

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE MINERALOGICAL SOCIETY OF AMERICA (the "Corporation").**

These Articles are effective as of 1 March 2013, and hereby supersede any previous Articles of the Society

Upon the domestication of the Corporation as a Virginia, non-stock corporation, the undersigned person, pursuant to the Virginia Nonstock Corporation Act, §13.1-801, *et seq.* of the Code of Virginia, hereby executes the following Amended and Restated Articles of Incorporation and sets forth as follows:

FIRST: The name of the Corporation is THE MINERALOGICAL SOCIETY OF AMERICA (the "Corporation").

SECOND: The term for which the Corporation is organized shall be perpetual.

THIRD: The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. More specifically, the purpose of the Corporation is the advancement of mineralogy, crystallography, geochemistry, and petrology, and the promotion of their use in other sciences, industry, education, and the arts on a nonprofit basis by doing the following: (i) the promotion of research in mineral science and technology, (ii) the increase and diffusion of knowledge of mineral science and technology (iii) and by its meetings, reports, papers and discussions, publications, and website to promote scientific interests and inquiry, (iv) to make grants in support of the above-described activities, and (v) to raise funds to support the above-described activities and purposes of the Corporation. All funds, whether income or principal, and whether acquired by gift, membership fee, contribution, or otherwise, shall be devoted to the aforesaid purposes.

FOURTH: The general membership of the Society shall be divided into eight (8) classes: Honorary Fellows, Fellows, Senior Fellows, Sustaining Fellows, Members, Senior Members, Sustaining Members, and Student Members. All members of every class shall be eligible to vote on matters to be decided by the membership pursuant to the Bylaws.

FIFTH: The management and affairs of the Corporation shall be, at all times, under the direction of the Council, whose function and purpose is identical to those of a Board of Directors and whose operations in governing the Corporation shall be defined by the Corporation's Bylaws. No Councilperson or member shall have any right, title, or interest in or to any property of the Corporation. The number of members on the Council shall be designated in the Corporation's Bylaws as amended from time to time. Those individuals currently serving as Councilors shall continue to do so through their current term as defined by the Corporation's Bylaws. No Councilperson or member shall have any right, title, or interest in or to any property of the Corporation.

SIXTH: The Corporation shall neither have, nor exercise, any power, nor shall it directly or indirectly engage in any activity, that would (1) prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986, or (2) cause it to lose such exempt status. Specifically:

- A. The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- B. The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- C. The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- D. The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
- E. The Corporation will not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

SEVENTH: The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit.

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any private person except the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the purposes set forth in Article THIRD hereof. No substantial part of the activities of the Corporation shall 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 candidate for public office; nor shall the Corporation engage in any activities that are unlawful under the applicable federal, state or local laws.

NINTH: References to provisions of the Internal Revenue Code of 1986 shall be deemed to include corresponding provisions of any statutes which succeed such provisions.

TENTH: The address of the Corporation's registered office is 510 King Street, Suite 301, Alexandria, Virginia 22314, which is located in the City of Alexandria.

ELEVENTH: The name of the initial registered agent is Gant Redmon, Esq. who is a resident of Virginia and a member of the Virginia State Bar whose business office is identical with the registered office.

TWELTH: The Corporation shall indemnify, to the fullest extent permitted and required by the Virginia Nonstock Corporation Act, as such Act exists now or may hereafter be amended, its Councilors and Officers who are made a party to any proceeding by reason of their office for acts or omissions performed in their official capacity.

THIRTEENTH: There shall be no liability for the acts or omissions of any Officer or Councilor of the Corporation in any proceeding brought by or in the right of the Corporation unless otherwise provided by the laws of the Commonwealth of Virginia, arising out of any single transaction, occurrence, or course of conduct pursuant to Section 13.1-870.1 of the Code of Virginia, as may be amended from time to time.

FOURTEENTH: Upon dissolution of the Corporation, the Council shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational and charitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as the Council shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the City of Alexandria, exclusively for such purposes or to such organization or organizations, as the Court shall select which are organized and operated exclusively for such purposes.

FIFTEENTH: The Corporation is not affiliated with a parent or sister organization and is its own independent corporation.

SIXTEENTH: These Articles may be amended by affirmative vote of the Council.