

**ARTICLES OF DOMESTICATION
OF
SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY OF
NORTH AMERICA**

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

1. The name of the corporation immediately prior to the filing of these articles of domestication is Society of Environmental Toxicology and Chemistry of North America (the "Corporation"). The Corporation is presently domesticated in the State of Wisconsin.
2. The jurisdiction in which the Corporation is to be domesticated is the District of Columbia.
3. The plan of domestication is set forth as follows:
 - a. The Corporation is presently domesticated in the State of Wisconsin.
 - b. The jurisdiction in which the Corporation is to be domesticated is the District of Columbia.
 - c. The Corporation will be formerly dissolved in the State of Wisconsin upon the acceptance of these Articles of Domestication.
 - d. The terms and conditions of domestication shall be as follows:
 - i. On the effective date of the filing of the Articles of Domestication, all of the rights, privileges, debts, liabilities, and powers of the Corporation as a District of Columbia corporation in the manner and as more fully set forth in the laws of the District of Columbia. Without limiting the foregoing, upon the effective date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description without further act or deed. All rights of creditors of the corporation and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the corporation shall continue to be obligations of the Corporation.
 - ii. The members of the Board of Directors and the officers of the Corporation immediately prior to the effective date shall continue in office following the effective date of the Domestication until the expiration of their respective terms of office and until their successors have been elected and qualified.
4. The full text of the Articles of Incorporation that will be in effect immediately after consummation of the domestication is attached hereto.

5. The domestication is permitted by the laws of the jurisdiction in which the Corporation is incorporated immediately prior to the filing of these Articles, and the Corporation has complied with those laws in effecting the domestication.

Dated: 9/1/2023

Tamar Schlekat

Print Name: Tamar Schlekat
Title: Executive Director

ARTICLES OF INCORPORATION

SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY OF NORTH AMERICA (SETAC NORTH AMERICA)

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

The undersigned, acting as the incorporator under the provisions of Title 29 of D.C. Code (Business Organizations Act), adopts the following Articles of Incorporation:

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

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 within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); Subject to the foregoing, 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 related activities permitted under the Act and which are not inconsistent with the Corporation's qualifications as an organization described in Section 501(c)(3) of the Code.

FOURTH: The corporation shall have members. Except as specifically stated herein, the conditions, rights, and obligations of membership shall be stated in the Bylaws.

FIFTH: The affairs of the corporation shall be carried on 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.

SIXTH: 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 THIRD hereof. 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 (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any 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 of 1986 (or the corresponding provision of any subsequent federal tax laws), or (b) by an organization, contributions to which are to be deductible under Section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

SEVENTH: 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 charitable or educational purposes to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under Section 170(c)(2) of such Code. The Board of Directors shall determine how the corporation's assets will be distributed pursuant to this Article.

EIGHTH: The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever. 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.

NINTH: This Corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation. The Bylaws of the Corporation may be adopted, amended, or repealed by the Board of Directors.

TENTH: 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.

Dated: _____

Print Name:
Title: