

27 February 1959

H. R. Byers  
G. L. Lee, Jr.  
A. W. Peterson

Gentlemen:

Enclosed are copies of the Certificate of Incorporation and the By-laws of the proposed University Corporation for Atmospheric Research in final revised form. Also attached is a copy of John Woolsey's letter outlining the changes he has made and a Proxy and Waiver of Notice form.

As stated in the last paragraph of Mr. Woolsey's letter, the procedure is for each of you, in turn, to sign the original copy of the Certificate of Incorporation on page 8 and acknowledge it in the appropriate place on pages 9 or 10. The original copy of the Certificate has been bound to distinguish it and I am sending it first to Gil Lee. He should send it on to Byers or Peterson and the last recipient should return it to me.

In order to expedite matters I have selected March 16, 1959, as the date of incorporation. This will require that I have the duly signed and executed copy of the Certificate of Incorporation in my hands not later than March 12.

The meeting of incorporators has been set for 10:00 AM on March 19 in Boston. For this meeting I will need to have from each of you a duly-executed copy of the enclosed Proxy and Waiver of Notice

The date on the last line of the Certificate of Incorporation, just above the signatures will be the date on which I sign the document and has therefore been left blank as has the same date in the Proxy and Waiver of Notice.

Sincerely yours,

Henry G. Houghton

HERRICK, SMITH, DONALD, FARLEY & KETCHUM

294 Washington Street  
Boston 8, Massachusetts

February 26, 1959

Professor Henry G. Houghton  
Department of Meteorology  
Massachusetts Institute of Technology  
Cambridge, Mass.

Re: University Corporation for Atmospheric Research

Dear Professor Houghton:

In accordance with your request I am forwarding herewith thirty copies each of a revised Certificate of Incorporation and By-laws for the proposed University Corporation for Atmospheric Research.

Neither the Certificate of Incorporation nor the By-laws sets forth the state of incorporation, although it may be inferred from the location of the principal office on the first page of the Certificate of Incorporation, and hence you may want to refer to the state of incorporation in your covering letter to the proposed members.

I have made the various changes which we discussed on the telephone last week. These are as follows:

Certificate of Incorporation

- P. 4 - Membership in the corporation is now limited to nonprofit corporations.
- P. 5 - The names of the four incorporators have been inserted.
- P. 6 - The limitation on the number of trustees has been omitted.
- P. 7 - The description of the nonprofit corporation to which the functions or assets of UCAR may be assigned on its dissolution has been reworded in accordance with the suggestion of the Wisconsin Attorney General.

By-laws

- P. 1 - The number of members has been increased to thirteen.
- P. 2 - Florida State University has been inserted as a member.



- P. 3 - The references to individual members have been deleted from both paragraphs on this page, and a liberal ceiling of eighty has been placed on the number of members.
- P. 4 - The reference to individual members has been deleted from the top paragraph on the page, and the typographical error on the second line of Section 3 has been corrected.
- P. 5 - The words "but shall not be subject to further penalty" have been added to Section 3 at the top of the page in accordance with the suggestion of the Wisconsin Attorney General. On the same page the section on dissolution has been reworded to conform to the revised language of the Certificate of Incorporation.
- P. 6 - The last sentence of Section 6 at the top of the page has been reworded in view of the elimination of individual members.
- P. 8 - Section 1 of Article IV now provides that the Chairman of the Board shall be ex officio Chairman as well as a member of the Executive Committee in accordance with the suggestion of Mr. Lee of the University of Michigan.
- P. 9 - There has been a minor change of phraseology at the end of the last sentence on the page.
- P.11 - Article V has been reorganized so that the former Section 1 with respect to meetings of members now appears as Section V at the end of the article. This change in emphasis appeared to be logical in view of the likelihood that there would be few, if any, members.
- P.17 - The reference to individual members has been deleted from Article IX.

If you have any questions about any of these changes please do not hesitate to call me.

The incorporation procedure is for each of the four incorporators to sign and acknowledge the original copy of the Certificate of Incorporation which is then filed and recorded in Delaware. At this point it is in order for the incorporators to hold their meeting which I understand will be held by you as proxy for the others. I am enclosing a form of proxy to be signed by the incorporators for this purpose.

Sincerely yours,

(signed)

John M. Woolsey

JMW:DE  
Encs.