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CERTIFICATE OF INCORPORATION
OF
DELAWARE CHAPTER,
AMERICAN STATISTICAL ASSOCIATION, INC.

1. The name of the Corporation is: Delaware Chapter, American Statistical Association, Inc.

2. The address of the Corporation's registered office in the State of Delaware is 501 Ewing Hall, 15 Orchard Road, Department of Mathematical Sciences, University of Delaware, Newark, New Castle County, Delaware 19716. The registered agent is Delaware Chapter, American Statistical Association, Inc.

3. The Corporation is organized exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

In furtherance of, and not in limitation of the ~~general~~ powers conferred by the laws of the State of Delaware, and the activities and purposes herein set forth, it is expressly provided that the Corporation shall also have the following powers:

(1) Acting through its members, its president and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its By-laws, to do all such

acts as are necessary or convenient to the attainment of the activities and purposes herein set forth;

(ii) To purchase, receive, take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, all or any of the Corporation's property and assets, or any interest therein, wherever situated;

(iii) In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation.

The activities and purposes specified in the foregoing clauses shall, except where otherwise expressed, not be limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the activities and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent activities and purposes.

4. The Corporation shall not have any capital stock, and the conditions of membership shall be as follows:

Application for membership shall be made in writing, signed by the applicant, addressed to the Secretary of the Corporation, pledging that the applicant will abide by the By-Laws of this Corporation.

Upon receiving an application for membership, the Secretary of this Corporation shall at once communicate by mail the same to the several members of the Corporation for action, and if a majority thereof shall advise the Secretary of acceptance, the applicant or applicants shall be considered elected.

Any member wishing to withdraw from this Corporation may do so by giving notice to the Secretary in writing.

Any member may be removed from membership at any time, with or without cause, on vote of a majority of the members at any regular or special meeting.

5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 in Article 3 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 the publishing or distribution of statements) any political campaign on behalf of

any candidate for public office. Notwithstanding any other provision of this Certificate 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 Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170 of the Internal Revenue Code, or corresponding section of any future federal tax code.

6. The Corporation shall have perpetual existence.

7. The members shall have the power to make, alter or repeal the By-Laws of the Corporation.

8. No member of the Corporation shall be liable to the Corporation or any other member for monetary damages for breach of fiduciary duty, except for liability (i) for any breach of the member's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the member derived an improper personal benefit.

9. Thomas R. Pulsifer is the sole incorporator and his mailing address is 350 Delaware Trust Building, 902 Market Street, P. O. Box 951, Wilmington, Delaware 19899.

Dated: March 3, 1988

Thomas R. Pulsifer
Thomas R. Pulsifer
Sole Incorporator