ARTICLES OF INCORPORATION

OF

AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE

I. NAME:

The name of the corporation is: AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE.

II. PURPOSES:

(A) This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

(B) The specific purpose of this corporation is to operate a Nonprofit Public Benefit Corporation for scientific and educational purposes in the field of Artificial Intelligence within the meaning of Section 501(C)(3) of the Internal Revenue Code.

III. INITIAL AGENT FOR SERVICE OF PROCESS:

The name of the initial agent of the corporation for service of process is Phillip Seymour DeCaro, Esq., whose complete business address is 20 Ciervos Road, Portola Valley, California 94025.

IV. INCORPORATION OF EXISTING ASSOCIATION:

The name of the unincorporated association which is being incorporated by the filing of these Articles is: American Association for Artificial Intelligence.

V. INTERNAL REVENUE CODE LIMITATION:

(A) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(C)(3) of the Internal Revenue Code.

(B) Notwithstanding any other provision of these Articles, 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 or

Phillip Seymour DeCaro
A LAW CORPORATION
20 CIERVOS ROAD
PORTOLA VALLEY, CA 94025
TELEPHONE (415) 891-2580
(b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

VI. BY-LAW PROVISIONS:

(A) DIRECTORS (HEREINAFTER REFERRED TO AS COUNCILORS). The manner in which Councilors shall be chosen and removed from office, their number, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the governing board (the Executive Council), and the manner of calling and holding meetings of Councilors, shall be as stated in the By-Laws.

(B) MEMBERS: The qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and the method of collection, and the termination and transfer of membership shall be as stated in the By-Laws.

VII. DEDICATION AND DISSOLUTION:

(A) The property of this corporation is irrevocably dedicated to educational and scientific purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director (councilor), officer or member thereof, or to the benefit of any private persons.

(B) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and scientific purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

(C) If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such
assets shall be disposed of in such manner as may be directed by
decree of the superior court of the county in which the corporation
has its principal office, on petition therefor by the Attorney
General or by any person concerned in the liquidation, in a
proceeding to which the Attorney General is a party.

VIII. LIMITATION ON CORPORATE ACTIVITIES:

No substantial part of the activities of this corporation
shall consist of the carrying on of propaganda, or otherwise
attempting to influence legislation, nor shall this corporation
participate or intervene in any political campaign (including
publishing or distribution of statements) on behalf of any
candidate for public office.

IN WITNESS WHEREOF, the undersigned, being the Incorporators
of the AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE have
executed these Articles of Incorporation.

INCORPORATORS:

Allen Newell, Incorporator

Edward A. Feigenbaum, Incorporator

Donald E. Walker, Incorporator

Phillip Seymour DeCaro
A LAW CORPORATION
20 CIERVOS ROAD
PORTOLA VALLEY, CA 94028
TELEPHONE (415) 851-2860
STATE OF  
COUNTY OF  

On this 21st day of March, 1980, before me, 

, personally appeared , known to 
me to be the person whose name is subscribed to the foregoing 
Articles of Incorporation, and acknowledged that he executed the same.

(SEAL)

Notary Public

(Seal)

Marilyn L. Graham
NOTARY PUBLIC — CALIFORNIA
PRINCIPAL OFFICE IN
SANTA CLARA COUNTY
My Commission Expires Oct. 31, 1983

Notary Public

(Seal)

JUNE E. WILSON
NOTARY PUBLIC — CALIFORNIA
PRINCIPAL OFFICE IN
SANTA CLARA COUNTY
My Commission Expires July 2, 1983

Notary Public
AFFIDAVIT

STATE OF

CITY OF

ALLEN NEWELL, being duly sworn, deposes and says:

That he is an officer of the AMERICAN ASSOCIATION FOR ARTIFICIAL INTELLIGENCE, the unincorporated association specified in the foregoing Articles of Incorporation, and that the incorporation of said association by means of the foregoing Articles of Incorporation to which this Affidavit is attached has been approved by the association in accordance with its rules and procedures.

ALLEN NEWELL, President

SUBSCRIBED AND SWORN to before me this 31st day of

MARCH, 1980.

Notary Public

(SEAL)

Phillip Seymour DeCaro
A LAW CORPORATION
20 CIERRAS ROAD
PORTOLA VALLEY, CA 94028
TELEPHONE (415) 851-2860
AFFIDAVIT

STATE OF California } SS

COUNTY OF Santa Clara } SS

EDWARD A. FEIGENBAUM, being duly sworn, deposes and says:

That he is an officer of the AMERICAN ASSOCIATION FOR
ARTIFICIAL INTELLIGENCE, the unincorporated association
specified in the foregoing Articles of Incorporation, and that the
incorporation of said association by means of the foregoing Articles
of Incorporation to which this Affidavit is attached has been
approved by the association in accordance with its rules and
procedures.

Edward A. Feigenbaum

EDWARD A. FEIGENBAUM, President-Elect

SUBSCRIBED AND SWORN to before me this 28th day of
March, 1980.

Notary Public

(SEAL)

Marilyn L. Graham
NOTARY PUBLIC — CALIFORNIA
PRINCIPAL OFFICE IN
SANTA CLARA COUNTY
My Commission Expires Oct 31, 1985

Phillip Seymour DeCaro
A LAW CORPORATION
20 CIERVOS ROAD
PORTOLA VALLEY, CA 94028
TELEPHONE (415) 851-2580
AFFIDAVIT

STATE OF California } SS
COUNTY OF San Mateo  }

DONALD E. WALKER, being duly sworn, deposes and says:
That he is an officer of the AMERICAN ASSOCIATION FOR
ARTIFICIAL INTELLIGENCE, the unincorporated association
specified in the foregoing Articles of Incorporation, and that the
incorporation of said association by means of the foregoing Articles
of Incorporation to which this Affidavit is attached has been
approved by the association in accordance with its rules and
procedures.

[Signature]
DONALD E. WALKER, Secretary/Treasurer

SUBSCRIBED AND SWORN to before me this 24th day of
March, 1980.

[Signature]
Notary Public

Phillip Seymour DeCoro
A LAW CORPORATION
20 CIERVOS ROAD
PORTOLA VALLEY, CA 94028
TELEPHONE (415) 851-2860
I, MARCH FONG EU, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUL 31 1980

March Fong Eu
Secretary of State