

FORM **NFP 102.10** (rev. Dec. 2003)  
**ARTICLES OF INCORPORATION**  
 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

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\_\_\_\_\_ File # \_\_\_\_\_ Filing Fee: \$50 Approved: \_\_\_\_\_

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

**Article 1.**

Corporate Name: The Society of American Archivists Foundation

**Article 2.**

Name and Address of Registered Agent and Registered Office in Illinois:

|                    |                |                        |  |
|--------------------|----------------|------------------------|--|
| Registered Agent:  | <u>Thomas</u>  | <u>P.</u>              | <u>Jurczak</u>                           |
|                    | First Name     | Middle Name            | Last Name                                |
| Registered Office: | <u>17</u>      | <u>N. State Street</u> | <u>Suite 1425</u>                        |
|                    | Number         | Street                 | Suite # (P.O. Box alone is unacceptable) |
|                    | <u>Chicago</u> | <u>IL</u>              | <u>60602</u>                             |
|                    | City           | ZIP Code               | County                                   |

**Article 3.**

The first Board of Directors shall be 5 in number, their Names and Addresses being as follows  
Not less than three

| Director Name  | Street Address | City | State | Zip Code |
|----------------|----------------|------|-------|----------|
| SEE ATTACHMENT |                |      |       |          |
|                |                |      |       |          |
|                |                |      |       |          |
|                |                |      |       |          |

**Article 4.**

Purpose(s) for which the Corporation is organized:  
 SEE ATTACHMENT

(continued on back)

**Article 4.**(continued)

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes  No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes  No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes  No

**Article 5.**

Other provisions (For more space, attach additional sheets of this size.):

**Article 6.**

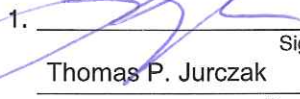
**Names & Addresses of Incorporators**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated June 17, 2011  
Month & Day Year

**Signatures and Names**

**Post Office Address**

1.   
 \_\_\_\_\_  
 Signature  
 Thomas P. Jurczak  
 \_\_\_\_\_  
 Name (print)

2. \_\_\_\_\_  
 \_\_\_\_\_  
 Signature  
 \_\_\_\_\_  
 Name (print)

3. \_\_\_\_\_  
 \_\_\_\_\_  
 Signature  
 \_\_\_\_\_  
 Name (print)

4. \_\_\_\_\_  
 \_\_\_\_\_  
 Signature  
 \_\_\_\_\_  
 Name (print)

5. \_\_\_\_\_  
 \_\_\_\_\_  
 Signature  
 \_\_\_\_\_  
 Name (print)

1. 17 N. State Street, Suite 1425  
 \_\_\_\_\_  
 Street  
Chicago, IL 60602  
 \_\_\_\_\_  
 City, State, ZIP

2. \_\_\_\_\_  
 \_\_\_\_\_  
 Street  
 \_\_\_\_\_  
 City, State, ZIP

3. \_\_\_\_\_  
 \_\_\_\_\_  
 Street  
 \_\_\_\_\_  
 City, State, ZIP

4. \_\_\_\_\_  
 \_\_\_\_\_  
 Street  
 \_\_\_\_\_  
 City, State, ZIP

5. \_\_\_\_\_  
 \_\_\_\_\_  
 Street  
 \_\_\_\_\_  
 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.
- 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.