

**THE ANTARCTICAN SOCIETY**  
**ARTICLES OF INCORPORATION**

*(A Vermont Nonprofit Corporation)*  
*Pursuant to the Provisions of Section T 11B of the Vermont Statutes*

The undersigned has this day associated themselves for the purpose of forming a nonprofit corporation under the laws of Vermont and adopt the following Articles of Incorporation.

1. **NAME.** The name of this Nonprofit Corporation is: The Antarctic Society, Ltd.
2. **NON-PROFIT STATUS.** This corporation is organized pursuant to Title 11B, Vermont Statutes. Annotated as a public benefit corporation.
3. **REGISTERED AGENT.** The name and street address of the Registered Agent is:

Michael T. Russell  
2577 Lake Road  
Charlotte VT 05445

4. **INCORPORATOR.** The name and address of the Incorporator is:

Michael T. Russell  
PO Box 310  
Charlotte, VT 05445

All powers, duties, and responsibilities of the Incorporator shall cease at the time of delivery of these Articles of Incorporation to the Vermont Secretary of State for filing.

5. **MEMBERSHIP.** The nonprofit corporation will have members.
6. **PRINCIPAL OFFICE.** The principal mailing address of the corporation is:

The Antarctic Society, Ltd.  
c/o Thomas Henderson  
35 Cherry Street Unit 701  
Burlington, VT 05401

7. **TAX-EXEMPT STATUS.** The tax exempt purposes of this corporation shall be to receive and maintain a fund or funds of real or personal property or both and, subject to the restrictions and limitations which are hereinafter set forth, to use and apply the whole or

any part of the income from the principal of the fund or funds exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or any may hereafter be amended.

- a. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by organizations described in §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - b. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the publishing or distributing of statements for any political campaign on behalf of any candidate for public office.
  - c. No part of the corporation's assets or earnings shall be used to benefit a private party or distributed to its directors or officers except to pay reasonable compensation for goods provided or services rendered.
  - d. Upon dissolution of the corporation its assets shall be distributed for one or more exempt purposes within the meaning of §501(c)(3) of the Internal Revenue Code, or corresponding future code, or shall be distributed to the federal, state or local government for a public purpose. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is located exclusively for such purposes or to such organizations as the Superior Court shall determine.
8. **INITIAL OBJECTIVES.** The specific charitable, scientific, literary, and educational objectives of this corporation are:
- a. To unite persons interested in Antarctica in a common organization.
  - b. To facilitate the friendly and informal exchange of information and views on Antarctica.
  - c. To encourage interest in and appreciation of the increasing importance of Antarctica.
  - d. To collect, prepare, compile, select, distribute and disseminate data and information useful in furthering the purposes of the Society.
  - e. To print, publish, distribute, circulate or sell books, pamphlets, periodicals, papers, magazines, and memorabilia in connection with the activities of the Society.
  - f. To sponsor, organize or conduct public discussion groups, forums, panels, lectures, or other similar programs with respect to Antarctica.

- g. To create, establish, construct, maintain, or contribute to one or more nonprofit public libraries, museums, archives, or Antarctic information centers.
  - h. To facilitate sharing the historical insights and practical aspects of Antarctic travel, sojourns, expeditions, and research.
9. **POWERS.** In furtherance of its objectives and to provide funds therefore, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:
- a. To hold, manage and administer any and all real and personal property of every kind and description acquired by the corporation; to use and apply the whole or part of the income thereof and the principal interest thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - b. To accept and receive by gift, devise, bequest or otherwise for the uses and purposes of this corporation, any property - real, personal or mixed - of any kind, nature or description.
  - c. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.
  - d. To invest and reinvest its funds and assets, subject to the limitations and conditions contained in any gift, devise, bequest or grant; provided, however, that such limitations and conditions are not in conflict with the provisions of §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - e. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation and to apply for, receive, contract, administrate, and perform gifts, grants, awards, contracts, and programs to accomplish its purposes with any and all governmental, charitable, educational, or scientific organizations.
  - f. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

- g. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.
  - h. To act as trustee of funds for trusts created solely for charitable, religious, scientific, literary, or educational purposes as shall be in furtherance of the purposes and objectives of this corporation.
  - i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(3)(c) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
  - j. No substantial part of the activities of this corporation shall be carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
  - k. To hold meetings, lectures, and other educational, business, and social programs, to engage speakers, to compile and distribute information, and to provide printed material, forms, recordings, and other presentations or materials for the benefit of the members and/or the public.
  - l. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.
  - m. To establish terms and conditions of membership in the corporation.
  - n. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform; provided, however, that only such acts or things shall be done and such activities or undertakings engaged in as are in furtherance of the tax-exempt purposes of this corporation and as may be done or engaged in by an organization exempt under §501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.
10. **BOARD OF DIRECTORS.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In case of any increase

in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the bylaws.

The Board of Directors shall have full power to adopt, alter, and amend the bylaws of this corporation and to make proper rules and regulations for the transaction of its affairs.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation.

The name of incorporator is:

IN WITNESS WHEREOF, the undersigned, and, residents of the State of Vermont, have hereto set our hands and seals this \_\_\_\_\_ day of December, 2020.

(Seal)

State of Vermont:

I, a notary public, hereby certify that on the \_\_\_\_\_ day of December, 2020, personally appeared before me, and who being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

\_\_\_\_\_ Notary Public