate or work to effectuate the violent overthrow of the Government.

e. The JAGWAR will not seek to deprive individuals of their civil rights, and its activities will in no way contribute to such deprivation thereof.

6. SUMMARY OF INTENDED ACTIVITIES: In addition to proctoring a "Triple-R Challenge" in coordination with the local Office of the Staff Judge Advocate or interested Army JAG Corps personnel, the JAGWAR may conduct on-post activities fully consistent (and in compliance with) the 5 November 2019 memorandum entitled "Interaction with Military Associations" promulgated jointly by the Army Chief of Staff and Secretary of the Army, and as codified in the JER.

a. The CSA/SECARMY memo envisions a NFE's on-post activities to include the distribution of "membership applications, leaflets, or flyers in installation common areas," as long as the materials "state that the organization is a non-Federal entity [NFE] and . . . include a disclaimer which states that official DoD or Army endorsement of the non-Federal entity is not stated or implied."

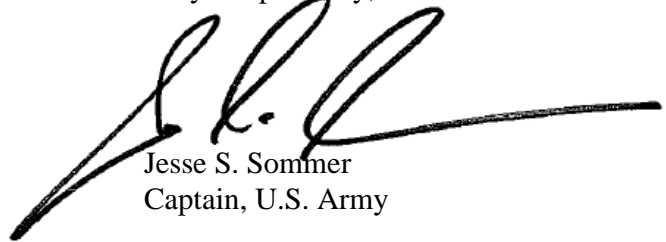
b. The memo further states that "NFE association events may be provided support in the form of limited use of DoD facilities and equipment" as long as: "(1) Support does not interfere with official duties; (2) Support is in DoD public affairs or community relations interests; (3) It is appropriate to associate DoD and the Army with the event; (4) The event is of interest and benefit to the community, Army, or DoD; (5) The Army is willing and able to provide the same support to comparable events by other associations; (6) Support is not prohibited by other statutes or regulations; and (7) No admission fee is charged (beyond reasonable costs of sponsoring the event)." The JAGWAR's activities meet and adhere to all seven of these enumerated criteria.

c. Cognizant that "DoD personnel in their official capacities may not state or imply that the DoD endorses a NFE association"—as made clear in the CSA/SECARMY memo—neither the JAGWAR nor its agents will solicit or accept any express or implied endorsements of JAGWAR activities while operating on military installations. Nonetheless, as "Senior Leaders may excuse DoD personnel for limited absences for reasonable periods of time to voluntarily participate in a personal capacity in NFE association activities", the JAGWAR may encourage participating OSJAs to afford participants such privileges as a late work call in order to accommodate administration of the Triple-R Challenge or other JAGWAR activities.

7. REPORTING REQUIREMENTS: The JAGWAR will adhere to all reporting requirements delineated in AR 210-22 para. 2-1.c.(1). The POC to which to address requests for such information is **Order of the JAGWAR, 665 Clipp Road, Voorheesville, NY 12186.**

8. POINT OF CONTACT: The POC for this application is CPT Jesse Sommer² at 518-369-7738 and jagwar@orderofthejagwar.com.

Very Respectfully,

A handwritten signature in black ink, appearing to read 'J.S. Sommer', with a long horizontal flourish extending to the right.

Jesse S. Sommer
Captain, U.S. Army

² Per the CSA/SECARMY memo: “DoD personnel in their personal capacities may participate in the management of an NFE association, provided they act exclusively outside the scope of their official positions. DoD personnel in their personal capacities may not use their official titles, positions or organization names in connection with NFE association activities . . . However, the use of an officer’s military grade and department may be used as part of an individual’s name (e.g., CPT Smith, U.S. Army).” *See also* DoD 5500.07-R para. 3-300(a)(1).

INTERNAL REVENUE SERVICE
P. O. BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date: **MAY 12 2020**

ORDER OF THE JAGWAR LTD
C/O JESSE S SOMMER
665 CLIPP RD
VOORHEESVILLE, NY 12186

Employer Identification Number:
84-3495891
DLN:
29053008329000
Contact Person:
CARLY D YOUNG ID# 31494
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990/990-EZ/990-N Required:
Yes
Effective Date of Exemption:
September 25, 2019
Contribution Deductibility:
Yes
Addendum Applies:
No

Dear Applicant:

We're pleased to tell you we determined you're exempt from federal income tax under Internal Revenue Code (IRC) Section 501(c)(19). This letter could help resolve questions on your exempt status. Please keep it for your records.

We based this determination on your representation that at least 75 percent of your members are past or present members of the Armed Forces of the United States. We also based it on your representation that substantially all of your other members, if any, are individuals who are cadets, or are spouses, widows, or widowers of past or present members of the Armed Forces of the United States or of cadets (see IRC Section 501(c)(19)).

Based on your representation that at least 90 percent of your members are war veterans and that you're organized and operated primarily for purposes consistent with your current status as a war veteran's organization, donors can deduct contributions they make to you or for your use. ~~If, in the future,~~ you don't meet this membership test or if your purposes, character, or method of operation changes, donors cannot deduct contributions they make to you or for your use, as provided by IRC Section 170.

If we indicated at the top of this letter that you're required to file Form 990/990-EZ/990-N, our records show you're required to file an annual information return (Form 990 or Form 990-EZ) or electronic notice (Form 990-N, the e-Postcard). If you don't file a required return or notice for three consecutive years, your exempt status will be automatically revoked.

If we indicated at the top of this letter that an addendum applies, the enclosed addendum is an integral part of this letter.

For important information about your responsibilities as a tax-exempt

ORDER OF THE JAGWAR LTD

organization, go to www.irs.gov/charities. Enter "4221-NC" in the search bar to view Publication 4221-NC, Compliance Guide for Tax-Exempt Organizations (Other than 501(c)(3) Public Charities and Private Foundations), which describes your recordkeeping, reporting, and disclosure requirements.

We sent a copy of this letter to your representative as indicated in your power of attorney.

Sincerely,

A handwritten signature in black ink that reads "Stephen A. Martin". The signature is written in a cursive style and is positioned above a horizontal line.

Director, Exempt Organizations
Rulings and Agreements



CERTIFICATE OF INCORPORATION OF

ORDER OF THE JAGWAR, LTD

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:

ORDER OF THE JAGWAR, LTD

SECOND: The corporation is a corporation as defined in subparagraph (5) of paragraph (a) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: *(Select all that apply)*

The purpose(s) for which the corporation is formed is:

- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation.
- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a non-charitable corporation.
- any purpose for which corporations may be organized under the Not-for-Profit Corporation Law as a charitable corporation or as a non-charitable corporation. *(Note: Checking this box results in the corporation being categorized as a charitable corporation in paragraph FIFTH.)*
- the following specific purpose(s):

FOURTH: *(Check the appropriate statement)*

The corporation is not formed to engage in any activity or for any purpose requiring consent or approval of any state official, department, board, agency or other body. No consent or approval is required.

The corporation is formed to engage in an activity or for a purpose requiring consent or approval of a state official, department, board, agency or other body. Such consent or approval is attached.

FIFTH: The corporation is a: charitable corporation non-charitable corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the corporation is to be located in the County of ALBANY, State of New York.

SEVENTH: The names and addresses of the initial directors of the corporation are:
(A minimum of three is required)

Name: Jesse S. Sommer

Address: 665 Clipp Road, Voorheesville, NY 12186

Name: Chistopher J. Monti

Address: 13373 Grinstead Court, Sykesville, MD 21784

Name: Evan C. Freemyer

Address: 4226 Jug Factory Road, Greer, SC 29651

EIGHTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

Attn: Jesse S. Sommer
665 Clipp Road, Voorheesville, NY 12186

NINTH: *(Optional – Corporations seeking tax exempt status may include language required by the Internal Revenue Service in this paragraph. See Not-for-Profit Incorporation Instructions.)*


The following language relates to the corporation’s tax exempt status and is not a statement of purposes and powers. Consequently, this language does not expand or alter the corporation’s purposes or powers set forth in paragraph THIRD.

The Coporation will be operated exclusively to promote the social welfare of the Army JAG Corps community, to sponsor or participate in activities of a patriotic nature, to provide social and recreational activities for members, and to complement Army JAG Corps training by providing resources and support geared towards developing the athleticism and “soldier skills” of its members.

Corporation intends to raise money so as to support its activities. No part of its net earnings will inure to the benefit or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

Adam Kotok

(Print or Type Name of Incorporator)

X 
(Signature of Incorporator)

5701 Mosholu Avenue, 2nd Floor

(Address of Incorporator)

Riverdale, NY 10471

(City, State, Zip Code)

CERTIFICATE OF INCORPORATION OF

ORDER OF THE JAGWAR, LTD

(Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

Filer's Name and Mailing Address:

Adam Kotok

Name:

Law Office of Adam Kotok PC

Company, if Applicable:

5701 Mosholu Avenue 2nd Floor

Mailing Address:

Riverdale, NY 10471

City, State and Zip Code:

NOTES:

1. §301 of the Not-for-Profit Corporation Law requires that the name contain "Incorporated" or "Inc." or one of the other words or abbreviations indicative of corporate character unless the corporation qualifies for one of the exceptions in §301.
2. This sample form is provided by the New York State Department of State for filing a certificate of incorporation.
3. This form is designed to satisfy the minimum filing requirements pursuant to the Not-for-Profit Corporation Law. The Department of State will accept any other form which complies with the applicable statutory provisions.
4. The Department of State recommends that this legal document be prepared under the guidance of an attorney.
5. The Department of State does not provide legal, accounting or tax advice.
6. This certificate must be submitted with a **\$75** filing fee made payable to the Department of State.

For DOS use only

BY-LAWS
OF
Order of the Jagwar, Ltd.

Adopted: December 22, 2019

**BY-LAWS
OF
Order of the Jagwar, Ltd.**

**ARTICLE I
MEMBERS**

Section 1. No Members.

Persons that meet the criteria set forth on Exhibit A annexed hereto, and submit the proper membership application and dues, if any, shall be members of the Corporation.

**ARTICLE II
BOARD OF DIRECTORS**

Section 1. Power of Board and Qualification of Directors.

The Corporation shall be managed by its Board of Directors. Each director shall be at least eighteen years of age, and shall be otherwise eligible for membership. The initial directors are hereby named as Jesse S. Sommer, Christopher J. Monti and Evan C. Freemyer.

Section 2. Number and Term of Office.

(a) The Board of Directors shall consist of not less than three. As used in this Article, "entire Board of Directors" means the total number of directors entitled to vote which the Corporation would have if there were no vacancies.

(b) At each Annual Meeting of Directors, directors shall be elected to hold office until the next Annual Meeting and until their successors have been elected and qualified.

(c) Each director shall have one vote.

Section 3. Organization.

At each meeting of the Board of Directors, the President, or, in the absence of the President, a Vice President, shall preside, or in the absence of either of such officers, a chairman chosen by a majority of the directors present shall preside. The Secretary shall act as secretary of the Board of Directors. In the event the Secretary shall be absent from any meeting of the Board of Directors, the meeting shall select its secretary.

Section 4. Resignations and Removal of Directors.

(a) Any director of the Corporation may resign at any time by giving written notice to the President or to the Secretary. Such resignation shall take effect at the time specified therein or, if no time be specified, then on delivery.

(b) Any or all of the directors may be removed for cause by vote of the directors provided there is a quorum of not less than a majority of the entire Board of Directors present at the meeting of directors at which such action is taken.

Section 5. Newly Created Directorships and Vacancies.

Newly created directorships resulting from an increase in the number of directors and vacancies occurring in the Board of Directors for any reason shall be filled by vote of a majority of directors then in office, regardless of their number. Directors elected to fill newly created directorships shall hold office in accordance with their classification (if directors are classified) and until their successors have been elected and qualified. Directors elected to fill vacancies shall serve until the next annual meeting at which the election of directors is in the regular order of business and until their successors are elected and have qualified.

Section 6. Action by the Board of Directors.

(a) Except as otherwise provided by law or in these by-laws, the act of the Board of Directors means action at a meeting of the Board by vote of a majority of the directors present at the time of the vote, if a quorum is present at such time.

(b) Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all members of the Board or the committee consent in writing to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the members of the Board or committee shall be filed with the minutes of the proceedings of the Board or committee.

(c) Any one or more members of the Board of Directors or any committee thereof may participate in a meeting of such Board or committee by means of a conference telephone or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 7. Place of Meeting.

The Board of Directors may hold its meetings at the principal office of the Corporation, or at such place or places within or without the State of New York as the Board of Directors may from time to time by resolution determine.

Section 8. Annual Meetings.

As soon as practical after each annual election of directors, the Board of Directors shall meet for the purpose of organization and the transaction of other business. Notice of such meeting need not be given. The first such meeting may be held at any other time; and if it is held

at another time, notice shall be given as hereinafter provided for special meetings of the Board of Directors.

Section 9. Regular Meetings.

Regular meetings of the Board of Directors may be held without notice at such times as may be fixed from time to time by resolution of the Board of Directors.

Section 10. Special Meetings.

Special meetings of the Board of Directors shall be held whenever called by the President, or by any three directors. Notice shall be given orally, by telefax, by mail or by electronic mail and shall state the purposes, time and place of the meeting. If notice is given orally, in person or by telephone, it shall be given not less than one day before the meeting; if it is given by telefax, by mail or by electronic mail it shall be given not less than three days before the meeting.

Section 11. Waivers of Notice.

Notice of a meeting need not be given to any director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him.

Section 12. Quorum.

(a) A majority of the entire Board of Directors shall constitute a quorum for the transaction of business.

(b) A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place without notice to any director.

Section 13. Compensation.

Directors shall receive no compensation for their services, but may be reimbursed for the expenses reasonably incurred by them in the performance of their duties.

Section 14.

The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the charter of the organization shall be within the exclusive power of the board of directors. The Board of Directors shall have the power to make grants to any organization organized and operated exclusively for charitable, scientific or educational purposes within the meaning of section 501(c)(3) of the Code. The board of directors shall review all requests for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the board of directors approves the request, shall authorize payment of such funds to the approved grantee. The board of directors shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the board of director.

ARTICLE III

OFFICERS

Section 1. Number.

The officers of the Corporation shall be a President, one or more Vice Presidents, a Treasurer, a Secretary and/or such other officers as the Board of Directors may in its discretion determine. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Term of Office and Qualifications.

Those officers whose titles are specifically mentioned in Section 1 of this Article IV shall be elected by the Board of Directors at its Annual Meeting. Unless a shorter term is provided in the resolution of the Board electing such officer, the term of office of each officer shall extend to the next Annual Meeting, and until the officer's successor is elected and qualified. The President shall be elected from among the directors.

Section 3. Additional Officers.

Additional officers may be elected for such period, have such authority and perform such duties, either in an administrative or subordinate capacity, as the Board of Directors may from time to time determine.

Section 4. Removal of Officers.

Any officer may be removed by the Board of Directors with or without cause at any time.

Section 5. Resignation.

Any officer may resign at any time by giving written notice to the Board of Directors, or to the President or to the Secretary. Any such resignation shall take effect at the time specified therein, or, if no time be specified, then upon delivery.

Section 6. Vacancies.

A vacancy in any office shall be filled by the Board of Directors.

Section 7. President.

The President shall preside at all meetings of the Board of Directors at which the President is present. The President shall act as the chief executive officer of the Corporation and

shall supervise generally the management of the affairs of the Corporation subject only to the supervision of the Board. The President shall also perform such other duties as may be assigned from time to time by the Board.

Section 8. Vice Presidents.

In the absence or incapacity to act of the President, or if the office of President be vacant, the Vice President or, if there be more than one Vice President, the Vice Presidents in order of seniority as determined by the Board of Directors, shall preside at all meetings of the Board of Directors, and shall perform the duties and exercise the powers of the President, subject to the right of the Board from time to time to extend or confine such powers and duties or to assign them to others. Each Vice President shall have such powers and shall perform such other duties as may be assigned by the Board of Directors or the President.

Section 9. Treasurer.

The Treasurer shall, if required by the Board of Directors, obtain a bond for the faithful discharge of his duties, in such sum and with such sureties as the Board of Directors shall require. The Treasurer shall keep and maintain the books of account and shall have charge and custody of, and be responsible for, all funds and securities of the Corporation, and shall deposit all such funds in the name of and to the credit of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The Treasurer shall also perform all other duties customarily incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board of Directors.

Section 10. Secretary.

It shall be the duty of the Secretary to act as secretary of all meetings of the Board of Directors, and to keep the minutes of all such meetings in a proper book or books to be provided for that purpose; the Secretary shall see that all notices required to be given by the Corporation are duly given and served; the Secretary shall keep a current list of the Corporation's directors and officers and their residence addresses; the Secretary shall be custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all agreements, documents and other papers requiring the same. The Secretary shall have custody of the minute book containing the minutes of all meetings of directors, the Executive Committee, and any other committees which may keep minutes, and of all other contracts and documents which are not in the custody of the Treasurer of the Corporation, or in the custody of some other person authorized by the Board of Directors to have such custody.

Section 11. Appointed Officers.

The Board of Directors may delegate to any officer or committee the power to appoint and to remove any subordinate officer, agent or employee.

Section 12. Assignment and Transfer of Stocks, Bonds and Securities.

The President, the Vice Presidents, the Treasurer, the Secretary, and each of them, shall have power to assign, or to endorse for transfer, under the corporate seal, and to deliver, any stock, bonds, subscription rights, or other securities, or any beneficial interest therein, held or owned by the Corporation.

ARTICLE IV

CONTRACTS, CHECKS, DRAFTS AND BANK ACCOUNTS

Section 1. Execution of Contracts.

The Board of Directors, except as in these by-laws otherwise provided, may authorize any officer or officers, agent or agents, in the name of and on behalf of the Corporation to enter into any contract or execute and deliver any instrument, and such authority may be general or confined to specific instances, but, unless so authorized by the Board of Directors, or expressly authorized by these by-laws, no officers, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily in any amount for any purpose.

Section 2. Loans.

No loans shall be contracted on behalf of the Corporation, unless specifically authorized by the Board of Directors.

Section 3. Checks, Drafts, etc.

All checks, drafts and other orders for the payment of money out of the funds of the Corporation, and all notes or other evidences of indebtedness of the Corporation, shall be signed on behalf of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits.

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 5. Grants and Contributions.

(a) The making of grants and contributions and otherwise rendering financial assistance for the purposes expressed in the charter of incorporation shall be within the exclusive power of the Board.

(b) In furtherance of the Corporation's purposes, the Board shall have the power to make grants to any organization organized and operated exclusively for charitable, educational or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. The Board shall review all request for funds from other organizations, shall require that such requests specify the use to which the funds will be put, and if the Board approves the request, the Board shall authorize payment of such funds to the approved grantee. The Board shall require that the grantees furnish a periodic accounting to show that the funds were expended for the purposes which were approved by the Board. The Board may, in its absolute discretion, refuse to make any grants or contributions or otherwise render financial assistance to or for any or all the purposes for which funds are requested.

(c) After the Board has approved a grant to another organization for a specific project or purposes, the corporation may solicit funds for the grant to the specifically approved project or purpose of the organization. The Board shall at all times have the right to withdraw approval of the grant and use the funds for other charitable, educational or scientific purposes.

ARTICLE V

INDEMNIFICATION AND INSURANCE

Section 1. Indemnification of directors and Officers.

To the full extent authorized by law, the Corporation may elect to indemnify any person, made or threatened to be made, a party in any action or proceeding, whether civil or criminal, by reason of the fact that the person, his or her testator or intestate, is or was a director or officer of the Corporation or served in any capacity at the request of the Corporation any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise. The foregoing shall not obligate the Corporation to purchase directors' and officers' liability insurance, but should applicable law permit the Corporation may purchase such insurance if authorized and approved by the Board of Directors.

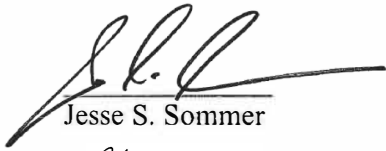
The fiscal year of the Corporation shall commence on **January 1st** in each calendar year and end on **December 31 in each calendar year.**

ARTICLE VII AMENDMENTS

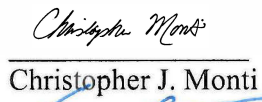
Section 1. Amendments.

The By-laws of the Corporation may be amended or repealed by the Board of Directors.

THE FOREGOING DOCUMENT IS A TRUE AND ACCURATE COPY OF THE BY-LAWS OF ORDER OF THE JAGWAR, LTD.. DULY ADOPTED BY THE BOARD OF DIRECTORS ON DECEMBER 23, 2019.



Jesse S. Sommer



Christopher J. Monti



Evan C. Freemyer

– EXHIBIT A –

MEMBERSHIP ELIGIBILITY CRITERIA:

To apply, Candidates must meet all of the following **5** criteria:

- 1) Be an attorney, paralegal, or legal administrator who is serving, or who has served, in the U.S. Army JAG Corps (Active Duty, Reserve Component, or National Guard).
- 2) Attain a prescribed minimum score on a record administration of the regulatorily-mandated Army fitness test (APFT/ACFT as applicable) within 12 months of the date of application.
- 3) Attain a minimum “Sharpshooter” marksmanship designation with either the service pistol or service rifle within 12 months of the date of application.
- 4) Complete the "**Triple-R**" **Induction Challenge** within 12 months of the date of application.
- 5) Earn a "Qualifying Military Badge" or graduate from a "Qualifying Army Service School" or complete a "Qualifying Warrior Event".
(These terms are defined on the JAGWAR website and annually updated to reflect current qualifying options.)

NOTE:

Membership criteria are subject to waiver, as appropriate, in the sole estimation of the Board of Directors, pursuant to a majority vote.