

ARTICLES OF INCORPORATION

INTERNATIONAL OCCULTATION TIMING ASSOCIATION

ARTICLE ONE

The name of the corporation shall be:

INTERNATIONAL OCCULTATION TIMING ASSOCIATION

ARTICLE TWO

The corporation shall be a nonprofit organization.

ARTICLE THREE

The period of duration is perpetual.

ARTICLE FOUR

The corporation is formed for educational and scientific purposes, for individuals and groups, of all races, creeds, and ethnic backgrounds.

(A) Primary purposes include:

1. Developing and implementing programs designed to foster awareness in individuals and in the community, with regard to astronomical developments and achievements in the field of occultation eclipse research as well as promoting the science of astronomy.
2. Making available to individuals and the general public information on astronomic phenomena; organizing expeditions for the observation of celestial events, analysis of occultation and eclipse observations and publishing and publicizing useful results and discoveries from the analysis.
3. Doing any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments or agencies.

(B) In furtherance, but not in limitation, of the foregoing charitable and educational purposes, the corporation shall have the following powers: to deal in and with real or personal property or any interest therein, wherever situated, as the purpose of the corporation shall require, to design, manufacture, fabricate, produce, process, distribute, trade, export, import, purchase or otherwise acquire, sell, exchange or otherwise dispose of, rent, lease, install, service and maintain and otherwise deal in and with goods, wares, merchandise and personal property of every kind.

(C) All of the foregoing purposes and powers shall be exercised exclusively for scientific and educational purposes in such manner that the corporation shall qualify as an exempt organization under S501 (c) (3) of the Internal Revenue Code of 1954 as it is currently and shall hereafter be in force and effect.

ARTICLE FIVE

The business and affairs of the corporation shall be conducted and managed by a Board of Directors, and the number of Directors shall be fixed by the by-laws of the organization and may be amended from time to time; but shall be not less than three. The names and addresses of the three (3) persons who

shall constitute the first Board of Directors to serve until the first regular meeting of the Directors or until their respective successors are duly nominated and qualified are:

David W. Dunham      P. O. Box 7488  
Silver Spring, MD 20907

Paul D. Maley      15807 Brookvilla  
Houston, TX 77059

Homer F. DaBoll      6 N. 106 White Oak Lane  
St. Charles, IL 60174

#### ARTICLE SIX

The corporation may enter into contracts or transport business with any one or more of its directors or officers, or with any firm of which any one or more of its directors are officers or members, or with any corporation, association, trust company, organization or entity in which any one or more of its directors or officers are directors, officers, trustees, shareholders, or beneficiaries, or are otherwise interested, and in the absence of fraud such contract or transaction shall not be invalidated or in anywise affected by the fact that such director or officer having such adverse interest may have been necessary to obligate the corporation upon such contract or transaction.

At any meeting of the Board of Directors or the corporation (or any duly authorized committee thereof) which shall authorize or ratify any such contract or transaction, any such director or directors may vote or act thereat as if he had not such adverse interests, provided that in such case known to the Board of Directors, or a majority thereof, and to the general membership. No director or officer shall be disqualified from holding office as director or officer of the corporation by reason of any such adverse interests. In the absence of fraud, no director or officer having such adverse interests shall be liable to the corporation or to any director thereof or any person interested therein, or to any other person, for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director or officer be accountable for any gains or profits realized therefrom.

#### ARTICLE SEVEN

In the event of dissolution of the corporation by termination of its existence, lapse of time or otherwise, should it have ownership or be entitled to ownership of any funds or property of any sort, real, personal or mixed, such funds or property or rights thereto, shall be transferred and set over to an exempt organization qualified under the provisions of the Internal Revenue Code S501 (c) (3), which is engaged in activities substantially similar to the purposes of this corporation, and if none be then in existence it shall be charged with a charitable public trust to be used exclusively by the State of Texas for charitable, civic, or educational purposes by the director or directors to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for that purpose; but in no event shall such assets, receivables or property of any sort be transferred to private ownership.

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, any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income taxes under S501 (c) (3) of the Internal Revenue Code of 1954 as the same may be amended from time to time.

#### ARTICLE EIGHT

The post office address and street address of the initial registered office of the corporation is 15807 Brookvilla, Houston, Texas 77059, and the name of its initial registered agent at such address is Paul D. Maley.

#### ARTICLE NINE

The names and addresses of the incorporators are:

1. Paul D. Maley                    15807 Brookvilla Houston, TX 77059
2. Charles H. Herold                9207 Kirkmont Houston, TX 77089
3. Don M. Stockbauer                2846 Mayflower Landing Ct. Webster, TX 77598

All of the above incorporators are at least eighteen (18) years of age and at least two (2) of them are citizens of Texas.

IN WITNESS WHEREOF, we have signed this instrument at Houston, Texas on the 16<sup>th</sup> day of August, 1983

/s/ Paul D. Maley

/s/ Charles H. Herold

/s/ Don M. Stockbauer

Subscribed and sworn to before me by Paul D. Maley, Charles H. Herold and Don M. Stockbauer this the 16<sup>th</sup> day of August, 1983.

/signed and sealed/ Jane Reynolds

Notary Public, State of Texas