

CONFIDENTIAL
SECRETARY OF STATE
FRANKFURT, KENTUCKY

67 SEP 30 1965

Dwight R. Davis

ARTICLES OF INCORPORATION

OF

NORTH AMERICAN MEMBRANE SOCIETY, INC.

Article I

Name

The name of the Corporation shall be the NORTH AMERICAN MEMBRANE SOCIETY, INC. ✓

Article II

Duration

The duration of the Corporation shall be perpetual. ✓

Article III

Purposes and Powers

A. The Corporation shall be operated exclusively for educational and scientific purposes, within the meaning of Section 501 (c)(3) of the Internal Revenue Code, as amended. In carrying out its corporate purposes the Corporation shall have all the powers allowed corporations by Chapter 273 of the Kentucky revised statutes; provided however, the Corporation shall not have or exercise any power prohibited by the provisions of Paragraph C.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 III. 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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted a corporation exempt from Federal income tax under the provisions of Sec 501 (c)(3) of the Internal Revenue Code.

C. The purposes of the Society are:

1. To further the growth of membrane science and technology through
 - organization of workshops, short courses and meetings
 - publication of a newsletter, study guide and other scientific publications
 - sponsorship of curriculum development for University level courses in membrane science and technology.
2. To receive and maintain funds from its members and from interested sponsors for the furtherance of the programs in Article III C-1 and to apply the income and principal thereof.

Article IV

Dissolution

Upon dissolution of the Corporation, the Executive Council shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization(s) operated exclusively for educational or scientific purposes as shall at that time qualify as an exempt organization under Sec 501(c)(3) of the Internal Revenue

Code, as the Executive Council shall determine. Any such assets not so disposed of shall be disposed of by the Jefferson Circuit Court of Jefferson County, Kentucky, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article V

Directors

The number of Directors constituting the initial Board of Directors shall be three (3). Thereafter, the number of Directors shall be fixed, from time to time, by the by-laws, without necessity of amending these Articles. The names and addresses of the persons who are to serve as directors until the first organizing meeting at which time their successors shall be elected are as follows:

Elias Klein
5517 Hempstead Road
Louisville, KY 40207

Sun-Tak Hwang
9880 Humphrey Road
Cincinnati, OH 45242

Douglas Lloyd
2312 Indian Trail
Austin, TX 78703

Article VI

Registered Office and Registered Agent

The address of the initial registered office of the Corporation in this state shall be 5517 Hempstead Road, Louisville, KY 40207. The name of the initial registered agent of the Corporation is Elias Klein, Ph.D., at 5517 Hempstead Road, Louisville, KY. 40207.

Article VII

Incorporator

The name and address of the sole incorporator is as follows:


Elias Klein, Ph.D.
5517 Hempstead Road
Louisville, KY, 40207

Article VIII

Indemnification

The private property of the members of the Board of Directors shall not be subject to or in any way liable to any debt of this Corporation.

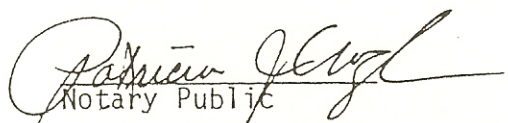
IN WITNESS whereof, the said incorporator does subscribe his name and acknowledges this to be his act and deed this 19th day of September, 1985



Elias Klein, Ph.D.
Incorporator

I certify that the above information is true to the best of my knowledge.

Sworn before me this 19th day of Sept., 1985.


Notary Public

My commission expires 08/26/86.

Notary Seal