

**ARTICLES OF INCORPORATION  
OF  
AMERICAN SECTION OF THE INTERNATIONAL  
SOLAR ENERGY SOCIETY, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of becoming incorporated under and pursuant to Chapter 617, laws of the State of Florida, applicable to Corporations Not for Profit, an pursuant thereto, file the following proposed Articles, to-wit:

**ARTICLE 1**

Name

The name of the Corporation shall be “American Section of the International Solar Energy Society, Inc.”, hereinafter referred to as the “Corporation”.

**ARTICLE 2**

Purposes for Which Corporation is Organized

The purposes of the Corporation shall be:

1. To foster the science and technology in the application of solar energy; and
2. To encourage solar energy basic and applied research and development; and
3. To advance the utilization of solar energy; and
4. To promote education in the fields related to solar energy; and
5. To gather, compile and disseminate information relating to all aspects of solar energy.

**ARTICLE 3**

Qualification of Members and Manner of Their Admission

1. Membership in the Corporation shall be available to persons engaged in the research, development, utilization and implementation of solar energy and such other persons with an interest in the purposes of the Corporation. In addition to the foregoing, membership may include organizational and other business entities interested in the purposes of the Corporation.
2. Any person or other entity may become a member of this Corporation upon the payment of the initiation fee and compliance with such other conditions precedent to membership as may be imposed by the Board of Directors of the Corporation acting in accordance with the Bylaws of the Corporation.
3. The rights and other privileges of membership, including the establishment of classes of membership and the admission into membership of natural persons and other organizational and business entities, shall be determined and fixed by the Bylaws of the Corporation.

**ARTICLE 4**

Term

The Corporation shall have perpetual existence.

ARTICLE 5

Subscribers

The names and resident addresses of each of the subscribers hereto are as follows, to-wit:

Howard P. Harrenstien  
62 Danube River Drive  
Cocoa Beach, Florida, 32931

Edward Fordyce  
(unreadable)  
Cape Canaveral, Florida

Leonard Spielvogel  
Suite 201, 101 S. Courtenay Parkway  
Merritt Island, Florida 32952

ARTICLE 6

Corporate Officers

The affairs of the Corporation will be managed by a Chairman, one Vice Chairman, a Secretary and a Treasurer, and such other officers as may be provided by the Bylaws from time to time. The officers who will serve for the interim period between the creation of the Corporation and its First Annual Meeting or until their successors are elected and qualified will be as follows, to-wit:

Dr. Karl W. Boer	Chairman
Daniel S. Halacy, Jr.	Vice Chairman
Dr. Howard P. Harrenstien	Secretary
Dr. Howard P. Harrenstien	Treasurer

ARTICLE 7

Board of Directors

1. The affairs and policies of the Corporation shall be governed and determined by a body chosen from the membership and designated as the Board of Directors. The Board of Directors shall consist of not less than three (3) members and not more than that number set forth in the Bylaws and shall, within the limitations prescribed herein, be established from time to time by the Bylaws of the Corporation. The first Board of Directors shall

consist of thirteen members. The names and addresses of the persons who are to act in the capacity of Directors until the First Annual Meeting of the members of the Corporation and until their successors are elected and qualified are as follows, to-wit:

Dr. Karl W. Boer  
Univ. Delaware Inst. Energy Convers.  
Newark, Delaware 19711

Daniel S. Halacy, Jr.  
Solar Energy Ad.  
5804 West Vista Avenue  
Glendale, Arizona 85301

Dr. Howard P. Harrenstien  
62 Danube River Drive  
Cocoa Beach, Florida 32931

Bruce Anderson  
Pres., Tot. Environ. Act.  
Church Hill  
Harrisville, NH 03452

Dr. J. Richard Williams  
Georgia Inst. of Tech.  
Atlanta, Georgia 39332

Dr. Joseph Farber, Pres.  
Solar Res. Systems  
3001 Red Hill Ave.  
Bldg. 1, Ste. 105  
Costa Mesa, California 92626

James A. Eibling  
Battelle Columbus Labs  
505 King Avenue  
Columbus, Ohio 43201

Francis de Winter  
Pres., The Atlas Corporation  
2050 Walsh Avenue  
Santa Clara, California 95050

Dr. Erich A. Farber  
University of Florida  
Gainesville, Florida 32601

Dr. Peter Glaser, Vice President  
Arthur D. Little, Inc.  
20 Acorn Park  
Cambridge, Massachusetts 20140

Thomas A. Lawand  
McGill University  
St. Anne de Bellevue P.Q., Canada H0A 1C0

Dr. Walter Shropshire  
Asst. Director  
Smithsonian Rad. Biol. Lab  
12441 Parklawn Drive  
Rockville, Maryland 20852

2. The members of the Board of Directors of the Corporation shall be elected annually by the members of the Corporation. Such election shall take place at the Annual Meeting of the members of the Corporation, or by written ballot mailed to each member of the Corporation in accordance with the provisions of the Bylaws, or such election shall be had and held as otherwise provided in the Bylaws. At the time the first such election takes place, the members shall elect one-third (1/3) of the Board for a term of one (1) year, one-third (1/3) of the Board for a term of two (2) years, and the remaining one-third (1/3) of the Board for a term of three (3) years, and, in all cases, until the successors of those so elected are duly elected and qualified. Thereafter, and for each annual election, the members shall elect as many Directors of the Corporation as there are regular terms of office of Directors expiring at that meeting, and the term of office of the Director so elected shall be for three (3) years or until their successors are duly elected and qualified. However, nothing herein shall limit the right to remove Directors prior to the end of their respective terms pursuant to the laws of the State of Florida, these Articles, or the Bylaws of the Corporation.

## ARTICLE 8

### Bylaws

1. The initial Bylaws of the Corporation are to be made by the Board of Directors of the Corporation. These Bylaws may be amended at any regular or special meeting of the Board of Directors by the affirmative vote of at least two-thirds of the Board present at such legally constituted meeting or may be amended as provided hereinafter.
2. Notice of any proposed amendment shall be given to each member of the Board at least thirty (30) days before the meeting at which it is to be considered.
3. No amendment made by the Board of Directors with respect to membership, the method of election of Board members, or the authority of the Board shall become effective until such amendment has been approved by a majority of the members voting on such amendment at any annual or special meeting of the members of the Corporation at which due notice thereof in the call of the meeting has been given.

4. Amendments may also be made by majority vote of the membership at any annual or special meeting of the members of the Corporation provided, however, that notice concerning the proposal of such amendment shall be endorsed by at least twenty-five (25) members having the right to vote thereon and shall be mailed or personally delivered to all members entitled to vote thereon at least thirty (30) days prior to the meeting at which the amendment is to be considered.

## ARTICLE 9

### Postal Ballot

A question may be referred to all members of the Board of Directors for decision by postal ballot sent to each member of the Board by certified or registered mail and a resolution based on such question adopted as a result of such postal ballot shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. The procedure for postal balloting shall be as follows, to-wit:

1. Those requesting the ballot may prepare or cause to be prepared statements supporting the resolution and the Secretary shall thereupon mail to all Board members the requested resolution with copies of the prepared statements.
2. The poll shall close on the return to the Secretary of all ballots or on a date fixed by the Secretary, not less that thirty (30) days after the mailing of same, whichever is earlier.
3. The Secretary, upon receipt of any statements in opposition to such resolution, received by the Secretary no later than fifteen (15) days after the mailing of the original ballot, shall cause the same to forthwith be mailed to all of the Board members.
4. The result of the postal ballot shall be determined by a simple majority of Board members for all matters other than amendments to the Bylaws, which shall require a majority of two-thirds of all Board members.
5. The Secretary shall advise all members of the Board of the result of the postal ballot which shall be mailed by regular mail.

## ARTICLE 10

### Amendments to Articles of Incorporation

These Articles may be amended, altered or rescinded at a regular or special meeting of the members of the Corporation by a vote of seventy-five percent (76%) of the members present having the right to vote, either in person or by proxy, assuming the existence of a quorum.

## ARTICLE 11

### Limitation of Liability

The private property of members, jointly and severally, of this Corporation shall not be liable for the corporate debts of this Corporation.

## ARTICLE 12

### Dissolution and Limitations

1. The Corporation shall be dissolved with assent given in the same manner as provided in Article 10 hereinabove.
2. The Corporation shall not have or exercise any power or authority either expressly, by interpretation or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent the Corporation from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, contributions to which are deductible for federal income tax purposes.
3. No part of the activities of the Corporation shall directly consist of carrying on propaganda, or otherwise attempting, to influence legislation, nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidates for public office; nor shall it engage in any transaction defined at the time as “prohibited” under Section 501(c)(3) of the Internal Revenue Code of 1954.
4. This Corporation shall never be operated of the purpose of carrying on a trade or business for profit. Neither the whole nor any part or portion of the assets or net earnings of the Corporation shall be used, nor shall this Corporation ever be organized or operated, for purposes other than those purposes enumerated in Section 501(c)(3) of the Internal Revenue Code of 1954.
5. No compensation or payment shall ever be paid or made to any members, officer, director, trustee, creator, organizer of this Corporation, or substantial contributor to it, except as reasonable allowance for actual expenditures or services actually made or rendered to or for the Corporation; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of the Corporation shall ever be distributed to or divided among such persons; provided, further, that neither whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954.
6. In the event of termination, dissolution or winding up of this Corporation in any manner or for any reasons whatsoever, its remaining assets, if any, will be distributed to (and only to) one or more organizations described in Section 501(c) of the Internal Revenue Code of 1954.
7. Any reference made in the Certificate of Incorporation to any provision of the Internal Revenue Code of 1954 shall be deemed to mean such provisions as now or hereafter exist, as amended, supplemented, or superseded, as the case may be.

## ARTICLE 13

### Appointment of Resident Agent

The Corporation formed hereby has named Leonard Spielvogel, whose address is Suite 201, 101 South Courtenay Parkway, Merritt Island, Florida 32952, as its agent to accept service of process within the State of Florida.

IN WITNESS WHEREOF, and for the purpose of forming this Corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators and subscribers of this Corporation have executed these Articles of Incorporation this 14<sup>th</sup> day of February, 1977.

Original Signed by:

Howard P. Harrenstien  
Edward Fordyce  
Leonard Spielvogel

STATE OF FLORIDA  
COUNTY OF BREVARD

Notarized on February 14, 1977 by Barbara S. Buchmann

#### ACKNOWLEDGEMENT OF RESIDENT AGENT

Having been named to accept service of process for the above named Corporation at the place designated in the Articles, I hereby agree to act in this capacity, and to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said offices.

Signed by  
Leonard Spielvogel

CERTIFICATE AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
AMERICAN SECTION OF THE INTERNATIONAL  
SOLAR ENERGY SOCIETY, INC.

J. Douglas Balcomb, President, and John J. Kincel, Secretary, certify that:

1. They are the President and Secretary, respectively, of the American Section of the International Solar Energy Society, Inc., a Florida Corporation, not-for-profit.
2. At a meeting of the Board of Directors of the Corporation, duly held at the American Technological University, 1416 West Highway 190, Killeen, Texas, on the 2 day of October, 1979, the following resolution amending the Articles of Incorporation was adopted:

RESOLVED: That the Articles of Incorporation of American Section of the International Solar Energy Society, Inc., a Florida Corporation, not-for-profit, shall be and are hereby amended as follows:

- A. ARTICLE 2 of the Articles of Incorporation is amended to read as follows:

ARTICLE 2

Purposes for Which Corporation is Organized

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), including:

1. To foster the science and technology in the application of solar energy; and
2. To encourage solar energy basic and applied research and development; and
3. To advance the utilization of solar energy; and
4. To gather, compile and disseminate information relating to all aspects of solar energy.

- B. Subparagraph 6 of ARTICLE 12 of the Articles of Incorporation is amended to read as follows:

6. In the event of termination, dissolution or winding up of this Corporation in any manner or for any reasons whatsoever, its remaining assets, if any, will be distributed to (and only to) one or more organizations described in Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).



3. The members of the Corporation have adopted an Amendment of the Articles of Incorporation by resolution at a meeting at which quorum was present, held at Kansas City, MO on the 2 day of October, 1979.
4. The wording of the Articles, as set forth in the members resolution, is the same as that set forth in the Directors' Resolution in Paragraph 2, above.
5. The number of members who voted for the adoption of the Amendment is 11. The number of members constituting a quorum is 11.

Dated 5 day of October, 1979.

Signed by

J. Douglas Balcomb  
John J. Kincel

Notarized by Louis A. Pollard  
State of Texas  
County of Coryell

CERTIFICATE AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
AMERICAN SECTION OF THE INTERNATIONAL  
SOLAR ENERGY SOCIETY, INC.

Frank deWinter, President, and Gregory Franta, Secretary, certify that:

1. They are the President and Secretary, respectively, of the American Section of the International Solar Energy Society, Inc., a Florida Corporation, not-for-profit.
2. At a meeting of the Board of Directors of the Corporation duly held at the Gold Lake Ranch, Ward, Colorado, on the 22<sup>nd</sup> day of January, 1982, the following resolution amending the Articles of Incorporation was adopted:

RESOLVED: That the Articles of Incorporation of the American Section of the International Solar Energy Society, Inc., a Florida Corporation, not-for-profit, shall be the same as hereby amended:

- A. Article 1 of the Articles of Incorporation is amended to read as follows:

ARTICLE 1

NAME

The name of the corporation shall be "American Solar Energy Society, Inc.", hereinafter referred to as the "Corporation".

3. The amendment by the Board of Directors is in compliance with Article XIII, Section 1 of the corporation by-laws.
4. The number of Directors who voted for the amendment is 16; the number of Directors constituting a quorum is 9.

Dated this 16<sup>th</sup> day of April, 1982.

Signed by Francis deWinter and Gregory Franta

Notarized by Nanci Sterling

State of Virginia  
County of Campbell