

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**THE PALEONTOLOGICAL SOCIETY**

The undersigned officer of The Paleontological Society (the “Society”), pursuant to the provisions of the District of Columbia NonProfit Corporation Act, as amended (the “Act”), hereby executes the following Amended and Restated Articles of Incorporation (the “Articles”), which supersede and take the place of the previously existing articles of the Society and all previous amendments thereto:

**ARTICLE I**

**Name**

The name of the Society is The Paleontological Society.

**ARTICLE II**

**Purposes**

The Society is organized and operated exclusively to conduct, support, encourage, and assist such scientific, educational, charitable, and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the “Code”), or corresponding provisions of any subsequent federal tax laws. In furtherance of such purposes, the Society’s specific purposes shall include:

- furthering in the broadest and most liberal manner the advancement of paleontology in all its aspects;
- promoting paleontological research in government and industry;
- providing communication among paleontologists, thereby improving their qualifications and usefulness;
- promoting and recognizing educational development and attainments of paleontologists;

- increasing and diffusing paleontological knowledge;
- cooperating and engaging in communications with other organizations and persons in the solid earth and biological sciences; and
- promoting scientific interest and inquiry through meetings, professional contacts, reports, papers, discussions and publications, thereby fostering the public welfare and education.

### ARTICLE III

#### Powers

Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Society shall have the power or authority to do any act that will prevent the Society from being an organization described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2). Subject to the foregoing statement, and subject to and in furtherance of the purposes for which it is organized, the Society shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

Section 1. To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

Section 2. To cease its activities and to dissolve and surrender its corporate franchise.

### ARTICLE IV

#### Period of Existence

The period during which the Society shall continue is perpetual.

ARTICLE V

Registered Agent and Registered Office

Section 1. The name of the registered agent in charge of the Society’s registered office at the time of the adoption of these Articles is \_\_\_\_\_, and the address of such registered agent is \_\_\_\_\_.

Section 2. The street address of the registered office of the Society at the time of the adoption of these Articles is \_\_\_\_\_.

ARTICLE VI

Members

The Society shall have members. The characteristics, qualifications, rights, limitations, and obligations of the members shall be set forth in the Society’s Bylaws.

ARTICLE VII

Board of Directors

The Society’s Board of Directors shall be referred to as the “Council.” The exact number of councilors of the Society shall be specified in or fixed in accordance with the Bylaws of the Society (the “Bylaws”) at a number no smaller than three (3). At the time of adoption of these Articles, the names of the councilors of the Society are as follows:

Steven Holland  
President

Sandra J. Carlson  
Past-President

Arnold Miller  
President-Elect

Margaret Yacobucci  
Secretary

Peter Harries  
Treasurer

Laurel Collins  
Representative-At-Large

Kate Bulinski  
Representative-At-Large

Michal Kowalewski  
Co-editor, Paleobiology

Catherine Badgley  
Co-editor, Paleobiology

Shuhai Xiao  
Co-editor, Paleobiology

Carlos Jaramillo  
Co-editor, Paleobiology

Brenda Hunda  
Co-editor, Journal of  
Paleontology

Jisuo Jin,  
Co-editor, Journal of  
Paleontology

Sara Marcus  
Editor, Special Publications

Leif Tapanila  
Communications Officer

Matthew Clapham  
Program Coordinator

Margaret Fraiser  
Education/Outreach  
Coordinator

Lucy Chang  
Student Representative

Sharon McMullen  
Student Representative

#### ARTICLE VIII

##### Election of Councilors

The councilors of the Society shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws.

#### ARTICLE IX

##### No Private Inurement

None of the Society's net earnings shall inure to the benefit of any private individual.

#### ARTICLE X

##### Regulation of Corporate Affairs

The affairs of the Society shall be subject to the following provisions:

Section 1. Notwithstanding any other provision of these Articles, if for any taxable year the Society is deemed a "private foundation" described in Code section 509(a), the

Society shall make distributions at such time and in such manner as not to subject the Society to the tax imposed by Code section 4942.

Section 2. Notwithstanding any other provision of these Articles, at any time the Society is deemed a “private foundation” described in Code section 509(a), the Society shall not:

- (a) Engage in any act of self-dealing as defined in Code section 4941(d);
- (b) Retain any excess business holdings as defined in Code section 4943(c);
- (c) Make any investment in such manner as to subject the Society to tax under Code section 4944; or
- (d) Make any taxable expenditure as defined in Code section 4945(d).

Section 3. Neither the Council nor the Society shall have the power or authority to do any act that will prevent the Society from being an organization described in Code section 501(c)(3).

Section 4. Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Society shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation.

Section 5. The Society shall not participate 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.

Section 6. Subject to the provisions of these Articles and applicable law, the Council shall have complete and plenary power to manage, control, and conduct all the affairs of the Society.

Section 7. The power to make, alter, amend, and repeal the Society’s Bylaws shall be vested in the Council, subject to approval by the members.

Section 8. No councilor of the Society shall be liable for any of its obligations.

Section 9. Meetings of the Council may be held at any location, either inside the District of Columbia or elsewhere.

Section 10. All parties dealing with the Society shall have the right to rely upon any action taken by the Society pursuant to authorization by the Council by resolution duly adopted in accordance with the Society's Articles, Bylaws, and applicable law.

Section 11. The Council may from time to time, in the Bylaws of the Society or by resolution, designate such committees as the Council may deem desirable for the furtherance of the purposes of the Society.

## ARTICLE XI

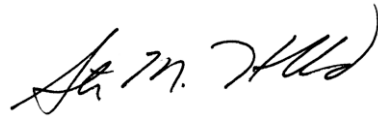
### Dissolution of the Society

Upon dissolution of the Society, its assets remaining after the payment of all its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Council and the members, and that are organized and operated for purposes substantially the same as those of the Society, and that are described in Code sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2).

The undersigned officer hereby presents these Amended and Restated Articles of Incorporation to the Secretary of DC Department of Consumer and Regulatory Affairs for filing, representing beforehand to the Secretary and all persons whom it may concern that the manner of their adoption and the vote by which they were adopted constitute full compliance with the

provisions of applicable law, the previously existing articles of the Society, and the Society's Bylaws.

IN WITNESS WHEREOF, the undersigned officer hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this 9<sup>th</sup> day of March, 2016.

A handwritten signature in black ink, appearing to read "St. M. Holland", written in a cursive style.

Steven M. Holland