ARTICLES OF INCORPORATION
OF
SOCIETY FOR SOCIAL STUDIES OF SCIENCE, INC.

FIRST: The undersigned, being at least 18 years of age, acting as incorporator, does hereby form a corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia.

SECOND: The name of the corporation (which is hereinafter called the “Corporation”) is: Society for Social Studies of Science, Inc.

THIRD: The Corporation is formed exclusively to further and promote charitable, scientific and educational purposes, and the business and objects to be carried on and promoted by it are to:

(1) promote research, learning and understanding in the social analysis of science; and

(2) perform any activities which are permitted to be performed by corporations that are: (i) formed under the Virginia Nonstock Corporation Act; and (ii) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law (the “Code”), and contributions to which are deductible under Sections 170(c)(2), 2055(a)(2) and 2522(a)(2) of the Code (such organizations are referred to herein as “Section 501(c)(3) Organizations”), including the making of distributions to other Section 501(c)(3) Organizations and states, territories, or possessions of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, scientific or educational purposes, as those terms are defined in Section 501 (c)(3) of the Code.

FOURTH: The Corporation shall have members. The Corporation may have one or more classes of membership as set forth in the Bylaws of the Corporation. The rights and privileges of members of the Corporation, including any voting rights, shall be as set forth in the Bylaws of the Corporation.

Any corporate action required or permitted to be taken at a meeting of members may be taken without a meeting and without prior notice, if the corporate action is taken by members who would be entitled to vote at a meeting of members having voting power to cast not fewer than the minimum number (or numbers, in the case of voting by voting groups) of votes that would be necessary to authorize or take the corporate action at a meeting at which all members entitled to vote thereon were present and voted.

FIFTH: The Corporation shall have the following powers in order to carry out the purposes set forth hereinabove:

(1) to take and hold, by bequest, devise, gift, purchase or lease, either absolutely or in trust, any property, whether real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;
(2) to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the aforementioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received;

(3) to receive any property, whether real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more such purposes;

(4) to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them;

(5) to invest and reinvest surplus funds in such securities or properties as the Council of the Corporation may from time to time determine;

(6) to raise funds for the furtherance of the purposes of the Corporation;

(7) to make agreements and contracts and incur liabilities; and

(8) to do all things necessary or desirable to carry on and accomplish the purposes for which the Corporation is organized.

SIXTH: The initial registered agent is a domestic or foreign stock or nonstock corporation, limited liability company, or registered limited liability partnership authorized to transact business in Virginia. The name and address of the registered agent of the Corporation in this State are ResAgent, Inc., 3190 Fairview Park Drive, Suite 800, Falls Church, VA 22042-4510.

SEVENTH: The corporation's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent is 3190 Fairview Park Drive, Suite 800, Falls Church, VA 22042-4510. The registered office is physically located in the county of Fairfax.

EIGHTH: The Corporation is not authorized to issue capital stock.

NINTH: The affairs of the Corporation shall be managed by a board of directors, which shall be referred to as the “Council.” The initial number of directors (who shall be referred to as “Council members”) of the Corporation shall be seventeen (17), which number may be increased or decreased pursuant to the Bylaws of the Corporation but shall never be less than the minimum number permitted by the Virginia Nonstock Corporation Act now or hereafter in force. The Council shall be elected by the members of the Corporation as set forth in the Bylaws of the Corporation. The duties of Council members shall be as set forth in the Bylaws of the Corporation.

TENTH: The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors,
officers or other private persons, except that the Corporation 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. Notwithstanding the foregoing, earnings of the Corporation may be distributed to any other corporation, including a member of the Corporation, provided, however, that the funds or property so distributed shall be applied to such purposes as would be permissible if the Corporation itself applied such funds or property to such purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not take any action not permitted to be taken, or engage in any activities not permitted to be engaged in, by a Section 501(c)(3) Organization.

ELEVENTH: Upon liquidation, dissolution or winding up of the Corporation, the Council shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to: (i) one or more organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as Section 501(c)(3) Organizations; or (ii) any state, territory or possession of the United States, any political subdivision of any of the foregoing, or to the United States or the District of Columbia, but only for charitable, scientific or educational purposes, as those terms are defined in Section 501(c)(3) of the Code. The Council shall determine how the Corporation’s assets will be distributed in accordance with the foregoing sentence. Any of the Corporation’s assets not so disposed of shall be disposed of by the Circuit Court of Falls Church, Virginia, or such other court of competent jurisdiction sitting in the political subdivision in which the principal office of the Corporation is then located, exclusively to such organizations, as said court shall determine, that are organized and operated exclusively for such purposes.

TWELFTH: During any fiscal year of the Corporation that it is determined to be a private foundation as defined in Section 509(a) of the Code, the Corporation shall: (i) distribute its income for such 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; (ii) not engage in any act of self-dealing as defined in Section 4941(d) of the Code; (iii) not retain any excess business holdings as defined in Section 4943(c) of the Code; (iv) not make any investments in such manner as to subject it to tax under Section 4944 of the Code; and (v) not make any taxable expenditures as defined in Section 4945(d) of the Code.

THIRTEENTH: The Corporation shall indemnify its Council members and officers to the full extent permitted by the Virginia Nonstock Corporation Act now or hereafter in force, and may advance related expenses, upon a determination by the Council or independent legal counsel (who may be regular counsel for the Corporation) made in accordance with applicable statutory standards; and, upon authorization by the Council, may indemnify other employees or agents to the same extent.

FOURTEENTH: To the fullest extent permitted by Virginia statutory or decisional law, as amended or interpreted, no director or officer of the Corporation shall be personally liable to the Corporation or its members for money damages. No amendment of these Articles of Incorporation or repeal of any of its provisions shall limit or eliminate the benefits provided to
Council members and officers under this provision with respect to any act or omission that occurred prior to such amendment or repeal.

FIFTEENTH: The duration of the Corporation shall be perpetual.

SIXTEENTH: These Articles of Incorporation may be amended at a meeting of the Council upon receiving the vote of at least two-thirds of the Council members in office. The Council may adopt one or more amendments at any one meeting.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation on this ____ day of __________, 2022, and acknowledge the same to be my act and deed.

________________________________________
Amanda Windle
insert address
Incorporator