

**Amended and Restated
Articles of Incorporation
of
The Academy of Natural Sciences of Philadelphia**

1. The name of the corporation is The Academy of Natural Sciences of Philadelphia.
2. The address of its registered office is:

1900 Benjamin Franklin Parkway
Philadelphia, PA 19103
Philadelphia County
3. The corporation shall be organized and operated exclusively for charitable, scientific, literary and educational purposes permitted within the scope of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of these purposes, the corporation may exercise all rights and powers conferred by the laws of the Commonwealth of Pennsylvania upon nonprofit corporations which are consistent with these purposes.
4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
5. The corporation was incorporated by the act of March 24, 1817 (P.L. 454, Ch. 4407). The corporation is now subject to the provisions of the Nonprofit Corporation Law of 1988 (the "PaNPCL").
6. The corporation is organized upon a nonstock basis.
7. A proposed amendment to or repeal of these articles of incorporation shall not be deemed to have been adopted unless it has been approved by the Board of Trustees, regardless of whether the amendment or repeal has been proposed, adopted or approved by the members.
8. A proposed amendment to or repeal of the bylaws of the corporation shall not be deemed to have been adopted unless it has been approved by the Board of Trustees, regardless of whether the amendment or repeal has been proposed, adopted or approved by the members.
9. No person who is or was a Trustee of the corporation shall be personally liable, as such, for monetary damages (other than under criminal statutes and under federal, state and local laws imposing liability on directors for the payment of taxes) unless the person's conduct constitutes self-dealing, willful misconduct or recklessness. No amendment or repeal of this Article 9 shall apply to or have any effect on the liability or alleged liability of any person who is or was a Trustee of the corporation for or with respect to any acts or omissions of the Trustee occurring prior to the effective date of the amendment or repeal. If the PaNPCL is amended to permit a

Pennsylvania nonprofit corporation to provide greater protection from personal liability for its Trustees than the express terms of this Article 9, this Article 9 shall be construed to provide for that greater protection.

10. (a) The corporation shall indemnify any person who was or is a party to, is threatened to be made a party to, or is otherwise involved (including without limitation as a witness) in, any threatened, pending or completed action or proceeding, including without limitation actions by or in the right of the corporation, whether civil, criminal, administrative or investigative, by reason of the fact that the person is or was a trustee, director or officer of the corporation, or is or was serving while a trustee, director or officer of the corporation at the request of the corporation as a trustee, director, officer, employee, agent, fiduciary or other representative of another corporation (for profit or not-for-profit), limited liability company, partnership, joint venture, trust, employee benefit plan or other enterprise, against all liabilities, expenses (including without limitation attorneys' fees), judgments, fines, excise taxes and amounts paid in settlement in connection with such action or proceeding unless the act or failure to act by the person giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. The corporation shall have the power to indemnify employees and agents of the corporation on the same basis as provided above in this subsection (a), and to advance expenses to employees and agents on the same basis as provided in Article 10(b), as the Board of Trustees may from time to time determine or authorize.
- (b) Expenses (including without limitation attorneys' fees) incurred by any person who was or is an officer, director or trustee of the corporation in defending or participating in any action or proceeding referred to in Article 10(a) shall automatically be paid by the corporation, without the need for action by the Board of Trustees, in advance of the final disposition of the action or proceeding upon receipt of an undertaking by or on behalf of the person to repay the amount advanced if it shall ultimately be determined that the person is not entitled to be indemnified by the corporation.
- (c) The corporation shall not be obligated to indemnify any person under Article 10(a) or advance expenses under Article 10(b) with respect to proceedings, claims or actions commenced by the person, other than mandatory counterclaims and affirmative defenses.
- (d) The indemnification and advancement of expenses provided by or pursuant to this Article 10 shall not be deemed exclusive of any other rights to which any person seeking indemnification or advancement of expenses may be entitled under any insurance policy, agreement, vote of members or directors, or otherwise, both as to actions in the person's official capacity and as to actions in another capacity while holding an office, and shall continue as to a person who has ceased to be a director, officer or trustee and shall inure to the benefit of the heirs, executors and administrators of the person. If the PaNPCL is amended to permit a Pennsylvania nonprofit corporation to provide greater rights to indemnification and advancement of expenses for its trustees, directors and officers than the express terms of this

Article 10, this Article 10 shall be construed to provide for those greater rights.

(e) The duties of the corporation to indemnify and to advance expenses to a trustee, director or officer as provided in this Article 10 shall be in the nature of a contract between the corporation and each such person, and no amendment or repeal of any provision of this Article 10 shall alter, to the detriment of a person, the right of the person to the advancement of expenses or indemnification related to a claim based on an act or failure to act that took place prior to the amendment or repeal or the termination of the service of the person as a trustee, director or officer, whichever is earlier.

11. (a) Notwithstanding any other provision of these articles of incorporation, the corporation shall not conduct or carry on any activities that are proscribed for any corporation that is exempt from Federal income tax under the provisions of Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(3) of the Code or for a corporation contributions to which are deductible under Section 170(a) of the Internal Revenue Code as being to an organization referred to in Section 170(c)(2) of the Code.

(b) No part of the income or net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, trustee, director or officer of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the corporation by any officer, director, trustee, agent or employee, or any other person or corporation, pursuant to and upon authorization of the Board of Trustees). No member, trustee, director or officer of the corporation, or any other private individual shall be entitled to share in any distribution of any of the corporate assets on dissolution of the corporation or otherwise. Notwithstanding the foregoing, this paragraph shall not apply with regard to any member which is itself exempt under Section 501(c)(3) of the Internal Revenue Code.

(c) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code. The corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(d) No part of the assets of the corporation shall inure to the benefit of or be distributable to any organization whose income or net earnings or any part thereof inure to the benefit of any private shareholder or other individual or any substantial part of the activities of which consists of carrying on propaganda or otherwise attempting to influence legislation.

12. The corporation does not intend to be a private foundation within the meaning of Section 509 of the Internal Revenue Code, but if at any time the corporation is deemed to be a private foundation, it shall be subject to the following additional

restrictions:

- (i) It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Internal Revenue Code.
 - (ii) It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.
 - (iii) It shall not retain excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.
 - (iv) It shall not make any investments as would subject it to tax under Section 4944 of the Internal Revenue Code.
 - (v) It shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.
13. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of the 1986 (or corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.