

# AIC CORE DOCUMENTS

## Articles of Incorporation of the American Institute for Conservation of Historic & Artistic Works

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To: The Recorder of Deeds, D.C.  
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

- FIRST: The name of the Corporation is THE AMERICAN INSTITUTE FOR CONSERVATION OF HISTORIC & ARTISTIC WORKS, INC.
- SECOND: The period of duration is perpetual.
- THIRD: The Corporation is not organized for profit or to engage in any activity ordinarily carried on for profit. The purpose for which the Corporation is to be formed is to provide an organization for persons engaged in the conservation and restoration of Historic & Artistic Works in order that they may exchange, coordinate and advance knowledge and improved methods of art conservation and restoration.
- FOURTH: The corporation is to have members.
- FIFTH: The corporation is to be divided into five classes of members. These classes, and the members thereof, shall be designated as FELLOWS, PROFESSIONAL ASSOCIATES, ASSOCIATES, INSTITUTIONAL, and HONORARY MEMBERS. The manner of election or appointment and the qualifications and rights of members of each class shall be set forth in the bylaws. Each member of the professional categories, designated as Fellow and Professional Associate, shall have the right to one vote. Associates, Institutional, and Honorary Members shall not have a right to vote except as expressly provided in the bylaws.
- SIXTH: The initial bylaws of the corporation shall be adopted by its board of directors. The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the Fellows and Professional Associates, and the exercise of such power shall take place upon furnishing notice of a proposed change or changes in writing to all Fellows and Professional Associates entitled to vote not less than thirty days prior to the date of the meeting at which the vote is to be taken.
- SEVENTH: The number of directors of the corporation shall not be less than three. The officers of the corporation shall consist of a president, a secretary, a treasurer and other such officers as may be provided for in the corporation bylaws. The initial officers of the corporation shall be chosen by the initial Board of Directors; thereafter the Board of Directors and Officers of the Corporation shall be elected at annual meetings in accordance with provisions set forth in the corporation bylaws.
- EIGHTH: The income and property of the Corporation, from whatever source derived, shall be exclusively and permanently applied toward the purposes set forth in Article Third above. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 in Article Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise be 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 these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Revenue law).

NINTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any of such assets not so disposed of shall be disposed of by the United States District Court for the District of Columbia for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

TENTH: The address, including street number, of its registered office is 1156 15th Street NW, Suite 320, Washington, D.C. 20005 and the name of its registered agent at such address is AIC.

ELEVENTH: The number of directors constituting the initial board of directors is five and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors to be elected and qualified are:

<b>NAME</b>	<b>ADDRESS</b>
Lawrence J. Majewski	Conservation Center Institute of Fine Arts, N.Y.U. 1 East 78th Street New York, NY 10021
Sheldon Keck	River Street Cooperstown, NY 13326
Clements L. Robertson	City Art Museum of St. Louis St. Louis, MO 63105
Elisabeth W. FitzHugh	3806 Everett Street Kensington, MD 20795
Dr. Robert L. Feller	The Mellon Institute 4400 Fifth Avenue Pittsburgh, PA 15213

TWELFTH: The name and address, including street and number of each incorporator is:

<b>NAME</b>	<b>ADDRESS</b>
Donald J. Elardo	804 Ring Bldg. 1200 18th Street, NW Washington, D.C. 20036
Sharon J. Wisely	804 Ring Bldg. 1200 18th Street, NW Washington, D.C. 20036
Mary L. Nonemaker	804 Ring Bldg. 1200 18th Street, NW Washington, D.C. 20036

**Incorporators**

Date: December 7, 1972

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I, Ellen H. Bloyer, a Notary Public, hereby certify that on the 7th day of December, 1972, personally appeared before me, Donald J. Elardo, Sharon J. Wisely, and Mary L. Nonemaker, who being first duly sworn, declared that they signed the foregoing document as incorporators, and that the statements therein contained are true.

(Notarial Seal)

Ellen H. Bloyer

*As amended as of September 7, 1989.*