

DRAFT

ARTICLES OF INCORPORATION
OF
PALEOANTHROPOLOGY SOCIETY

Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
614 H Street, N.W.
Washington, DC 20001

We, the undersigned natural persons of the age of eighteen years or more, do hereby associate ourselves together for the purpose of forming a nonprofit corporation in the District of Columbia pursuant to the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 edition, Title 29, Chapter 5). As incorporators of such Corporation, we adopt the following Articles of Incorporation:

Article One

NAME

The name of the Corporation shall be "Paleoanthropology Society".

Article Two

DURATION

The period of duration of this nonprofit Corporation shall be perpetual.

Article Three

PURPOSES

The Corporation is organized exclusively to promote the common interests of its members pursuant to the District of Columbia Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code of 1986, as may be amended from time to time (the "code"). The purpose of the corporation is to engage in the following activities:

To further scientific understanding of hominid evolution and the biological and cultural processes which underlie it. The Society also serves an educational function and works to facilitate the dissemination of paleoanthropological knowledge both within the scientific community and to the broader general public. Paleoanthropology is interdisciplinary and involves the research of physical anthropologists, archaeologists, geologists, paleontologists as well as specialists in related disciplines. The Society offers a unique

forum specifically designed to foster such interdisciplinary work. To achieve this goal, the Society provides a venue for the exchange of information through conferences, publications and related activities. It encourages active student participation and facilitates their incorporation into the professional research community.

The Society also reserves the right to conduct any other related activity that may lawfully be carried on by a corporation organized under the District of Columbia Nonprofit Corporation Act that is exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3).

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to the Corporation's directors, 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. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation described in Section 501(c)(3) of the Code.

Article Four

MEMBERSHIP ORGANIZATION

The Corporation shall be a membership organization, subject to the provisions of the District of Columbia Nonprofit Corporation Act. Members shall be entitled to vote as set forth in the bylaws. The Corporation shall not authorize or issue shares of stock, and no dividends or pecuniary profits shall be declared or paid to the corporation's members, directors, or officers.

Article Five

INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial board of directors of the Corporation is 3, and the names and addresses of the persons who are to serve as initial directors are as follows:

Name

Address

Their term of office shall be one year. The manner of appointing additional directors and successors to the initial board of directors shall be as provided in the bylaws.

Article Six

ELECTION OF DIRECTORS

The directors shall consist of the three general officers of the Corporation who will be members of society and elected for three year terms according to provisions provided in the bylaws. Additional directors may be added to the board as provided in the bylaws.

Article Seven

CORPORATE OFFICERS AND THEIR FUNCTIONS

The general officers of the Corporation shall be the President, Secretary, and Treasurer.

The powers and duties of the several officers shall be as stated in the bylaws

Article Eight

INTERNAL AFFAIRS

The regulation of internal affairs of the Corporation shall be as provided in the bylaws.

Article Nine

DISSOLUTION

Upon the liquidation or dissolution of the Corporation, after payment of all of the liabilities of the Corporation or due provision therefor, all of the assets of the Corporation shall be disposed of pursuant to the District of Columbia Nonprofit Corporation Act to one or more organizations with similar purposes and similar tax exemption.

Article Ten

AMENDMENTS

These articles may be amended in the manner provided by the District of Columbia Nonprofit Corporation Act.

Article Eleven

LOCATION AND REGISTERED AGENT

The location of the Corporation shall be 810 E Street SE, Washington DC 20003. The registered agent for the Corporation shall be John E. Yellen, 810 E Street SE, Washington DC 20003.

Article Twelve

INCORPORATORS

The names and addresses of the persons who are to serve as incorporators are as follows:

Name

Address