

Articles of Incorporation of the Foundation of the American Institute for Conservation of Historic & Artistic Works (FAIC)

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 FOUNDATION OF THE AMERICAN INSTITUTE FOR CONSERVATION OF HISTORIC & ARTISTIC WORKS, INC.

SECOND:

The period of duration is perpetual.

THIRD:

The Corporation is organized exclusively for educational, scientific and charitable 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 of 1954 (or the corresponding provision of any future United States Internal Revenue law).

FOURTH:

The corporation is to have members.

FIFTH:

The manner of election and the qualification and rights of Members shall be set forth in the Bylaws. Each Member shall have the right to one vote.

SIXTH:

The initial Bylaws of the Corporation shall be adopted by its Members. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws shall be vested in the Members, and the exercise of such power shall take place upon furnishing notice of a proposed change or changes in writing to all Members 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.

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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

NINTH:

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 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) 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 initial office is 918 16th Street, NW, c/o C T Corporation, Washington, D.C. 20006, and the name of its registered agent at such address is C T Corporation System.

ELEVENTH:

The number of Directors constituting the initial Board of Directors is seven 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:

NAME ADDRESS*

Sheldon Keck
Clements L. Robertson
Mary Todd Glaser
Paul N. Banks

Eleanor McMillan
Victor C. B. Covey

TWELFTH:

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

NAME ADDRESS*

Sheldon Keck
Clements L. Robertson
Mary Todd Glaser
Paul N. Banks
Eleanor McMillan
Victor C. B. Covey

*Addresses in original document. Email Bonnie Naugle for a pdf of the entire FAIC articles of incorporation.