

## ARTICLES OF INCORPORATION

of the

### Midwest Region of the American Chemical Society

To: Department of Consumer and Regulatory Affairs  
Business & Professional Licensing Administration  
Corporations Division  
941 North Capitol Street, N.E.  
Washington, D.C. 2002

We, the undersigned natural persons of the age of eighteen or more, acting as incorporators of the corporation under the Non-Profit Corporation Act (D.C. Code, 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is the Midwest Region of the American Chemical Society (hereinafter "Corporation").

SECOND: The period of duration is perpetual.

THIRD: The purpose for which this Corporation is organized and operated is exclusively scientific and educational, and no other as defined in Section 501 (c)(3) of the Internal Revenue Code, as amended from time to time, and its regulations as they now exist, or as they may hereafter be amended. In specific furtherance of these purposes, the objects of the Corporation shall be:

- a. To promote and advance the field of chemistry;
- b. To promote cooperation between local sections of the American Chemical Society located in the mid-western United States and to provide an organizational structure capable of executing projects of benefit to the local sections; and
- c. To ensure the ongoing success, continuity, and progress of scientific meetings based on chemistry and related areas of science in the Midwest Region of the American Chemical Society ("ACS"), Such meetings shall be hosted by local sections of the ACS selected by the Corporation, which will oversee the organization and operation of these meetings and provide support in the form of financial assistance and administrative and organizational guidance. These technical meetings shall encourage the advancement of chemistry and related areas of science, diffuse chemical knowledge, and promote scientific interests and inquiry through their respective symposia, reports, papers, publications, exhibits, awards, and other programs as well as enhance the career development of chemists and scientists, including recognition of prominent regional chemical and allied professions.

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or interference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto and shall each be regarded as independent and construed as powers as well as objects and purposes.

The corporation shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon non-profit corporations by the non-profit corporation laws of the District of Columbia now or hereafter in force and the enumeration of the foregoing powers shall not be deemed to exclude the powers, rights or privileges so granted or conferred.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized to and empowered to pay reasonable compensation for services rendered 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, and the Corporation shall not participate in, or intervene in (including publishing or distribution statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law).

FIFTH: If, in any one year, the Corporation is determined to be a private foundation, then, in that event, its income for each such taxable year shall be distributed at such time and in such manner as not to subject the so-determined foundation to taxation under Section 4942 of the Internal Revenue Code, and the foundation shall not engage in self dealing (as defined in Section 4941 (d) of the Internal Revenue Code) and the foundation shall not make any investments in such manner as to subject the foundation to tax under Section 4944 of the Internal Revenue Code, and shall not make any taxable expenditures (as defined in Section 4954 of the Internal Revenue Code).

SIXTH: The Corporation shall not be authorized to issue shares of stock. The Corporation shall have one (1) or more classes of members as provided for in the bylaws of the Corporation. Members shall have the right to vote and such other rights as shall be provided for in the bylaws of the Corporation.

SEVENTH: The number, qualifications, term and the manner of the election and appointment of the directors shall be provided for in the bylaws of the corporation.

EIGHTH: The Board of Directors shall be the representatives of the Corporation and, as such, shall have, hold and administer all the property, funds, and affairs of the Corporation pursuant to the terms of the District of Columbia Nonprofit Corporation and pursuant

to the bylaws of the Corporation.

NINTH: Provisions for the regulation of the internal affairs of the Corporation shall be provided for in the bylaws of the Corporation.

TENTH: In the event of dissolution or termination of the Corporation, the Board of Directors shall, after the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for charitable, educational, religious, or scientific purposes as shall at that time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board shall determine. Any of such assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, or to such organization or organizations as said court shall determine are organized and operated expressly for such purposes.

ELEVENTH: To the fullest extent permitted by the District of Columbia Non-Profit Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in instances where such relief is inconsistent with any provision of Section 501©(3) of the Internal Revenue Code, as amended from time to time.

TWELFTH: The address, including street and number, of the Corporation's initial registered office is Suite 1200, 888 17<sup>th</sup> Street, N.W., Washington, DC 20006, and the name of its initial registered agent at such address is OBMS Registered Agents, Inc.

THIRTEENTH: The number of directors constituting the initial Board of Directors is four (4), and the names and addresses, including street and number, of persons who are to serve as the directors until the first meeting or until their successors be elected and qualified are:

Charles M. Greenlief  
14812-10 Avery Ranch Boulevard  
Austin, TX 78717 – 3940  
Chair

Chris Spilling  
Department of Chemistry and Biochemistry  
University of Missouri-St. Louis  
430 Benton Hall  
8001 Natural Bridge Road  
St. Louis, MO 63121 – 4499  
Vice – Chair

Margie St. Germain  
9102 E. 50<sup>th</sup> Terrace  
Kansas City, MO 64133  
Secretary

Ruth A. Hathaway  
1810 Georgia St.  
Cape Girardeau, MO 63701 - 3816  
Historian

FOURTEENTH: The names and addresses, including street and number, of each incorporator is:

David T. Smorodin, Esquire  
c/o American Chemical Society  
1155 Sixteenth Street, N.W.  
Washington, D.C. 20036

Jerome C. Schaefer, Esquire  
c/o O'Brien, Butler, McConihe & Schaefer  
888 17<sup>th</sup> Street, N.W., Suite 1200  
Washington, D.C. 20036

Stephen M. Schaefer, Esquire  
c/o O'Brien, Butler, McConihe & Schaefer  
888 17<sup>th</sup> Street, N.W., Suite 1200  
Washington, D.C. 20036

IN WITNESS WHEREOF, we have executed these Articles of Incorporation in duplicate original on the \_\_\_\_\_ day of \_\_\_\_\_, 2006.

\_\_\_\_\_(SEAL)  
David T. Smorodin  
Incorporator

\_\_\_\_\_(SEAL)  
Jerome C. Schaefer  
Incorporator

\_\_\_\_\_(SEAL)  
Stephen M. Schaefer  
Incorporator

**Verification**

District of Columbia: ss:

I, \_\_\_\_\_, a notary public in and for the District of Columbia, hereby certify hereby certify that on the \_\_\_\_ day of \_\_\_\_\_, 2006, personally appeared before me David T. Smorodin, Jerome C. Schaefer, and Stephen M. Schaefer who signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

\_\_\_\_\_  
Notary Public

My commission expires: \_\_\_\_\_