

# Articles of Incorporation

AMENDED MAY 20, 1993

**K**NOW ALL MEN BY THESE PRESENTS: That we, the undersigned, have voluntarily associated ourselves together for the purpose of forming a corporation under the General Non-profit Corporation Law of the State of California, and we do hereby certify:

## ARTICLE I

The name of the corporation is: THE HUMAN FACTORS AND ERGONOMICS SOCIETY

## ARTICLE II

(1) The purposes for which the corporation is organized are as follows:

To operate exclusively for charitable, educational, scientific and literary purposes.

To promote and advance through the interchange of knowledge and methodology in the behavioral, biological and physical sciences the understanding of the human factors involved in the design, manufacture and use of machines, systems and devices of all kinds.

To do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of the foregoing purposes, and to have and exercise all other powers and authority now or hereafter conferred upon a non-profit corporation organized under the General Non-Profit Corporation Law of the State of California, and generally to do all things requisite, necessary and expedient for the administration and attainment of the purposes of this corporation.

PROVIDED, HOWEVER, that in all events and under all circumstances, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of this corporation, voluntary or involuntary or by operation of law, the following provisions shall apply:

(1) The corporation shall not have or exercise any power or authority, nor shall it directly or indirectly

engage in any activity, that would prevent the corporation from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended, contributions to which are deductible for Federal Income Tax purposes.

(2) This corporation does not contemplate pecuniary gain or profit to the members thereof, and that the funds of the corporation, whether received by gift or otherwise, and regardless of the source thereof, shall be used exclusively for charitable, educational, scientific and literary purposes, objectives and activities of the corporation as the Board of Directors may from time to time determine. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole nor any portion of the assets or net earnings of the corporation shall be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, scientific and literary within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.

(3) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Internal Revenue Code of 1954 as now in force or hereafter amended.

(4) No compensation or payment shall ever be made to any member, officer, director, trustee, creator, or organizer of this corporation, or substantial contributor to it, except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this corporation; and neither the whole nor any part of the assets or net earnings, current or accumulated, of this corporation shall ever be distributed or divided among any such persons, provided, further, that neither the whole nor any part of such assets or net earnings shall ever be used for, accrue

to, or inure to the benefit of any member or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.

(5) Upon the termination, dissolution or winding up of this corporation in any manner or for any reason whatsoever, any assets remaining after paying or adequately providing for the debts and obligations of the corporation shall be donated and distributed to any recognized charitable, educational, scientific or literary non-profit corporation that has established tax exempted status as described in Section 501(c)(3) of the Internal Revenue Code of 1954 as now in force or hereafter amended.

### **ARTICLE III**

The principal office of the transaction of the business of the corporation is to be located in the County of Los Angeles, State of California.

### **ARTICLE IV**

The Directors of this Corporation shall be known as the Executive Council. The number of Directors of this Corporation shall be not less than (10) ten nor more than twenty-five (25) until such number is changed, as provided in the By-Laws of this Corporation. The names and addresses of the Directors of the Corporation who are to serve as Directors of the Corporation until the election of their successors, as provided in the By-Laws, are as follows:

ARNOLD M. SMALL	CHARLES I. BARRON
STANLEY N. ROSCOE	PAUL M. FITTS, JR.
SMITH W. AMES	JACK A. KRAFT
RENATO CONTINI	MAX W. LUND
PAUL G. CHEATHAM	JOHN LYMAN
DONALD W. CONOVER	ROSS A. McFARLAND
STANLEY LIPPERT	

### **ARTICLE V**

This corporation is not authorized to issue shares of stock.

### **ARTICLE VI**

The membership of this Corporation shall be such persons as may become members as provided in the By-Laws.

### **ARTICLE VII**

The existence of this corporation is to be perpetual.

### **ARTICLE VIII**

The By-Laws of the Corporation shall be adopted by the Directors named in the Articles of Incorporation and may thereafter be amended or repealed by any means provided in the By-Laws.