



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

ASTROPHYSICAL RESEARCH CONSORTIUM

a Washington non-profit corporation. Articles of Incorporation were filed for record in this office on the date indicated below.

Corporation Number: 2-345769-0

Date: June 26, 1984



Given under my hand and the seal of the State of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

ASTROPHYSICAL RESEARCH CONSORTIUM
A Washington Not-for-Profit Corporation

ARTICLES OF INCORPORATION

The undersigned persons, as the Incorporators of a Corporation under the provisions of the Washington Non-Profit Corporation Act (Chapter 24.03 Revised Code of Washington [RCW]), adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

The name of this Corporation shall be "Astrophysical Research Consortium."

ARTICLE II

Period of Duration

The duration of this Corporation shall be perpetual.

ARTICLE III

Purposes

The purposes of this Corporation are solely and entirely of an educational and scientific research nature. The Corporation

shall operate as a tax exempt, nonprofit corporation under Chapter 24.03 RCW and Section 501(c)(3) of the Internal Revenue Code, as those acts are enacted or hereafter amended. Specifically, the Corporation will design, construct, and operate for educational and scientific research purposes one or more advanced technology large telescopes and related support buildings and instrumentation to be located in the Sacramento Peak area of New Mexico.

ARTICLE IV

Limitations

The Corporation shall be a nonprofit corporation and shall not have or issue shares of stock. No dividends shall be paid, nor shall any part of its revenue inure to the benefit of any private individual, officer, or member of the Corporation, except that the Corporation may pay reasonable compensation and reimburse expenses of personnel carrying out the purposes of the Corporation. No substantial part of the activities of the Corporation shall be devoted to the influencing of legislation. The Corporation shall not in any way participate in the political campaign of any candidate for public office.

The Corporation shall not conduct or carry on activities which are not permitted to be conducted or carried on by (A) an organization exempt under Section 501(c)(3) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto;

or (B) an organization, contributions to which are deductible pursuant to Section 170(c)(2) of the Internal Revenue Code or acts amendatory thereof or supplementary thereto, all of which are herein referred to as "Eligible Institutions."

In the event of dissolution of the Corporation with remaining assets, such assets shall be distributed to one or more Eligible Institutions.

ARTICLE V

By-Laws

The authority to make, alter, amend, or repeal the By-laws of the Corporation is vested in its Board of Directors, and such power shall be exercised only by the unanimous vote by the Board of Directors. The By-laws may contain any provision for the regulation and management of the Corporation's affairs not inconsistent with the law, these Articles of Incorporation, or the Consortium Agreement entered into by the original members of the Corporation, as it may be amended from time to time.

ARTICLE VI

Registered Office and Agent

The initial registered office of the Corporation will be The Graduate School, University of Washington, Seattle, Washington 98195. The initial registered agent is located at that address and is named Donald R. Baldwin.

ARTICLE VII

Membership

The original membership of the Corporation shall be the following nonprofit institutions of higher education:

The University of Chicago
Chicago, Illinois

Princeton University
Princeton, New Jersey

New Mexico State University
Las Cruces, New Mexico

University of Washington
Seattle, Washington

Washington State University
Pullman, Washington

Qualifications and rights of the members of the Corporation and for new members of the Corporation shall be as determined by the Consortium Agreement entered into by the original members of the Corporation, as it may be amended from time to time, and the By-Laws of the Corporation.

ARTICLE VIII

Initial Board

The initial Board of Directors of the Corporation shall number ten persons whose names and addresses are as follows:

Dr. Stuart A. Rice, Dean
Division of the Physical Sciences
University of Chicago
5801 South Ellis Avenue
Chicago, Illinois 60637

Dr. Lewis M. Hobbs
P.O. Box 258
Yerkes Observatory
Williams Bay, Wisconsin 53191

Mr. Allen J. Sinisgalli, Director
Office of Research Administration
Princeton University
Princeton, New Jersey 08544

Dr. Jerry Ostriker
Department of Astrophysical Sciences
Peyton Hall
Princeton University;
Princeton, New Jersey 08544

Dr. Dennis Darnall, Associate Dean
Director of Arts & Sciences Research Center
College of Arts & Sciences
New Mexico State University
Las Cruces, New Mexico 88003

Dr. Reta F. Beebe
Astronomy Department
New Mexico State University
Las Cruces, New Mexico 88003

Dr. Thomas E. Lutz
Program in Astronomy
Washington State University
Pullman, Washington 99164-2930

Dr. Robert A. Nilan, Dean
Division of Sciences
College of Sciences and Arts
Washington State University
Pullman, Washington 99164

Mr. Donald R. Baldwin
Assistant Provost for Research
The Graduate School, AG-10
University of Washington
Seattle, Washington 98195

Dr. Bruce H. Margon
Professor and Chairman
Department of Astronomy, FM-20
University of Washington
Seattle, Washington 98195

ARTICLE IX

Incorporators

The names and addresses of the two Incorporators are as follows:

Donald R. Baldwin
Assistant Provost for Research
The Graduate School, AG-10
University of Washington
Seattle, Washington 98195

Bruce H. Margon
Professor and Chairman
Department of Astronomy, FM-20
University of Washington
Seattle, Washington 98195

ARTICLE X

Other Provisions

The number and identity of Directors identified above may be changed from time to time consistent with the By-Laws of the Corporation. Further, it is understood that the location of the Corporation's registered office and the person serving as registered agent may be changed by the Board of Directors.

ARTICLE XI

Amendments

The Corporation reserves the right to amend, alter, change, or repeal any provision contained within the Articles of Incorporation in a manner now or hereafter prescribed by the laws

of the state of Washington and consistent with the terms of the Consortium Agreement entered into by the original members of the Corporation, as it may be amended from time to time.

DATED this 15th day of June, 1984.

Donald R. Baldwin

Donald R. Baldwin
Assistant Provost for Research

Bruce H. Margon

Bruce H. Margon, Chairman
Department of Astronomy