

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "AMERICAN AUTOMATIC CONTROL COUNCIL, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2016, AT 2:59 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

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Authentication: 203012247
Date: 09-17-16

You may verify this certificate online at corp.delaware.gov/authver.shtml

CERTIFICATE OF INCORPORATION

OF

AMERICAN AUTOMATIC CONTROL COUNCIL, INC.

(A Delaware Corporation)

I, the undersigned, in order to form a nonprofit, non-stock corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, as amended, hereby certify as follows:

1. NAME

The name of the corporation is American Automatic Control Council, Inc. (the "Corporation").

2. REGISTERED OFFICE AND AGENT

The registered office of the Corporation in the State of Delaware is to be situated at 8 The Green, Suite B, Dover, Delaware 19901, located in the County of Kent, and the name of its registered agent at such address is Northwest Registered Agent Service, Inc.

3. PURPOSES AND POWERS

3.1. The Corporation is organized exclusively for educational, scientific, and literary purposes including, but not limited to, promoting, supporting, and coordinating research, design, development, education, and improvement in automatic control science and engineering. The Corporation may, as permitted by law, engage in any and all activities in furtherance of, related to, or incidental to these purposes that may lawfully be carried on by a corporation formed under the laws of State of Delaware and that are not inconsistent with the Corporation's qualification as an organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future tax code.

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3.2. As a means of accomplishing these purposes, the Corporation, in furtherance and not by way of limitation of its statutory powers, shall have the power to solicit, raise, accept, hold, and administer funds exclusively for its objects and purposes, and to that end to take and receive, by purchase, grant, gift, bequest, or devise, or as beneficiary of any trust, any property, real or personal, tangible or intangible, wheresoever situated; to make donations in furtherance of such purposes; to invest and reinvest the funds and other property of the Corporation, including the power to invest and reinvest such funds and property in furtherance of such purposes, without regard to whether such investments would be considered as desirable or prudent by an investor interested solely in profit and not interested in promoting such purposes; to collect and receive the income, if any, from any investment or reinvestment of such funds or property; and to apply the income and, if the Corporation so decides, the principal of such property as the Corporation may from time to time possess, to the purposes of the Corporation.

3.3. The original Bylaws shall be adopted by the initial governing body of the Corporation named in this Certificate of Incorporation, the Board of Directors, and said Bylaws may contain any provision, not inconsistent with law or with this Certificate of Incorporation, relating to the business of the Corporation, the conduct of its affairs, and its rights or powers and the rights and powers of the Directors, Officers, and Society Members. The power to adopt, amend, or repeal the Bylaws is conferred upon the Board of Directors, which power shall not, however, divest the Society Members of the Corporation of such power, nor limit their power to adopt, amend, or repeal the Bylaws.

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3.4. It is the intention of the Corporation to be exempt from income taxes as an organization described in Section 501(c)(3) of the Internal Revenue Code. Accordingly, notwithstanding any other provision of this Certificate of Incorporation:

A. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, other private persons, or members, unless said member is a Society Member qualified as tax-exempt under Section 501(c)(3) of the Internal Revenue Code, 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 of the Corporation.

C. In the event of the liquidation, dissolution, or winding up of the Corporation (whether voluntary, involuntary, or by operation of law), the Corporation's property or assets shall not be conveyed or distributed to any Director, Officer, employee, individual member of a committee of the Corporation, person connected with the Corporation, or any other private individual, nor to any organization created or operated for profit; but, after deducting all necessary expenses of liquidation, dissolution, or winding up, as the case may be, all the remaining property and assets of the Corporation shall be distributed in furtherance of the corporate purposes of the Corporation to one or more organizations as shall then qualify under Section 501(c)(3) of the Internal Revenue Code, or to the federal government, or a state or local

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government, for a public purpose, in each case as the Board of Directors of the Corporation shall determine.

D. Except to the extent permitted by the Internal Revenue Code, the Corporation shall not carry on propaganda, or otherwise attempt to influence legislation, and the Corporation shall not participate in or intervene in (including by the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

4. INCORPORATOR

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

Anne S. Rosenthal
Hurwit & Associates
1150 Walnut Street
Newton, Massachusetts 02461

5. DIRECTORS and OFFICERS

5.1 The names and addresses of the initial Directors of the Corporation are as follows:

Michael Baldea
Dept. of Chemical Eng.
University of Texas
Austin, TX 78712-1589

Francis J. Doyle III
School of Eng. & Applied Sciences
Harvard University
Cambridge, MA 02138

Fariba Fahroo
DARPA
Arlington, VA 22203-2114

Karlene A. Hoo
The Graduate School
Montana State University
Bozeman, MT 59717-2580

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Erik A. Johnson
Dept. of Civil & Environmental Eng.
University of Southern California
Los Angeles, CA 90089-2531

Robert P. Judd
Dept. of Industrial & Systems Eng.
Ohio University
Athens, OH 45701-2979

Spyros Reveliotis
School of Industrial & Systems Eng.
Georgia Tech
Atlanta, GA 30332

Jurek Z. Sasiadek
Dept. Mechanical & Aerospace Eng.
Carleton University
Ottawa, ON, K1S 5B6 Canada

Dawn Tilbury
Dept. of Mechanical Eng.
University of Michigan
Ann Arbor, MI 48109-2125

5.2. Provisions governing the election or appointment of the Directors and Officers of the Corporation shall be as stated in the Bylaws of the Corporation.

5.3. The personal liability of the Directors and Officers of the Corporation is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.

6. MEMBERS

The conditions of membership of the Corporation, if any, shall be stated in the Bylaws of the Corporation.

7. NO STOCK

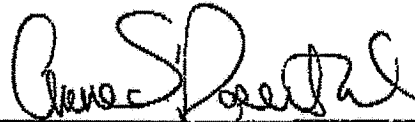
The Corporation shall not have authority to issue any capital stock.

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8. INTERNAL REVENUE CODE

All references in this Certificate of Incorporation to the Internal Revenue Code shall mean the Internal Revenue Code of 1986, as amended, and shall be deemed to include any amendments adopted from time to time, or corresponding provisions of any future internal revenue law.

IN WITNESS WHEREOF, I have signed this Certificate of Incorporation, and I affirm the same as my act and deed and that the facts contained herein are true to the best of my knowledge, information, and belief, under penalties of perjury, this 7th day of September, 2016.



Anne S. Rosenthal, Incorporator