

THE WASHINGTON BIOLOGISTS' FIELD CLUB, INC.

ARTICLES OF INCORPORATION

Under the District of Columbia Nonprofit Corporations Act

FIRST: The name of the Corporation is The Washington Biologists' Field Club, Inc.

SECOND: The duration of the Corporation shall be perpetual.

THIRD: The purposes for which the Corporation is formed are as follow: the promotion of research upon the fauna and flora of the District of Columbia and vicinity and the general advancement of biological science, with power to hold meetings in furtherance of these purposes; to acquire, hold and convey real estate and other property; to make and maintain collections of biological specimens; to conduct field excursions; to establish and maintain facilities for the pursuit of these purposes; in general, to conduct activities pertinent to a biologists' field club; and to hold any funds and property and to continue the activities of the organization. The Washington Biologists' Field Club formerly organized as a District of Columbia non-profit corporation on May 23, 1901, to the extent permissible as a reincorporation thereof; and to do all other acts and things permitted under the Act; *provided, however,* that said purposes shall be limited to and shall include only charitable, scientific, literary or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, as the same may be amended from time to time. Notwithstanding any other provision of these articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation; and 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(c)(2) of the Internal Revenue Code, or corresponding section of any future tax code.

FOURTH: The Corporation shall have members. The classes, qualifications, means of selection, and rights and powers of members shall be as set forth from time to time within the Bylaws of the Corporation, as adopted and amended from time to time by the Board of Directors.

FIFTH: The manner in which directors of the Corporation shall be selected shall be as provided in the Bylaws of the Corporation, as adopted and amended from time to time by the Board of Directors. Without limitation, within the Bylaws of the Corporation and for all other purposes related to the governance and operation of the Corporation, the Board of Directors may be referred to as a Board of Managers, and each director as a Manager.

SIXTH: The initial directors of the Corporation are Lowell W. Adams, Dave Ballantine, Ralph P. Eckerlin, Louise Emmons, Mercedes Foster, Pat Gillevet, Rod Simmons, Robert J. Soreng, Alan Whittemore, and Warren L. Wagner.

SEVENTH: The provisions for the regulation of the internal affairs of the Corporation, including provision for the distribution of assets on dissolution or final liquidation, are as follow:

No part of the net earnings of the Corporation shall inure or be payable to or for the benefit of any private member or individual. This shall not preclude the payment to individuals of reasonable compensation for services actually rendered, or the reimbursement of expenses incurred in connection with work performed in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. No part of the activities of the Corporation shall be the participation in, or intervention in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office. On liquidation or dissolution of the Corporation, all net assets of the Corporation after payment of creditors shall be distributed for one or more charitable, scientific, literary or educational purposes within the meaning of those terms as used in section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Other provisions for the regulation of the internal affairs of the Corporation, not in conflict with the foregoing, may be set forth in the Bylaws of the Corporation.

EIGHTH: The address, including street and number and zip code, of the registered agent and the office of the Corporation is: Warren L. Wagner, Department of Botany, Room MRC-166, Smithsonian Museum of Natural History, 10th St. N.W. & Constitution Avenue, Washington, D.C. 20560.

NINTH: The number of directors of the Corporation shall be a minimum of three; the specific number of directors shall be fixed by, or determined by the manner provided in, the Bylaws of the Corporation. The terms of each Director shall be a minimum of one year; the specific terms shall be fixed by, or determined by the manner provided in, the Bylaws of the Corporation.

TENTH: To the extent not prohibited by law, and to the extent such indemnification is not provided by insurance secured by the Corporation, the Corporation shall indemnify any person who is or was made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding (a "Proceeding"), whether civil, criminal, administrative or investigative, including, without limitation, an action by or in the right of the Corporation to procure a judgment in its favor, by reason of the fact that such person, or a person of whom such person is the legal representative, is or was a Director or officer of the Corporation, or is or was serving in any capacity at the request of the Corporation for any other corporation, partnership, joint venture, trust, employee benefit plan or other enterprise (an "Other Entity"), against judgments, fines, penalties, excise taxes, amounts paid in settlement and costs, charges and expenses (including attorneys' fees and disbursements). Persons who are not Directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or to an Other Entity at the request of the Corporation to the extent the Board of Directors at any time specifies that such persons are entitled to the benefits of this Article Tenth.

The Corporation shall, from time to time, reimburse or advance to any Director or officer or other person entitled to indemnification hereunder the funds necessary for payment of expenses, including attorneys' fees and disbursements, incurred in connection with any Proceeding, in advance of the final disposition of such Proceeding; provided, however, that, if required by applicable law, such expenses incurred by or on behalf of any Director or officer or other person may be paid in advance of the final disposition of a Proceeding only upon receipt by the Corporation of an undertaking, by or on behalf of such Director or officer (or other person indemnified hereunder), to repay any such amount so advanced if it shall ultimately be determined by final judicial decision from which there is no further right of appeal that such Director, officer or other person is not entitled to be indemnified for such expenses.

The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article Tenth shall not be deemed exclusive of any other rights to which a person seeking indemnification or reimbursement or advancement of expenses may have or hereafter be entitled under any statute, the Bylaws of the Corporation, any agreement, any vote of stockholders or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

The rights to indemnification and reimbursement or advancement of expenses provided by, or granted pursuant to, this Article Tenth shall continue as to a person who has ceased to be a Director or officer (or other person indemnified hereunder) and shall inure to the benefit of the executors, administrators, legatees and distributees of such person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of an Other Entity, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article Tenth, the Bylaws or under applicable law.

The provisions of this Article Tenth shall be a contract between the Corporation, on the one hand, and each Director and officer who serves in such capacity at any time while this Article Tenth is in effect and any other person indemnified hereunder, on the other hand, pursuant to which the Corporation and each such Director, officer, or other person intend to be legally bound. No repeal or modification of this Article Tenth shall affect any rights or obligations with respect to any state of facts then or theretofore existing or thereafter arising or any proceeding theretofore or thereafter brought or threatened based in whole or in part upon any such state of facts.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on January 5, 2021, and acknowledge the same to be his act and deed on behalf of the Corporation.

INCORPORATOR:



Warren L. Wagner

I hereby consent to serve as Registered Agent of the above-named Corporation and certify that its principal office is at the location indicated in Article Eighth above and that the maintenance of its principal office within the Smithsonian Institution, by which I am employed, is fully authorized.



Warren L. Wagner