

**ARTICLES OF INCORPORATION**  
**OF**  
**SOCIETY OF WOMEN ENGINEERS ENDOWMENT FUND, INC.**

**THE UNDERSIGNED**, all of whom are natural persons of the age of eighteen (18) years or more, acting as incorporators of a corporation pursuant to the District of Columbia Nonprofit Corporation Act, hereby certify:

**ARTICLE I**  
**NAME**

The name of the Corporation (which is hereinafter referred to as the “Corporation”) is:

**SOCIETY OF WOMEN ENGINEERS ENDOWMENT FUND, INC.**

**ARTICLE II**  
**DURATION**

The period of duration of the Corporation is perpetual.

**ARTICLE III**  
**REGISTERED OFFICE AND AGENT**

The address of the Corporation’s registered office in the District of Columbia is 1444 I Street, N.W., Suite 700, Washington, DC 20005. The name of the registered agent of the Corporation at such address is Bostrom Corporation.

## **ARTICLE IV**

### **PURPOSE**

A. The Corporation is a nonprofit organization organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended and the Treasury Regulation promulgated thereunder, as they now exist or may hereafter be amended (hereinafter, collectively, the “Code”). More specifically, the Corporation shall be organized and operated exclusively for the benefit of Society of Women Engineers (“SWE”) by providing financial support for SWE’s charitable, educational and scientific programs (including, but not limited to, such award and recognition programs and special purpose funds as may from time to time exist) and by conducting such programs directly, provided, however, that any program conducted directly by the Corporation shall carry out the purposes of SWE. In connection with the foregoing, the Corporation shall maintain and administer such special purpose funds as provided in the Bylaws of the Corporation.

B. As a means of accomplishing the foregoing purposes, the Corporation shall have all powers granted to a corporation under the District of Columbia Nonprofit Corporation Act and the power to do all things necessary, proper, and consistent with maintaining its status as an organization exempt from federal income taxation under Code Section 501(c)(3) and a “supporting organization” within the meaning of Section 509(a)(3) of the Code.

**ARTICLE V**

**MEMBER**

SWE shall be the sole member of the Corporation and shall exercise all powers specifically conferred upon SWE, as the sole member of the Corporation, by these Articles of Incorporation, the Bylaws of the Corporation and the laws of the District of Columbia. As set forth herein and in the Bylaws of the Corporation, SWE shall act with respect to the Corporation through and by action of SWE's Board of Directors and Council of Representatives (or any successor body).

**ARTICLE VI**

**INCORPORATORS**

The name and address of the incorporators are as follows:

NAME:

ADDRESS:

Carolyn F. Phillips

3312 Tanglely St., Houston, TX 77005

Marjorie Inden

7099 Shale Ct., Middletown, MD 21769

Martha Sloan

1220 E. Lakeshore Dr., Houghton, MI

49931

**ARTICLE VII**

**TRUSTEES AND REGULATION OF INTERNAL AFFAIRS**

A. The affairs and business of the Corporation shall be managed and conducted by its Board of Trustees; provided, however, that the authority of the Board of Trustees shall be subject to the reserved powers of SWE, as sole member of the Corporation, as expressly provided in these Articles or in the Bylaws of the Corporation. The qualifications, election, number, tenure, powers and duties of the members of the

Board of Trustees of the Corporation shall be as provided in the Bylaws. The following persons shall serve as trustees of the Corporation until their successors are selected and qualify:

| <u>NAME</u>         | <u>ADDRESS:</u>                                  |
|---------------------|--------------------------------------------------|
| Carolyn F. Phillips | 3312 Tangley St., Houston, TX 77005              |
| Marjorie Inden      | 7099 Shale Court, Middletown, MD 21769           |
| Dorothy P. Morris   | 1000 Severin Dr., Bridgewater, NJ 08807          |
| Martha Sloan        | 1220 E. Lakeshore Dr., Houghton, MI 49931        |
| Kathryn Cunningham  | 4225 Saratoga Ave, #312, Downers Grove, IL 60515 |
| Judith Simmons      | 11847 Glenfalls Court, Cincinnati, OH 45246-2102 |

B. The initial Bylaws shall be adopted by the Board of Trustees.

C. The following powers or actions may be exercised, approved or taken by the Corporation only upon the approval by the majority of each of SWE's Board of Directors and Council of Representatives (or any successor body): (i) amendment of the Corporation's Articles of Incorporation or Bylaws, (ii) changing the mission or purpose of the Corporation, or the mission or purpose of any of the special purpose funds maintained by the Corporation, (iii) engaging in any activity or business other than those directly related to the solicitation of donations for the special purpose funds, and the maintenance, investment or distribution of the special purpose funds, (iv) undertaking any extraordinary corporate actions, and (v) incurring or guaranteeing any material debt, or transferring any material portion of its assets.

D. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, trustee, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts. No substantial part of the activities of the Corporation shall be devoted to the carrying on of propaganda or otherwise attempting to influence legislation in a manner or to an extent which would disqualify the Corporation for tax exemption under Section 501(c)(3) of the Code. The Corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (including publishing or distributing statements).

E. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code, (ii) a corporation, contributions to which are deductible under Sections 170(a) and (c)(2) of the Code, or (iii) by an organization described in Section 509(a)(3) of the Code.

## **ARTICLE VIII**

### **DISSOLUTION**

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Trustees shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation (after the payment of the obligations and liabilities of the Corporation) to SWE; provided, however, that if either SWE (or its successor) does not qualify under the

provisions of Section 501(c)(3) of the Code, is not in existence or is not willing or able to accept such assets, then the assets which would otherwise be transferred to SWE (or its successor) shall be transferred to one or more domestic corporations having a similar or analogous character or purpose as SWE, as may be selected by the Board of Trustees.

**ARTICLE IX**  
**TRUSTEE AND OFFICER LIABILITY**

No Trustee or officer of the Corporation shall be personally liable to the Corporation for monetary damages for actions taken or omitted in good faith as a Trustee or officer, provided that this provision shall not eliminate or limit the liability of a Trustee or officer for any breach of the Trustee's or officer's duty of loyalty to the Corporation, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or for any transaction from which the Trustee or officer involved derived an improper personal benefit. If the District of Columbia Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of Trustees or officers, then the liability of a Trustee or officer of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the amended District of Columbia Nonprofit Corporation Act.

[SIGNATURES ON NEXT PAGE]

**IN WITNESS WHEREOF**, we, the undersigned, being the Incorporators hereinabove named, do hereby affirm under penalties of perjury that these Articles of Incorporation are our act and deed, and the facts herein stated are true and, accordingly, we have executed these Articles of Incorporation this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

\_\_\_\_\_  
Carolyn F. Phillips

\_\_\_\_\_  
Martha Sloan

\_\_\_\_\_  
Marjorie Inden

STATE OF TEXAS            )  
                                          )  
COUNTY OF \_\_\_\_\_ )     SS:  
                                          )  
                                          )

I, \_\_\_\_\_, a Notary Public in and for \_\_\_\_\_ County, Texas, do hereby certify that Carolyn F. Phillips, whose name is signed to the foregoing Articles of Incorporation of Society of Women Engineers Endowment Fund, Inc. bearing the date of \_\_\_\_\_, 2004, personally appeared before me in said County, said person being personally well known to me as the person who executed the said Articles of Incorporation, and she acknowledged the same to be her act and deed.

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GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

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\_\_\_\_\_  
Notary Public



STATE OF Michigan)

COUNTY OF \_\_\_\_\_ )  
 )  
 )  
 ) SS:

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I, \_\_\_\_\_, a Notary Public in and for \_\_\_\_\_ County,

Michigan, do hereby certify that Martha Sloan, whose name is signed to the foregoing

Articles of Incorporation of Society of Women Engineers Endowment Fund, Inc. bearing

the date of \_\_\_\_\_, 2004, personally appeared before me in said County, said

person being personally well known to me as the person who executed the said Articles

of Incorporation, and she acknowledged the same to be her act and deed.

GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2004.

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\_\_\_\_\_  
Notary Public

STATE OF MARYLAND )  
 )  
COUNTY OF \_\_\_\_\_ ) SS:  
 )  
 )

I, \_\_\_\_\_, a Notary Public in and for \_\_\_\_\_ County, Maryland, do hereby certify that Marjorie Inden, whose name is signed to the foregoing Articles of Incorporation of Society of Women Engineers Endowment Fund, Inc. bearing the date of \_\_\_\_\_, 2004, personally appeared before me in said County, said person being personally well known to me as the person who executed the said Articles of Incorporation, and she acknowledged the same to be her act and deed.

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GIVEN under my hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 2004,

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\_\_\_\_\_  
Notary Public