

STATE OF WISCONSIN
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JAN 22 2004

DEPARTMENT OF
FINANCIAL INSTITUTIONS

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WISCONSIN
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ARTICLES OF INCORPORATION OF
SOCIETY OF ENVIRONMENTAL TOXICOLOGY
AND CHEMISTRY OF NORTH AMERICA, INC.

The undersigned executes these Articles of Incorporation for the purpose of forming a Wisconsin corporation without stock and not for profit under the laws of Wisconsin, Chapter 181, Wisconsin Statutes.

ARTICLE I

The name of the Corporation is Society of Environmental Toxicology and Chemistry of North America, Inc.

ARTICLE II

The period of existence of the Corporation shall be perpetual.

ARTICLE III

The Corporation is organized and shall be operated exclusively for education, charitable and scientific purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto (the "Code"), which includes the following specific purposes:

1. To promote research, education, training and development in the field of environmental toxicology and chemistry.
2. To promote the collective application of environmental toxicology and chemistry to hazard assessment and risk analysis.
3. To disseminate information regarding environmental toxicology and chemistry and its application to the science of hazard and risk assessment.

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4. To participate in the scientific interpretation of issues concerned with the technology of hazard assessment and risk analysis as it relates to the field of environmental toxicology and chemistry.

5. To promote the study of concepts and the interpretation of programs that can be used for the development of ecologically acceptable practices and principals.

6. To provide a form for communication among professionals in government, business, academia and other segments of society involved in the use, protection, and management of the environment in the protection and welfare of the general public.

7. To exercise any, all and every power that a nonprofit corporation organized under the provisions of the Wisconsin Nonstock Corporation Law for charitable, educational, religious and scientific purposes, all for the public welfare, can be authorized to exercise but not any other purpose. None of the activities, funds, property or income of the Corporation shall be used in carrying on any political activity, directly or indirectly, or in attempting to influence legislation. Neither the Corporation nor its officers or directors shall, in their capacity as officers or directors of the Corporation, contribute to or otherwise support or assist any political party or candidate for elective public office. Any gifts, grants, scholarships and other rewards made by the Corporation shall be given or awarded in such manner as does not violate the restrictions under Code section 501(c)(3).

ARTICLE IV

The Corporation shall operate, and shall receive, hold, use and dispose of its funds and property, after providing for expenses incident to its operation, exclusively for the purposes of its organization. No part of the net earnings or assets of the Corporation shall inure to the benefit of any private individual or other person having a personal and private interest in the activities of the Corporation, except that the Corporation shall be authorized to pay reasonable compensation for

necessary services actually rendered to it and to make payments and distributions for the purposes of the organization. No dividends or pecuniary profits or liquidation dividends or distributions shall be declared or paid. Supplementary to the purposes of this organization, the Corporation may engage or participate in any activity, business or enterprise to procure funds for the purposes of the Corporation but only, however, to the extent that such activity, business or enterprise will not jeopardize the tax-exempt status of the Corporation.

ARTICLE V

The Corporation shall have four classes of members: Members, Associate Members, Emeritus Members, and Sustaining/Affiliate Members. Members shall not be entitled to vote upon any question except as specifically allowed in the By-Laws of the Corporation nor shall their consent be necessary in any statutory or other proceedings.

ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors as set forth in the By-Laws of the Corporation. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing setting forth the action is signed by at least two-thirds of the directors then in office. The interest of any director, officer or member in this Corporation shall not be assignable intervivos, nor shall it pass to any personal representative, heir or devisee.

ARTICLE VII

The number of directors constituting the initial Board of Directors is three and the names and addresses of the persons who are to serve as the initial directors until their successors be appointed and qualified are:

DIRECTORS

NAMEADDRESS

Anne Fairbrotler

200 SW 35th Street
Corvallis, OR 97333

William Stubblefield

1600 SW Western Boulevard
Corvallis, OR 97333

Kevin Reinert

717 Norristown Road
Spring House, PA 19477-0904

ARTICLE VIII

The Board of Directors shall have supervision, control and direction of the affairs of the Corporation, shall elect its officers, shall have authority to accept or reject membership, shall determine its policy within the limit of these Articles and the By-Laws of the Corporation, shall actively prosecute its objectives and shall have discretion in the disbursement of its funds. It may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers, appoint such agents as it may consider necessary.

ARTICLE IX

If the Corporation proves unable to carry out the purpose for which it was created, the Corporation shall be dissolved in accordance with law. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to such organization or organizations, as the Board of Directors shall select, which are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Code

section 501(c)(3). If the Board of Directors proves unable to agree upon the disposition of the Corporation's assets, all residual assets shall be surrendered to the Circuit Court located in the county in which the Corporation's principal office is located for disposition by the Court for the benefit of other organizations that are exempt under the Code section 501(c)(3).

ARTICLE X

The Corporation may make distributions or other payments pursuant to Wisconsin Statutes section 181.1302(3), as amended, upon authorization of the Board of Directors of the Corporation if: (a) the distribution or other payment is made in accordance with the stated purpose of the Corporation; (b) the Corporation would be able to pay its debts as they become due in the usual course of its activities; (c) the Corporation's total assets, after such distribution or other payment, would equal at least the sum of its total liabilities; and (d) the domestic or foreign corporation to which the distribution or other payment is made may not distribute any part of its income to members, directors or officers and is exempt from taxation under the Code section 501(c)(3).

ARTICLE XI

The location of the initial principal office of the Corporation shall be in Escambia County at 1010 North 12th Avenue, Pensacola, Florida 32501-3367

ARTICLE XII

The name and address of the initial registered agent of the Corporation are:

Subsidiary Service, Inc.
1000 North Water Street, Suite 2100
Milwaukee, WI 53202

ARTICLE XIII

The name and address of the incorporator are Daniel S. Galligan, Esq., 1000 North Water Street, Suite 2100, Milwaukee, Wisconsin 53202.

Executed this 20th day of January, 2004.

INCORPORATOR:

[Handwritten signature of Daniel S. Galligan]
Daniel S. Galligan

This document was drafted by Daniel S. Galligan, Esq.

After recording it should be returned to:

Susan K. Lipson, Paralegal
Reinhart Boerner Van Deuren s.c.
1000 North Water Street
Suite 2100
Milwaukee, WI 53202

FILING FEE: \$35

