# FORM NFP 102.10 (rev. Dec. 2003) ARTICLES OF INCORPORATION Concert Not For Profit Convertion Act

General Not For Profit Corporation Act

Jesse White, Secretary of State Department of Business Services 501 S. Second St., Rm. 350 Springfield, IL 62756 217-782-9522 www.cyberdriveillinois.com

Remit payment in the form of a cashier's check, certified check, money order or Illinois attorney's or C.P.A.'s check payable to Secretary of State.

-	File #	Filing Fee: \$50	Approved:			
Submit in duplicate Type or Print clea			early in black ink	– Do not write abo	o not write above this line	
Article 1. Corporate Name:The	Society of American A	Archivists F	oundation			
<b>Article 2.</b> Name and Address of Re	egistered Agent and F	Registered	Office in Illinois:	i		
Registered Agent:	Thomas		P.		Jurczak	
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	First Name		Middle Name	Last Name		
Registered Office:	17		N. State Street	Suite 1425		
	Number		Street	Suite # (P.O. Box alone is unacceptable		
	Chicago	Chicago IL		60602 Cook		
***************************************	City		ZIP Code		County	
Article 3. The first Board of Direct	ors shall be Not le	5 ss than three	in number, their N	lames and Addres	ses being as follows	
Director Name	Street Address		City	State	Zip Code	
SEE ATTACHMENT						
December 1						

Article 4.

Purpose(s) for which the Corporation is organized:

SEE ATTACHMENT

(continued on back)

Is this Corpo  ☐ Yes   ☐ I	ration a Condominium Association as establishe No	d under th	e Condominium Property Act? (check one)
Is this Corpo (check one) ☐ Yes		fined in S	ection 216 of the Internal Revenue Code of 1954?
	n 9-102 of the code of Civil Procedure? (check o		mmon-interest community as defined in subsection
Article 5. Other provisi	ions (For more space, attach additional sheet	s of this s	ize.):
	on are true.	ies of perju	ry, that the statements made in the foregoing Articles
Dated	June 17 , 2011 Month & Day Year		
	Signatures and Names		Post Office Address
1.		1.	17 N. State Street, Suite 1425
	Signature Thomas P. Jurczak		Chicago, IL 60602
	Name (print)		City, State, ZIP
2.	Signature	2.	Street
	Name (print)		City, State, ZIP
3.	Signature	3.	Street
	Name (print)	_	City, State, ZIP
4.		4.	
	Signature		Street
	Name (print)		City, State, ZIP
5.	Signature	5.	Street
	Name (print)	-	City, State, ZIP

### Signatures must be in BLACK INK on the original document. Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- · The registered agent cannot be the corporation itself.

Article 4.(continued)

- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- · The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert
  in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

#### **EXHIBIT A**

## Attached to and made a part of the Articles of Incorporation (Form NFP 102.10) of

### THE SOCIETY OF AMERICAN ARCHIVISTS FOUNDATION ARTICLES OF INCORPORATION

### ARTICLE THREE

The names and addresses of the first Board of Directors shall be as follows:

Scott Cline	17 N. State St., Suite 1425, Chicago, IL 60602
Jackie Dooley	17 N. State St., Suite 1425, Chicago, IL 60602
Aimee Felker	17 N. State St., Suite 1425, Chicago, IL 60602
Helen Tibbo	17 N. State St., Suite 1425, Chicago, IL 60602
Gregor Trinkaus-Randall	17 N. State St., Suite 1425, Chicago, IL 60602

#### ARTICLE FOUR

The purposes for which the Corporation is organized are exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), including specifically to promote and support the charitable and educational initiatives of The Society of American Archivists, a nonprofit corporation organized under the laws of the District of Columbia and recognized as described in Code Section 501(c)(6) (referred to herein as the "Society" or the "Corporate Member"). To the extent consistent with its status as an organization described in Code Section 501(c)(3), the Corporation shall operate to support and benefit the Corporate Member and the achievement of any charitable and educational purposes thereof, with the intention that the Corporation shall be classified as other than a private foundation pursuant to Code Section 509(a)(3).

#### ARTICLE FIVE

In the course of carrying out its purposes, the Corporation shall be subject to the following restrictions:

- (i) 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 and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of the purposes set forth herein.
- (ii) 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 the publishing or distribution of statements)

any political campaign on behalf of, or in opposition to, any candidate for public office.

(iii) Notwithstanding any other provision of these Articles of Incorporation, 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 Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

The Corporation shall be a membership entity having a sole corporate member, which shall be The Society of American Archivists, a nonprofit corporation organized under the laws of the District of Columbia and recognized as an organization described in Code Section 501(c)(6).

In the event of the dissolution of the Corporation, the Corporate Member, after paying or making provision for the payment of all of the liabilities of the Corporation, shall cause the remaining assets of the Corporation to be distributed to one or more organizations organized and operated for charitable and/or educational purposes consistent with those of the Corporation, provided that any and all such organizations must be described in Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

These Articles of Incorporation are filed pursuant to Section 102.35 of the Illinois General Not For Profit Corporation Act of 1986 (805 ILCS 105/) (the "Act"), for the purpose of incorporating an unincorporated association already residing in the State of Illinois and having purposes for which a corporation may lawfully be formed pursuant to the Act (the "Predecessor"). Consistent with that provision, the filing of these Articles of Incorporation has been duly authorized by the voting members of the governing body of the Predecessor, with the intent that, effective upon the filing hereof: (i) all of the rights, privileges, immunities, powers, franchises, authority and property of the Predecessor shall pass to and vest in the Corporation; and (ii) all obligations of the Predecessor shall become the obligations of the Corporation.

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