

CERTIFICATE OF INCORPORATION
OF
ELIZABETH MORSE GENIUS FOUNDATION

---ooOoo---

FIRST. The name of the corporation is
ELIZABETH MORSE GENIUS FOUNDATION.

SECOND. Its principal office in the State
of Delaware is located at No. 100 West Tenth Street
in the City of Wilmington, County of New Castle. The
name and address of its resident agent is The Corpora-
tion Trust Company, No. 100 West Tenth Street, Wilm-
ington 99, Delaware.

THIRD. The objects or purposes to be pro-
moted or carried on are:

The corporation is organized and shall be
operated exclusively for religious, charitable, scienti-
fic, testing for public safety, literary or educational
purposes, to promote the welfare of mankind and in-
cluding, but not limited to, the acquisition, production,
preservation, collection, promotion, appreciation and

exhibition of fine arts. In furtherance of such purposes it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities or any thereof; and for such purposes it may solicit and receive funds and other property, real, personal, and mixed, and interests therein, by gift, transfer, devise, or bequest, and invest, re-invest, hold, manage, administer, expend, and apply such funds and property, subject to such conditions and limitations, if any, as may be expressed in any instrument evidencing such gift, transfer, devise, or bequest.

No part of the income or principal of the corporation shall inure to the benefit of or be distributed to any member, trustee, or officer of the corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. The corporation shall not carry on propaganda, or otherwise attempt, to influence legislation, nor participate in, nor intervene in, any

political campaign on behalf of any candidate for public office.

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, viz:

Acting through its trustee-members, its president and other officers, subject to the powers and restrictions of this certificate of incorporation, and its by-laws, to do all such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth, and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in this certificate of incorporation and not forbidden by the laws of the State of Delaware.

To have offices and promote and carry on its objects and purposes within or without the State of Delaware, in other states, the District of Columbia, the territories or colonies of the United States.

In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited or forbidden by the by-laws of this corporation.

FOURTH. The corporation shall not have any capital stock, and the conditions of membership shall be as set forth in the by-laws.

FIFTH. The names and places of residence of the incorporators are as follows:

<u>NAMES</u>	<u>RESIDENCES</u>
H. K. Webb	Wilmington, Delaware
H. C. Broadt	Wilmington, Delaware
A. D. Atwell	Wilmington, Delaware

SIXTH. The names and residence addresses of the persons constituting the board of trustee-members until the first annual meeting of the corporation are:

<u>NAMES</u>	<u>RESIDENCES</u>
JEANNETTE GENIUS McKEAN	231 N. Interlachen Avenue Winter Park, Florida
HUGH F. McKEAN	231 N. Interlachen Avenue Winter Park, Florida
HAROLD H. HAMMER	76 Deerhurst Road Scarsdale, New York

SEVENTH. The corporation shall have perpetual existence.

EIGHTH. The private property of the trustee-members shall not be subject to the payment of corporate debts.

NINTH. The activities and affairs of the corporation shall be managed by a board of trustee-members. The number of trustee-members which shall constitute the whole board shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws, but in no case shall the number be less than three.

JEANNETTE GENIUS McKEAN shall have power during her lifetime to remove any trustee-member of this corporation, at any time, for or without cause, and to declare such membership vacant. Such power shall be exercised by written instrument filed with the secretary of the corporation and such removal to become effective forth-

with immediately upon the filing of such instrument. The trustee-members of the corporation, by a vote of two-thirds of the membership at an annual or special meeting, may remove any trustee-member for conduct deemed by the trustee-members of the corporation to be injurious to the reputation, standing, credit or affairs of this corporation, provided in such case the trustee-member first shall be personally served with the charges, in written form, brought against him, and shall be given a fair opportunity to be heard before the trustee-members of the corporation in his defense.

The by-laws shall specify the number of trustee-members necessary to constitute a quorum. The board of trustee-members may, by resolution or resolutions, passed by a two-thirds vote of the whole board, designate one or more committees, which to the extent provided in said resolution or resolutions or in the by-laws of the corporation shall have and may exercise the powers of the board of trustee-members in the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as

may be stated in the by-laws of the corporation or as may be determined from time to time by resolution adopted by the board of trustee-members. The trustee-members of the corporation may, if the by-laws so provide, be classified as to term of office. The corporation may elect such officers as the by-laws may specify, who shall, subject to the provisions of the statute, have such titles and exercise such duties as the by-laws may provide. The board of trustee-members is expressly authorized to make, alter or repeal the by-laws of this corporation.

This corporation may in its by-laws confer powers upon its board of trustee-members in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statute, provided that the board of trustee-members shall not exercise any power or authority conferred herein or by statute upon the trustee-members.

TENTH. Meetings of trustee-members may be held without the State of Delaware, if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes), outside of the State of Delaware at such place or places

as may be from time to time designated by the board of directors.

ELEVENTH. The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon trustee-members herein are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of The Delaware Code, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 10th day of December A. D. 1957.

H. K. Webb (SEAL)

H. C. Broadt (SEAL)

A. D. Atwell (SEAL)

STATE OF DELAWARE }
COUNTY OF NEW CASTLE } ss.

BE IT REMEMBERED that on this 10th day of December
A. D. 1957, personally came before me, a Notary Public for
the State of Delaware, H. K. Webb, H. C. Broadt and
A. D. Atwell , all of the parties
to the foregoing certificate of incorporation, known to me
personally to be such, and severally acknowledged the said
certificate to be the act and deed of the signers respectively,
and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and
year aforesaid.

M. Ruth Mannering
Notary Public

(SEAL)

M. Ruth Mannering
Notary Public
Appointed Feb. 12, 1957
State of Delaware
Term Two Years