

**ARTICLES OF INCORPORATION
OF
ARKANSAS ARCHEOLOGICAL SOCIETY**

The undersigned person hereby states the following in order to form a nonprofit corporation pursuant to the Arkansas Nonprofit Corporation Act of 1993.

**ARTICLE I
NAME**

The name of this corporation is **ARKANSAS ARCHEOLOGICAL SOCIETY** (the "Corporation").

**ARTICLE II
TYPE OF NONPROFIT CORPORATION**

The Corporation is a public benefit, nonprofit corporation, incorporated under the laws of the State of Arkansas, with no capital stock and from which no private, pecuniary profit shall ever be derived by any officer or director, except such compensation as may be allowed for services actually rendered. The income of the Corporation shall be devoted to pursuing the objects and purposes set forth in these Articles of Incorporation of the Corporation. The Corporation is not an agency of the State of Arkansas.

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The registered office of the Corporation shall be located at 425 West Capitol Avenue, Suite 3800, Little Rock, Arkansas 72201. The name of the registered agent of the Corporation is Chad L. Cumming.

**ARTICLE IV
INCORPORATOR NAME AND ADDRESS**

The name and address of the incorporator is as follows:

Name

Chad L. Cumming

Post Office Address

425 West Capitol Avenue, Suite 3800
Little Rock, Arkansas 72201

**ARTICLE V
MEMBERS**

The Corporation will have members which may be classified by category.

**ARTICLE VI
PURPOSE AND POWERS**

6.1 The nature of the Corporation and its object or purposes carried on by it are exclusively for charitable, scientific, and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"). Without limiting the generality of the foregoing, the Corporation shall be empowered to do the following (the "Purposes"):

1. To facilitate organization of all persons interested in the archeology of Arkansas, and the recognition and preservation of Arkansas' cultural heritage and history, and to foster and encourage the public's interest in the preservation of the past;
2. To encourage the scientific investigation, study, and interpretation of Arkansas' cultural heritage, and to publish and distribute the results of these investigations;
3. To exercise all of the powers enumerated in Arkansas Code Annotated § 4-33-302, the Arkansas Nonprofit Corporation Act of 1993, as amended; and
4. To conduct any other nonprofit activity that is consistent with applicable law.

6.2 The Corporation shall have, in furtherance of its foregoing Purposes, all of the powers and authority allowed to a nonprofit corporation under the laws of Arkansas, including but not limited to the power:

1. To accept, hold, use, administer, invest, and disburse such funds and properties of any lawful kind or character as from time to time may be given to the Corporation by persons, corporations, or governmental agencies absolutely or in trust, as the case may be, and employ and retain employees, agents, experts, consultants, accountants, and advisors, for the appropriate

accepting, holding, using, administering, investing, and disbursing funds and properties; and

2. To apply for, accept, hold, use, administer, invest, and disburse, the principal and income of any gift, donation, grant, devise, or bequest, or any part thereof, in such manner as may have been stipulated by the donor or provided in the instrument creating such gift, donation, grant, devise, or bequest; and
3. In general, to do all things that may appear lawful, necessary and useful in accomplishing these powers and purposes.

6.3 Notwithstanding the foregoing powers,

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors or officers, or any other 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 herein.
2. No substantial part of the activities of the Corporation shall be carrying on 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 or in opposition to any candidate for public office.
3. The Corporation shall not carry on any activities not permitted to be carried on **(i)** by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or **(ii)** by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

**ARTICLE VII
DIRECTORS**

7.1 The affairs, property, and business of the Corporation shall be managed and controlled by a board of directors known as the Executive Board consisting of the number of members prescribed by the Bylaws, but not less than five persons, who shall be known as Directors.

7.2 Elected Directors shall serve terms in the manner determined by the Bylaws. The Executive Board shall appoint Directors to ex-officio positions of the Executive Board. Directors may be removed, and vacancies on the Board shall be filled in the manner provided in the Bylaws.

**ARTICLE VIII
BYLAWS**

The Executive Board of the Corporation shall make, adopt, alter, amend, and repeal such Bylaws of the Corporation for the conduct of the business of the Corporation and the carrying out of its purposes as the Board may deem necessary from time to time.

**ARTICLE IX
AMENDMENT**

The Articles of Incorporation of the Corporation may be amended by a vote of two-thirds (2/3) of the members of the Executive Board in the manner provided in the Bylaws.

**ARTICLE X
DEFENSE AND INDEMNIFICATION OF
OFFICERS AND DIRECTORS**

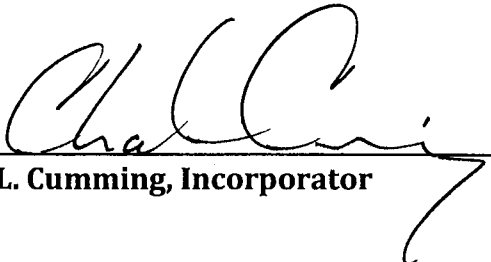
The Corporation shall defend, indemnify, and hold harmless, every registered agent, Director or Officer and his or her heirs, personal representatives, and administrators against liability and against expenses to the fullest extent permitted under Arkansas law.

**ARTICLE XI
DISSOLUTION**

11.1 In the event of dissolution of the Corporation, the Corporation shall first pay or make provision for the payment of all the liabilities of the Corporation. The remaining assets of the Corporation shall be distributed to the Archeological Conservancy, a 501(c)(3) nonprofit California Corporation (the "Conservancy"), provided the Conservancy shall at that time qualify as an organization exempt from federal income taxation under section 501(a) of the Code, as an organization described in sections 170(c)(2) and 501(c)(3) of the Code. If Conservancy does not qualify as an organization exempt from federal income taxation under section 501(a) of the Code as an organization described in sections 170(c)(2) and 501(c)(3) of the Code, the assets shall be distributed to a nonprofit organization or organizations exempt from federal income taxation under section 501(a) of the Code, as an organization described in sections 170(c)(2) and 501(c)(3) of the Code.

11.2 Assets not distributed pursuant to the previous paragraph shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located. However, assets shall be distributed exclusively for such purposes or to such organization or organizations described in sections 170(c)(2) and 501(c)(3) of the Code, as the court shall determine, which are organized and operated exclusively for such charitable or educational purposes. In no event shall any of the Corporation's assets be distributed to any Corporation Director or officer, or any private individual.

EXECUTED this _____ day of _____, 2020.



Chad L. Cumming, Incorporator