

ARTICLES OF INCORPORATION OF  
THE SOCIETY FOR MARINE MAMMALOLOGY

ARTICLE I        NAME.     The name of the corporation is The Society for Marine Mammalogy, (hereinafter referred to as the "Society" and/or the "corporation").

ARTICLE II       PURPOSES.     The corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation law for public and/or charitable purposes.

The objectives of the Society for Marine Mammalogy are to:

(1) Evaluate and promote the educational, scientific and managerial advancement of marine mammal science;

(2) Gather and disseminate to members of the Society, the public, and public and private institutions, scientific, technical and management information through publications and meetings;

(3) Promote the wise conservation and management of marine mammal resources.

ARTICLE III       FOUNDDING.     The Society for Marine Mammalogy was founded as a heretofore unincorporated non-profit association on December 15, 1981 at San Francisco, CA, and organized according to its Constitution and By-laws. The existing unincorporated non-profit association of the same name is being incorporated by the filing of these articles.

ARTICLE IV       INITIAL DIRECTORS.     The names and addresses of the initial directors incorporating this organization are:

Robert L. Brownell, Jr.  
U.S. Fish & Wildlife Service  
P.O. Box 70  
San Simeon, CA 93452

Dr. Randall W. Davis  
Sea World Research Institute  
1700 South Shores Rd.  
San Diego, CA 92109

ARTICLE V       AGENT FOR SERVICE OF PROCESS.     The name and address in this state of the corporation's agent for service of process is: Dr. Randall R. Davis, Sea World Research Institute, 1700 South Shores Rd., San Diego, CA 92109.

ARTICLE VI       IRREVOCABLE DEDICATION-DISSOLUTION.     This corporation is not organized, nor shall it be operated, for pecuniary gain, profits or dividends to the members thereof and



is organized solely for non-profit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable public scientific and/or educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this 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 charitable, scientific, and/or educational purposes and which has established its tax exempt status under Section 23701(d) of the Revenue and Taxation Code and/or Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets or trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

ARTICLE VII TAX EXEMPTION. 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 the United States federal income taxes under Section 501(c)(3) of the United States Internal Revenue Code of 1954. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for political office.

DATED:

Robert L. Brownell, Jr. 19XII 1988

Dr. Robert L. Brownell, Jr., Incorporator

#### DECLARATION AND CERTIFICATION

IN WITNESS WHEREOF, the undersigned, declare under penalty of perjury according to the laws of the state of California, that they are the President and Secretary, respectively, of The Society for Marine Mammalogy, the previously unincorporated association of the same name and referred to herein by these articles of incorporation to which this declaration is attached, and that said association has duly authorized its incorporation by means of said articles, and that this execution is their act and deed.

DATED:

Robert L. Brownell, Jr. 19XII 1988

Dr. Robert L. Brownell, Jr.

DATED:

Randall W. Davis

Dr. Randall W. Davis