

**CERTIFICATE OF INCORPORATION**  
**OF**  
**THE NATIONAL BUTTON SOCIETY**

The undersigned, a natural person, for the purpose of organizing a corporation not for profit and without authority to issue capital stock under the provisions and subject to the requirements of the laws of the State of Delaware (particularly Chapter 1, Title 8 of the Delaware Code and the acts amendatory thereof and supplemental thereto, and known, identified and referred to as the "General Corporation Law of the State of Delaware"), hereby certifies that:

**FIRST:** The name of the corporation (hereinafter called the "corporation") is

**THE NATIONAL BUTTON SOCIETY**

**SECOND:** The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 229 South State Street, City of Dover, County of Kent, Delaware 19901; and the name of the registered agent of the corporation in the State of Delaware at such address is The Prentice-Hall Corporation System, Inc.

**THIRD:** The corporation is hereby organized exclusively for one or more charitable, religious, educational, and scientific purposes, including, for any such purpose, or purposes, the making of distributions to organizations which qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

The corporation shall not engage in any transaction or activity that would prohibit its exemption, or deprive it of its exempt status under the provisions of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall distribute its income for each taxable year at such times and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not engage in any activity of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall not make any taxable expenditures as defined in Section 4945(b) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

The corporation shall have the authority to exercise all of the powers conferred upon corporations organized not for profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware, provided, that the exercise of any such powers shall be in furtherance of any one or more of the exempt purposes of the corporation.

**FOURTH:** The Corporation is not to have the authority to issue capital stock.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, 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 set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate of incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(e)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).



one or more trustees as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise the powers of the Board of Trustees in the management of the business and affairs of the corporation, and may authorize the seal of the corporation to be affixed to all papers which may require it. In the absence or disqualification of any member of any such committee or committees, the member or members thereof present at any meeting and not disqualified from voting, whether or not he or they constitute a quorum, may unanimously appoint another member of the Board of Trustees to act at the meeting in the place of any such absent or disqualified member.

9. Any person who is or was a trustee, officer, agent, or employee of the corporation or is or was serving, at the request of the corporation, as a trustee, officer, agent, or employee of another corporation, trust, or enterprise shall be entitled to be indemnified by the corporation upon the same terms, under the same conditions, and to the same extent as though he were a present or past trustee, officer, agent, or employee of a corporation of any type or kind organized under the General Corporation Law of the State of Delaware; provided that his conduct or action was in furtherance of, or in connection with, the exempt purposes of the corporation.

10. The corporation shall have classes of membership as prescribed in the By-Laws.

11. Meetings of the members shall be held at such place within or without the State of Delaware as may be designated by or in the manner provided in the By-Laws. Except as the General Corporation Law of the State of Delaware or as this certificate of incorporation may otherwise provide, the By-Laws of the corporation shall or may provide, as the case may be, for the record date, time, call, lapse of period of time after notice, actual or constructive notice of meetings of said members or of actual or constructive waiver of notice thereof, the authority to vote, consent, or dissent in person or by proxy representation and the duration of any proxy, the conduct of meetings, and for the authority to take action in writing by all of said members in lieu of action at a meeting.

**TENTH:** From time to time, and in furtherance of the exempt purposes for which the corporation is being organized, any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the members of the corporation by this certificate of incorporation are granted subject to the provisions of this Article TENTH.

Executed at Dover, Delaware, on December 22, 1970.

R. G. Dickerson  
Incorporator

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Original signed by

The foregoing CERTIFICATE OF INCORPORATION OF THE NATIONAL BUTTON SOCIETY incorporates the "Certificate of Correction of the Certificate of Incorporation" of THE NATIONAL BUTTON SOCIETY, executed at Dover, Delaware on March 26, 1971, and as such, is a true and correct copy of the Certificate of Incorporation filed in the office of the Secretary of State, State of Delaware, on January 4, 1971, and the Certificate of Correction filed in the office of the Secretary of State, State of Delaware, on March 26, 1971 as received from, and certified as true and correct copies by, Michael Harkins, Secretary of State, State of Delaware, on May 2, 1989. The originals of the certified copies shall remain as part of the permanent files of the treasurer of The National Button Society.

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Robert M. Folsom  
Executive Assistant to the President  
The National Button Society

Dated: \_\_\_\_\_