

AS APPROVED BY APS COUNCIL 8/16/14

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

AMERICAN PHYSICAL SOCIETY

To: Department of Consumer & Regulatory Affairs
Corporations Division
1100 - 4th Street, SW
Washington, D.C. 20024

On this [●] day of [●], 2014, the undersigned, being President of the corporation named herein, pursuant to Title 29, Chapter 4 of the District of Columbia Code (the District of Columbia “Nonprofit Corporation Act of 2010”), for the purpose of amending and restating the Articles of Incorporation of The American Physical Society, a District of Columbia non-stock, nonprofit corporation incorporated on November 10, 1914, states that the Articles of Incorporation of the corporation are amended and restated to read in their entirety as follows:

FIRST: NAME. The name of the corporation is American Physical Society (the “Society”). The Society has elected to avail itself of the provisions of the Nonprofit Corporation Act of 2010.

SECOND: TERM. The term of the Society shall be perpetual.

THIRD: PURPOSES. The Society is a non-stock, nonprofit corporation, and it is organized and shall be operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent U.S. Federal tax laws (the “Code”). In furtherance of its purposes, the Society shall promote the advancement and diffusion of the knowledge of physics, publish periodicals and other publications for that purpose, and do such other things as

may be conducive to the said purposes. Notwithstanding any other provision of these Articles to the contrary, the Society is organized to function exclusively as an organization described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. Federal income tax purposes.

FOURTH: POWERS. In order to facilitate the fulfillment of its purposes, the Society shall have and may exercise all powers available to corporations under the Nonprofit Corporation Act of 2010, as the same now exists or may hereafter be amended. Nothing herein contained shall be deemed to authorize or permit the Society to carry on any activity, exercise any power or do any act that a corporation formed under the Nonprofit Corporation Act of 2010, as the same now exists or may hereafter be amended, may not at the time lawfully carry on or do.

Without limiting the powers the Society may lawfully exercise, the Society shall have the power to take and receive contributions of funds and services from individuals, profit-making entities, charitable, educational or other nonprofit organizations (including foundations) and federal, state or local government agencies.

FIFTH: STOCK AND MEMBERSHIP. The Society shall not have authority to issue any capital stock. The Society shall have one or more classes of members as set forth in the Constitution and Bylaws of the Society. Each class of members shall have such rights, including voting rights, privileges, and qualifications as set forth in the Constitution and Bylaws of the Society.

SIXTH: BOARD OF DIRECTORS. Except as otherwise provided by law or in the Constitution and Bylaws of the Society, the affairs of the Society shall be managed by a Board of Directors, and the internal affairs of the Society shall be regulated by the Society's

Constitution and Bylaws in effect from time to time. The number of directors and the manner of their election shall be as provided in the Constitution and Bylaws; *provided* that the number of directors shall not be less than three (3).

SEVENTH: RESTRICTIONS AND LIMITATIONS. (a) The Society shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying (and continuing to qualify) as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for U.S. Federal income tax purposes.

(b) The Society shall not be conducted or operated for profit, and no part of the net earnings or assets of the Society shall inure to the benefit of, or be distributable to, any of its incorporator, directors, officers or other private persons, except that the Society 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.

(c) No substantial part of the activities of the Society shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(d) Neither the whole, nor any part or portion, of the net earnings or assets of the Society shall be used, nor shall the Society ever be organized or operated, for purposes other than those stated in Article THIRD hereof.

(e) Notwithstanding anything contained herein to the contrary, if the Society shall during any period be treated as a private foundation as defined in section 509(a) of the

Code, the Society shall during any such period: (1) distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Code; (2) not engage in an act of self-dealing as defined in section 4941(d) of the Code; (3) not retain any excess business holdings as defined in section 4943(c) of the Code; (4) not make any investments in such manner as to subject it to tax under section 4944 of the Code; and (5) not make any taxable expenditures as defined in section 4945(d) of the Code.

EIGHTH: REGISTERED OFFICE AND AGENT. The address of the registered office of the Society is:

1090 Vermont Avenue, NW
Washington, DC 20005

The name of the initial registered agent at the foregoing office is:

Corporation Service Company.

NINTH: AMENDMENT. These Articles of Incorporation may be amended as provided in the Nonprofit Corporation Act of 2010, as the same now exists or may hereafter be amended.

TENTH: LIQUIDATION. In the event of the termination, dissolution or winding up of the Society in any manner or for any reason whatsoever, its remaining net assets, if any, shall be distributed exclusively for one or more of the purposes stated in Article THIRD hereof in such manner, or to one or more organizations then described in section 501(c)(3) of the Code, as the Board of Directors shall determine; and none of such property, assets or proceeds shall be distributed to, or divided among, any of the incorporator, directors or officers of the Society or any other private person.

The foregoing Amended and Restated Articles of Incorporation were duly adopted by the Council of the Society, the governing body of the Society prior to the effectiveness of the foregoing Amended and Restated Articles of Incorporation, in accordance with the requirements of the organizational documents of the Society and the Nonprofit Corporation Act of 2010 at a meeting of the Council held on [●], at which a quorum was present and was duly adopted through a vote of the membership on [●] in accordance with the requirements of the organizational documents of the Society and the Act.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been signed on this [●] day of [●], 2014 and are acknowledged to be the act and deed of the undersigned.

Name: Malcolm R. Beasley
Title: President