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CERTIFICATE OF INCORPORATION

OF

AMERICAN ASSOCIATION OF AVIAN PATHOLOGISTS, INC.

FIRST: The name of this corporation is:
AMERICAN ASSOCIATION OF AVIAN PATHOLOGISTS, INC.

SECOND: Its principal office and place of business in the State of Delaware is to be located in the City of Newark, County of New Castle and State of Delaware. The name and address of its resident agent upon whom process against the Corporation may be served is MORRIS S. COVER, 203 Wilson Drive, Oaklands, Newark, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all of the things herein set forth, as fully and to the same extent as natural persons might or could do in the State of Delaware and in any portion of the world, viz:

To form and maintain an association to be known as AMERICAN ASSOCIATION OF AVIAN PATHOLOGISTS, INC., and to admit members on such terms and conditions as the By-Laws may provide and especially to:

1. provide an organization for the promotion of mutual interest of those persons engaged in the field of avian diseases;
2. stimulate scientific progress in avian pathology;
3. encourage adequate training in poultry diseases and management in schools of veterinary medicine;
4. encourage graduate and other forms of advanced training in avian diseases;
5. encourage the publication of a scientific journal on avian diseases.

In furtherance and not in limitation of the powers of this corporation, it shall be lawful to purchase or acquire in any lawful manner, and to hold, own, mortgage, pledge, sell, lease, transfer or in any manner dispose of and to deal and trade in real estate, goods, wares, merchandise and property of any and every class and description and in any part of the world.

In general to carry on any other business in connection therewith not forbidden by the laws of the State of Delaware and with all the powers conferred upon corporations by the Laws of the State of Delaware.

FOURTH: This corporation shall not be for profit nor shall it have any capital stock. Members shall be admitted on such terms and conditions as the By-Laws shall provide. At all meetings of members each member shall be entitled to one vote in person and the members of the Corporation may be suspended or expelled for such cause and in such manner as the By-Laws may provide. In liquidation or dissolution whether voluntary or involuntary, the net assets of the Corporation shall be distributed and divided as the By-Laws shall provide.

FIFTH: The names and places of residence of the incorporators are as follows:

Morris S. Cover, 203 Wilson Drive, Oaklands, Newark, Delaware
Charles A. Bottonoff, Levitton, Pennsylvania
William J. Benton, Newark, Delaware

SIXTH: The existence of the corporation is to be perpetual.

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

EIGHTH: The By-Laws of the corporation shall provide for the regulation of the affairs of the corporation and for such dues, fines, assessments, house, club or ground rules and rules for admission of members as may be deemed advisable.

NINTH: The Corporation shall be supported by annual dues of its members, by voluntary contributions, endowments, fees or otherwise or by the transaction of any business the Board of Directors may deem advisable for the best interest of the Corporation, provided, however, that a majority of the members of this Corporation present at a meeting, a quorum being present, of the members concur in such undertaking.

TENTH: The business and affairs of the Corporation shall be governed and controlled by a Board of Directors of not less than five directors and not more than fifteen directors, as the By-Laws shall provide, who shall be elected annually by the members of the Corporation, in such manner and with such power and authority as may be provided in the By-Laws, provided, however, that the original Board of Directors with which this Corporation shall commence business shall consist of the three following named individuals: Morris S. Cover, Charles A. Bottorff, William J. Benton, and they shall hold office as Directors of this Corporation until the first annual meeting of members thereof which shall be called for the election of a Board of Directors, which such first meeting shall not be held on a day and date later than two months from the date the Certificate of Incorporation shall become effective.

To sell, assign, transfer or otherwise dispose of all or any of the property of the Corporation pursuant to the affirmative vote of three-fourths of the members of this Corporation present at a meeting called for that purpose, a quorum for such meeting being fifty-one percent of the total membership of this Corporation in good standing, provided, however, that a majority of the whole Board of Directors concur therein.

To authorize or cause to be executed mortgages and other liens upon the property of this Corporation pursuant to the affirmative vote of three-fourths of the members

of this Corporation in good standing present at a meeting called for that purpose, a quorum for such meeting being fifty-one percent of the total membership of this Corporation; provided, however, that a majority of the whole Board of Directors concur therein.

To make and alter or amend the By-Laws pursuant to the affirmative vote of the majority of the members present of this Corporation at any regular meeting of the members or at a meeting called for that purpose.

To designate by resolution passed by a majority of the whole Board, pursuant to the affirmative vote of a majority of the members of this Corporation present at any meeting of the members of this Corporation, one or more committees thereof, each to consist of two or more Directors, which Committees, to the extent provided in such resolution and in the By-Laws of the Corporation shall have and exercise any and all of the powers of the Board of Directors in the management of the business and affairs of the Corporation and shall have power to authorize the seal of this Corporation to be affixed to all papers which may require it.

This Corporation may, by its By-Laws, confer powers additional to the foregoing upon the Directors in addition to the powers and authorities expressly conferred upon them by law.

ELEVENTH: The officers of this Corporation shall be a President, a Vice President, a Secretary and Treasurer, and such other officers as may be provided by the By-Laws. Said officers shall be elected annually by the members of the Corporation in such manner and with such power and authority as may be provided in the By-Laws; provided however, that the first officers of this Corporation shall be such as shall be elected by the Board of Directors as hereinabove named and shall hold office as such officers until the first annual meeting of the members of this Corporation.

which shall be called for the election of a Board of Directors and officers as hereinabove provided.

TWELFTH: This Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on Directors, Officers or members herein are granted subject to this reservation.

WE, the undersigned being all of the Incorporators named herein, for the purpose of forming a Corporation to do business within and without the State of Delaware and in pursuance of and under the laws of the State of Delaware, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true and accordingly, we have hereunto set our hands and seals this ~~sixteenth~~ day of January, A. D. 1960..

WITNESS:

George R. Hill

Morris S. Coier (SEAL)

Charles A. Bottorff (SEAL)

William J. Benton (SEAL)

STATE OF DELAWARE }
NEW CASTLE COUNTY } S. S.

BE IT REMEMBERED, that on this *sixteenth* day
of January, A. D. 1960, personally came before me, the Subscriber,
a Notary Public for the State and County aforesaid, Morris S. Cover,
Charles A. Bottorff, and William J. Benton, parties to the fore-
going Certificate of Incorporation, known to me personally to be
such and severally acknowledged the said Certificate to be the
act and deed of the signers, respectively, and that the facts
stated are truly set forth.

Given under my hand and seal of Office this _____ and
year above written.

Morris S. Cover

