

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF RESTATED ARTICLES*** is hereby issued to:

Society of Environmental Toxicology and Chemistry (SETAC)

Effective Date: 9/7/2023

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 9/7/2023 9:38 PM

Business and Professional Licensing Administration



Rebecca Janovich

REBECCA JANOVICH
Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: W6fujzV6



WE ARE WASHINGTON
 GOVERNMENT OF THE DISTRICT OF COLUMBIA
 DC MURIEL BOWSER, MAYOR

**District of Columbia Government
 Corporations Division**

**Restated Articles of Incorporation of Domestic Nonprofit Corporation
 Form DNP-3, Version 4, October 2022**

This form will allow for a domestic nonprofit corporation to restate its original articles of incorporation or incorporate all amendments in one document. Articles of amendment may not amend registered agent and/or incorporator.

ENTITY TYPE / AUTHORITY	FILING FEE
Domestic Nonprofit Corporation: § 29-408.07.	Refer to Corporate Fee Schedule posted online;

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statement below.

1. Corporation Name

2. The text of the restated articles of incorporation (may attach statement)

3. The restated articles consolidate all amendments into a single document.
 4. If a new amendment is included in the restated articles then all requirements of the section §§ 29-408.03 and 29-408.04. shall be met.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

5. Name of the Governor or Authorized Person	5A. Signature of the Governor or Authorized Person <i>Tamar Schlekot</i>
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Mail all forms and required payment to:
 Department of Licensing and Consumer Protection
 Corporations Division
 PO Box 92300
 Washington, DC 20090
 Phone: (202) 442-4432

Many corporate filings are available online.
 Go to our CorpOnline site at <https://corponline.dlcp.dc.gov> and sign in with Access DC to proceed.
 Online filings are paid by credit card.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY**

To: Department of Licensing and Consumer Protection
Corporations Division
Washington, D.C.

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act of 2010, the undersigned adopts the following Amended and Restated Articles of Incorporation. The restatement contains a amendments to the articles of incorporation.

FIRST: The name of the corporation is: Society of Environmental Toxicology and Chemistry (SETAC).

SECOND: The period of duration is perpetual.

THIRD: This corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4 (District of Columbia Non-Profit Corporation Act). The corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds for the specific purposes as stated in the FOURTH article.

FOURTH: The main objective of the corporation is to advance environmental science and management through education, collaboration, communication, and leadership.

The specific purposes of the corporation are:

- Provide life-long learning and professional development opportunities for all career stages,
- Foster collaboration by increasing membership, engagement, diversity and partnerships,
- Provide world-class science communication forums for members and stakeholders,
- Develop leadership of SETAC and its members in the environmental science and environmental management community,
- Participating in any and all other activities permitted under the Act and which are not inconsistent with the Corporation's main objective and qualifications as an organization described in Section 501(c)(6) of the Code.

FIFTH: The corporation shall have members. The conditions, rights, and obligations of membership shall be stated in the Bylaws.

SIXTH: The affairs of the corporation shall be carried out through its Board of Directors. The number of Directors shall be fixed by the Bylaws, but shall not be less than three (3). The selection of Directors shall be as set forth in the Bylaws.

SEVENTH: No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, officers, or other private 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 and objects set forth in Article FOURTH hereof. Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws).

EIGHTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for the common business interests of the members of the corporation to the fullest extent allowed to an organization described in Section 501(c)(6), and any remaining property or assets of the corporation shall be distributed to an organization or organizations which are then exempt from federal tax under Section 501(c)(6) or Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding section of any future federal tax code). The Board of Directors shall determine how the corporation's assets will be distributed pursuant to this Article.

NINTH: An amendment to these Articles may be proposed by the Board or the voting membership of the corporation. An amendment to these Articles shall require a minimum of 30 days written notice and shall require approval of the voting membership. An amendment requires a simple majority (>50% of the ballots cast) to approve it. The Bylaws of the Corporation may be adopted, amended, or repealed by the Board of Directors

TENTH: A director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, to the fullest extent allowed by the District of Columbia Nonprofit Corporation Act of 2010, as amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal. The corporation shall indemnify a director for liability to any person for any action taken, or any failure to take any action, as a director, subject to such limitations and restrictions as required under law, except liability for (i) receipt of a financial benefit to which the director is not entitled, (ii) an intentional infliction of harm, (iii) a violation of Section 29-406.33 (Directors Liability for Unlawful Distributions) of the District of Columbia Nonprofit Corporation Act, as amended or (iv) an intentional violation of criminal law.

ELEVENTH: The address, including the street and number, of its registered office is 1015 15th St NW, Suite 1000, Washington, DC 20005, and the name of its registered agent is C T CORPORATION SYSTEM.

These Amended and Restated Articles of Incorporation were duly approved by the Board of Directors and the members on the 30th day of June, 2023, in the manner required by D.C. Code, Title 29, Chapter 4.