

AMENDED AND RESTATED ARTICLES OF INCORPORATION

TO: Department of Consumer and Regulatory Affairs
Corporations Division
1100 4th Street SW Washington, D.C. 200024

Pursuant to Section 29-408.07 of the District of Columbia Nonprofit Corporation Act, the undersigned Corporation elects to avail itself thereto.

- FIRST:** The name of the Corporation is AMERICAN SOCIETY FOR MICROBIOLOGY.
- SECOND:** The term for which the Corporation is organized is perpetual.
- THIRD:** A resolution recommending that the Corporation amend and restate its Articles of Incorporation was adopted in the following manner: the resolution was adopted at a meeting of members held on June 19, 2016, at which a quorum was present, and the resolution received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.
- FOURTH:** The purposes which are to be promoted or carried on by the Corporation shall be exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and in furtherance of such purposes and no other purposes, including specifically:
- Section 1. The promotion of scientific knowledge of microbiology and related subjects;
 - Section 2. The stimulation of scientific investigations;
 - Section 3. The planning, organization, and administration of publications for the advancement of scientific knowledge in this field; and
 - Section 4. The improvement of education in microbiology and related subjects.
- FIFTH:** The Corporation shall have one class of members who shall be entitled to vote and whose qualifications are set forth in the Bylaws.
- SIXTH:** In conducting its activities, the Corporation shall have all of the powers granted nonprofit corporations under the District of Columbia Nonprofit Corporation Act.

SEVENTH: In conducting its activities, the Corporation shall observe the following regulations:

- (a) The internal affairs of the Corporation shall be regulated by a Board of Directors whose actions shall be consistent with the requirements of the District of Columbia Nonprofit Corporation Act and the Bylaws of the Corporation.
- (b) No part of the assets or the net earnings of the Corporation shall ever be used for, nor shall the Corporation ever be organized or operated for, purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (c) No part of the assets or net earnings of the Corporation, current or accumulated, shall inure to the benefit of, or be distributable as dividends or otherwise, to the directors, officers, or employees of the Corporation, or to other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions to further its purposes and objectives.
- (d) No director, officer, employee, member of a Committee, person connected with the Corporation, or any other private individual shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.
- (e) Upon dissolution or winding up, assets of the Corporation then remaining in the hands of the Board of Directors shall, after paying or making provisions for payment of all liabilities of the Corporation, be distributed, transferred, conveyed, delivered and paid over only to educational, scientific, religious and charitable organizations that are exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and which are not private foundations within the meaning of Section 509(a) of the Code, except that no distribution shall be made to organizations testing for public safety; the distributions shall be made on whatever terms and conditions and in whatever amounts the Board of Directors may determine, to be used by the institutions receiving them exclusively for educational, scientific, or charitable purposes.
- (f) 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 political campaigns on behalf of any candidate for public office, whether by publishing or distributing statements or otherwise.

(g) The Corporation will carry on, otherwise than as an insubstantial part of its activities, only activities that in themselves are in furtherance of educational and charitable purposes.

(h) The Corporation shall not be operated for the primary purpose of carrying on an unrelated trade or business for profit.

(i) The principal office of the Corporation is to be located in the District of Columbia. It may establish such other offices either in or outside of the United States as it may from time to time determine. The Corporation will operate to some extent throughout the world, but its principal operations will be conducted in the United States.

EIGHTH: The number of Board Members that the Corporation may henceforth have shall not be less than three.

NINTH: The Members of the Board of Directors shall be elected in the manner prescribed by the Bylaws of the Corporation.