

ARTICLES OF INCORPORATION
OF
AMERICAN ASTRONOMICAL SOCIETY

ARTICLE I

The name of this corporation is American Astronomical Society (the “Society”).

ARTICLE II

The period of duration is perpetual.

ARTICLE III

The purpose of the Society is the advancement of astronomy and closely related branches of science.

ARTICLE IV

The Board of Directors of the Society shall be known as the Board of Trustees of the Society and the Directors shall be known as Trustees. The Board of Trustees shall fulfill all the functions of the Board of Directors. All members of the Board of Trustees shall be elected or appointed as provided in the Bylaws. The regulation of the internal affairs of the Society shall be conducted in accordance with the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”), these Articles of Incorporation of the Society and the Bylaws of the Society, as amended from time to time.

ARTICLE V

The Society shall have members. The qualifications, powers, and obligations of membership and other matters relating to the members shall be as set forth in the Bylaws of the Society.

ARTICLE VI

At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Society (voluntary or involuntary or by operation of law), or any other provisions hereof:

1. The Society shall not possess or exercise any power or authority, whether expressly, by interpretation, or by operation of law, that would pose substantial risk of preventing it at any time from qualifying and continuing to qualify as an entity described in section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the “Code”) or any future revenue law, contributions to which are deductible for federal income tax purposes, nor shall the Society engage directly or indirectly in any activity that would pose a substantial risk of causing the loss of such qualification under section 501(c)(3) of the Code.

2. No part of the assets shall ever be used, nor shall the Society be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of section 501(c)(3) of the Code.

3. The Society shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it for tax exemption under section 501(c)(3) of the Code by reason of attempting to influence legislation. Nor shall the Society, directly or indirectly, 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.

4. Pursuant to the prohibition contained in section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the Society shall ever inure to the benefit of any private individual.

ARTICLE VII

Upon termination, dissolution, or winding up of the Society in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities and obligations of the Society shall be distributed to, and only to, one or more organizations then existent dedicated to purposes similar to those of the Society so long as those organizations be exempt as described in section 501(c)(3) of the Code or under such successor provision of the Code as may be in effect at the time of the Society's dissolution.

ARTICLE VIII

The Society may indemnify any Trustee to the fullest extent permitted by applicable law, except liability for (1) the amount of a financial benefit received by the Trustee to which the Trustee is not entitled; (2) an intentional infliction of harm; (3) a violation of § 29-406.33 of the Act; or (4) an intentional violation of criminal law.

ARTICLE IX

The address of the initial registered agent is: [_____], and the name of the initial registered agent at such address is CT Corporation.

ARTICLE X

All references contained in these Articles to the Internal Revenue Code of 1986, or to the "Code" shall be deemed to refer to the Internal Revenue Code of 1986, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended.

ARTICLE XI

An amendment to these Articles of Incorporation may be adopted by the Board of Trustees and the members of the Society, in accordance with the requirements of the Act.