

2/18/59

CERTIFICATE OF INCORPORATION

OF

UNIVERSITY CORPORATION FOR ATMOSPHERIC RESEARCH

FIRST. The name of the corporation is University Corporation For Atmospheric Research.

SECOND. The principal office of the corporation in the State of Delaware is to be located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its resident agent is The Corporation Trust Company, whose address is 100 West Tenth Street, Wilmington, Delaware.

THIRD. The objects and purposes of the corporation are exclusively scientific or educational, as herein set forth: to engage in, assist and contribute to the support of scientific activities and projects in the field of atmospheric research and related fields and to foster and encourage the advancement of knowledge concerning the atmosphere in all of its aspects.

In carrying out these objects and purposes the corporation shall have power:

(a) To acquire, construct, establish, own, equip and operate an institute for atmospheric research and other laboratories and facilities for atmospheric research and for research in related fields.

(b) To prepare and circulate books, reports, pamphlets, films or other printed or graphic matter dealing with atmospheric research or research in related fields.

(c) To cooperate with educational institutions and foundations in the conduct of atmospheric research and in other matters connected with the purposes and activities of the corporation, and to make and award contributions, grants, fellowships and loans in furtherance of the purposes of the corporation.

(d) To accept by gift, devise, bequest or otherwise property of every kind and description, without limit as to amount.

(e) To purchase, take on lease or otherwise acquire, hold, invest, reinvest, use, mortgage, pledge, lease, exchange, sell, assign, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of ownership in such manner as in the judgment of the Board of Trustees will best promote the objects of the corporation.

(f) To perform, engage in and procure research, development, engineering and advisory services to or for the United States Government or any department or agency thereof.

(g) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, corporation, government, governmental unit, department or agency or other entity.

(h) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure payment of any such obligations by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part

of the property, rights, or privileges of the corporation.

(i) To invest and reinvest its funds in such securities and property, including without limitation, common and preferred stocks, bonds, debentures and mortgages, as the Board of Trustees may from time to time deem advisable.

(j) To have offices, and to promote and carry out its objects and purposes, and to exercise its powers, within or without the State of Delaware;

(k) To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals or otherwise;

(l) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided such acts are not inconsistent with the laws under which the corporation is organized.

The corporation is not organized and shall not be conducted for profit, and the foregoing objects, purposes and powers are each and all subject to the limitations that no part of the net earnings or of any other funds of the corporation shall inure to the benefit of any individual or of any member or person having a personal or private interest in the activities of the corporation (except that this provision shall not be so construed as to prevent the payment to officers, trustees and members of reasonable compensation for services actually rendered to the corporation); that no part of the corporation's activities shall be carrying on propaganda, or otherwise attempting, to influence legislation; and that the corporation shall not in any way participate in, or intervene in, any political campaign on behalf

of any candidate for public office.

FOURTH. This corporation shall be a membership corporation and shall have no authority to issue capital stock.

The membership of the corporation shall consist of the members who are elected by the incorporators named in this Certificate of Incorporation at their first meeting and such additional members, whether as successors to the original members or as additional members, as shall be elected to membership upon such terms and conditions as the by-laws of the corporation shall set forth, provided that the number of members shall be not less than five. Continuance of membership shall be governed by the provisions of the by-laws. Each member shall be entitled to one vote in person or by proxy at all meetings of the members. Members of the corporation shall be nonprofit corporations organized for educational, professional or scientific purposes who shall be eligible for membership in the corporation upon such terms and conditions as the by-laws shall set forth.

The affairs and business of the corporation shall be managed and conducted by a Board of Trustees who shall be elected to office in such manner and for such term, who shall have such qualifications and who shall have such powers and duties as may be provided in this Certificate of Incorporation or in the by-laws. Vacancies on the Board of Trustees shall be filled in such manner as may be provided in the by-laws.

FIFTH. The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Residence Address</u>
Horace R. Byers	362 Audubon Road Riverside, Illinois
Gilbert L. Lee, Jr.	1717 Morton Avenue Ann Arbor, Michigan
A. W. Peterson	1509 Wood Lane Madison 5, Wisconsin
Henry G. Houghton	29 Edmunds Road Wellesley Hills 81, Massachusetts

SIXTH. The corporation is to have perpetual existence.

SEVENTH. The private property of the members, trustees or officers shall not be subject to the payment of corporate debts.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the following provisions for the management of the corporation's business and the conduct of its affairs, and which create, define, limit and regulate the powers of the corporation and of the incorporators, trustees and members, are included in this Certificate of Incorporation:

(a) The incorporators shall hold their first meeting at a time and place within or without the State of Delaware as they shall determine, subject to the requirements of the statutes as to notice of such meeting, and each incorporator may be represented at such meeting by a proxy, who may but need not be one of the other incorporators, who shall be appointed in a writing to be filed with the records of the meeting and who may with full propriety also be appointed so to represent one or more additional incorporators. Such meeting may be held with full propriety if one or more of the incorporators is present in person and if each incorporator not so present is

represented by a proxy as above provided.

(b) In addition to the other powers and duties conferred upon the incorporators by law and by this Certificate of Incorporation the incorporators may adopt the original by-laws of the corporation. Thereafter the members of the corporation shall have the power to make, alter or repeal the by-laws in accordance with the provisions thereof.

(c) Meetings of the members may be held without the State of Delaware if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Trustees.

(d) The number of trustees shall be such number as the incorporators may determine at their first meeting and thereafter as may be determined by the members in the manner which shall be set forth in the by-laws, provided that such number shall be at least ten (10). The terms of office of the trustees shall be such terms as shall be set forth in the by-laws, and the powers of the trustees shall be such powers as shall be set forth in the by-laws.

(e) Unless otherwise required by law no election of members, trustees or officers need be by ballot.

(f) In case of the dissolution of the corporation no dividends or other distribution of any of the property or assets of the corporation remaining after the winding up of its affairs shall be made to any incorporator, member, trustee or officer thereof, but all such remaining property and assets shall in

such case be paid over to such successor nonprofit corporation organized for educational, professional or scientific purposes, contributions to which are deductible for Federal income tax purposes, as may be designated by the members in accordance with the by-laws at the time of dissolution to take over all or substantially all of the functions and purposes of the corporation, or, if no such successor corporation is so designated, all such remaining property and assets shall be paid over to such nonprofit corporation or corporations organized for educational, professional or scientific purposes, contributions to which are deductible for Federal income tax purposes, as may be so designated by the members, or applied to accomplish the general purposes for which the corporation is organized in such manner as the proper court having jurisdiction may direct.

NINTH. The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner provided by law provided that such amendment, alteration or repeal is declared advisable by a resolution adopted by the Board of Trustees and is thereafter approved by the affirmative vote of three-fifths (3/5) of all the members at any meeting of the members, and all rights conferred on members herein are granted subject to this reservation. No such amendment, alteration or repeal shall be made which would so change the nature of the business to be transacted or carried on or the objects or purposes to be promoted as to include any business, object or purpose which would not be exclusively scientific, educational, or otherwise charitable, or which would permit any part of the net earnings or

of any other funds of the corporation to inure to the benefit of any individual or member or person having a personal or private interest in the activities of the corporation (except that this provision shall not be so construed as to prevent the payment to officers, trustees and members of reasonable compensation for services actually rendered to the corporation), or would permit the corporation to carry on propaganda or otherwise influence legislation, or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereto set our hands and seals as of the day of March, A.D. 1959.

Horace R. Byers (Seal)

Gilbert L. Lee, Jr. (Seal)

A. W. Peterson (Seal)

Henry G. Houghton (Seal)

STATE OF ILLINOIS)
) ss.
COUNTY OF)

BE IT REMEMBERED that on this day of March, 1959,
personally came before me, a Notary Public for the State of Illinois,

Horace R. Byers, being one of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Notary Public

My commission expires:

STATE OF MICHIGAN

COUNTY OF

} ss.

BE IT REMEMBERED that on this day of March, 1959, personally came before me, a Notary Public for the State of Michigan, Gilbert L. Lee, Jr., being one of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal office the day and year aforesaid.

Notary Public

My commission expires:

STATE OF WISCONSIN

COUNTY OF

} ss.

BE IT REMEMBERED that on this day of March, 1959, personally came before me, a Notary Public for the State of Wisconsin, A. W. Peterson, being one of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts

therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Notary Public

My commission expires:

COMMONWEALTH OF MASSACHUSETTS }
COUNTY OF } ss.

BE IT REMEMBERED that on this day of March, 1959,
personally came before me, a Notary Public for the Commonwealth of
Massachusetts, Henry G. Houghton, being one of the parties to the
foregoing Certificate of Incorporation, known to me personally to
be such, and acknowledged the said Certificate to be his act and
deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year
aforesaid.

Notary Public

My commission expires: