

ARTICLES OF INCORPORATION
OF
THE AMERICAN GEOPHYSICAL UNION

FIRST: The name of the corporation is American Geophysical Union.

SECOND: The period of duration is perpetual.

THIRD: The corporation is organized exclusively for charitable, scientific, literary, and educational 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"). In particular, it shall be among the purposes of the corporation to promote the scientific study of Earth, Sun, and the solar system and all of their environments and components and to make the results of such studies available to the public; to advance the various geophysical sciences through programs of the corporation, by scientific discussion, publication and dissemination of information, and by sponsorship of scientific and technical symposia, colloquia, and meetings; to promote cooperation between and among scientific organizations worldwide whose objectives include the furtherance of knowledge in the geophysical sciences and related disciplines; to carry out education and other outreach activities to further the public's understanding of the geophysical sciences; to initiate and participate in geophysical research programs.

In furtherance of its charitable, scientific, literary and educational purposes, the corporation shall have all the general powers enumerated in § 29-505 of the District of Columbia Nonprofit Corporation Act as now in effect or as may hereafter be amended (the "Act"), together with the power to solicit grants and contributions for such purposes. The corporation may engage in any lawful act or activity for which corporations may be organized under the Act. It may do so, either directly or through contracts with persons or other entities, including but not limited to agencies of the federal, state and local government, universities and colleges, or through contributions to any organization which is organized and operated exclusively for charitable, scientific, literary or educational purposes. In addition, in furtherance of its charitable, scientific, literary and educational corporate purposes, the corporation also may receive real and personal property by gift, devise or bequest; and invest and reinvest the same, and apply the income and principal thereof, as the board of directors, ~~known as the Council,~~ may from time to time determine, consistent with the stated purposes of the Union.

FOURTH: The corporation is to have members.

FIFTH: The corporation shall have one or more classes of members, as specified in the corporation's ~~Statutes and~~ Bylaws. The designation of each class, the manner of election or appointment and the qualifications and rights of the members of each class shall be set forth in the ~~Statutes and~~ Bylaws. Except as such right may be limited or denied by the ~~Statutes or~~ Bylaws, each member shall have one vote on the

following matters, in accordance with, and to the extent permitted by, the ~~Statutes and~~ Bylaws: (a) election and removal of officers of the Union and officers of the Sections, and (b) amendments to these Articles of Incorporation, ~~and (c) amendments to the~~ ~~Statutes.~~

SIXTH: The directors shall be elected or appointed as shall be provided in the ~~Statutes and~~ Bylaws.

SEVENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to any member, director or officers 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 the purposes set forth in Article THIRD hereof.

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) of the Code, and in any corresponding laws of the District of Columbia), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

During such period, or periods, of time as the corporation is treated as a "private foundation" pursuant to § 509 of the Code, the corporation shall distribute its income at such time and in such manner so as not to subject the corporation to tax under § 4942 of the Code, and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in § 4941(d) of the Code), from retaining any excess business holdings (as defined in § 4943(c) of the Code) which would subject the corporation to tax under § 4943 of the Code, from making any investments or otherwise acquiring assets in such manner so as to subject the corporation to tax under § 4944 of the Code, from retaining any assets which would subject the corporation to tax under § 4944 of the Code, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

Notwithstanding any other provisions 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) or 2522(a)(2) of the Code.

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 an organization or to organizations designated by the ~~Council~~ board of directors. Every organization so designated must be

organized and operated exclusively for scientific and related educational purposes and must, at the time, qualify as an exempt organization under § 501(c)(3) of the Code. In no event shall any of such assets or property be distributed to any member, director, or officer, or any private individual.

Except as set forth in these Articles, provision for the regulation of the internal affairs of the corporation shall be set forth in the ~~Statutes and~~ Bylaws.

~~EIGHTH:~~ The address of the initial registered office of American Geophysical Union is ~~1707 L Street, N.W. Washington, DC 20005~~, 20036, and its registered agent at that address is A. F. Spilhaus, Jr.

~~NINTH:~~ EIGHTH: The number of directors constituting the initial board of directors, known as the Council, is ~~25 and the names and addresses of the persons who are to serve as initial directors until their successors are elected and qualified are:~~ shall be as provided in the corporation's Bylaws.