

**ARTICLES OF INCORPORATION
OF THE
SLEEP RESEARCH SOCIETY**

1.0 NAME

The name of the corporation shall be the Sleep Research Society

2.0 PURPOSE

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

2.1 ~~To operate exclusively for charitable and educational purposes~~ The Corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the “Code”), and more specifically:

- 2.1.1 To foster research ~~on~~ in all aspects of sleep. ~~For the purpose of this document, the term sleep research includes both sleep and circadian rhythms related research.~~
- 2.1.2 To provide a forum for the exchange of information pertaining to sleep research, including holding an annual ~~scientific~~ meeting.
- 2.1.3 To promote education and training in sleep research.
- 2.1.4 To establish and maintain standards of reporting and classifying data in the field of sleep research.
- 2.1.5 To exercise all the powers conferred upon corporations formed under the Minnesota Nonprofit Corporation Act in order to accomplish the Corporation’s purposes, including, but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated

3.0 PECUNIARY GAIN

The corporation does and shall not afford pecuniary gain, incidentally or otherwise, to any member

4.0 DURATION

The duration of the corporation is perpetual.

5.0 REGISTERED OFFICE

The registered office of the corporation shall be at 604 2nd Street SW, Rochester, Minnesota, 55902

6.0 MEMBERS

~~There shall be four (4) kinds of members: Full members, Emeritus members, Student members, and corresponding members. The rights and duties of each class of members shall be described in the Bylaws.~~ The Corporation shall be a membership organization. Members' powers shall be enumerated in the Bylaws.

7.0 PRESENT DIRECTORS

The present Board of Directors is composed of four (4) persons whose names, addresses, and terms of office are as follows:

President:	Michael Chase, Ph.D. Dept. of Physiology Center for Health Service UCLA Los Angeles CA 90024
Executive Secretary:	Robert W. McCarley, M.D. Dept. of Psychiatry 116A VA Medical Center 940 Belmont St. Brockton MA 02401
Treasurer:	Charles Reynolds, M.D. Western Psychiatric Institute & Clinic 3811 O'Hara Street Pittsburgh PA 15213
Program Committee Chairperson:	Thomas Roth, Ph.D. Sleep Center Henry Ford Hospital 2921 West Grand Blvd. Detroit MI 48202

All Directors shall serve until December 31, 1990 and until their successors are elected and commence service.

8.0 INCORPORATOR NAME AND ADDRESS

The name and address of the incorporator is Robert W. McCarley, M.D., Department of Psychiatry 116A, VA Medical Center, 940 Belmont St., Brockton, Massachusetts, 02401.

9.0 PERSONAL LIABILITY

No member of the corporation shall have any personal liability for any obligation of the corporation.

10.0 CAPITAL STOCK

The corporation shall have no capital stock.

11.0 ~~SPECIAL RESTRICTIONS CORPORATE LIMITATIONS~~

~~At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the corporation, voluntary or involuntary or by operation of the law, or any other provisions hereof:~~

- 11.1 ~~DISTRIBUTIONS. The Corporation, being organized exclusively for scientific, charitable, and educational purposes, may make distributions to organizations and individuals in furtherance of its corporate purposes and in accordance with Section 501(c)(3) of the Code. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1986 (hereinafter referred to as "the Code"), contributions to which are deductible for federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(3) of the Code.~~
- 11.2 ~~PROHIBITION AGAINST PRIVATE BENEFIT AND INUREMENT. No part of the net earnings of the Corporation shall inure to 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 set forth in Section 3 above. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable or educational within the meaning of Section 501(c)(3) of the Code.~~
- 11.3 ~~POLITICAL ACTIVITY. No substantial part of the activities of the Corporation shall be to attempt to influence legislation by propaganda or otherwise, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.~~
- 11.4 ~~OTHER PROHIBITIONS. The Corporation shall not carry on any other activities not permitted to be carried on:~~
- ~~11.4.1 under the Act or other applicable law;~~
 - ~~11.4.2 by a Foundation exempt from federal income tax under Section 501(c)(3) of the Code; or~~

11.4.3 by a Foundation, contributions to which are deductible under Section 170(c)(2) of the Code.

~~Except as permitted by filing an election under Section 501(h) of the Code, no substantial part, and, during such time or times that the corporation is a private foundation within the meaning of Section 509 of the Code, no part of the activities of the corporation shall consist of attempting to influence legislation (including action by Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation), nor shall the corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.~~

11.5 DISSOLUTION. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Foundation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific, charitable, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for exempt purposes. ~~At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the State of Minnesota, or any other jurisdiction where its activities are carried on.~~

~~11.6 No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its federal income tax exemption.~~

~~11.7 Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings, current or accumulated, of the corporation shall ever inure to the benefit of any private individual.~~

~~11.8 Notwithstanding any other provision of these Articles, if at any time the corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:~~

~~11.8.1 The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code;~~

~~11.8.2 The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code;~~

- ~~11.8.3 The corporation shall not retain any excess business holdings, as defined in Section 4943(e) of the Code;~~
~~11.8.4 The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code; and~~
~~11.8.5 The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.~~

12 DISSOLUTION

~~Upon the termination, dissolution, or winding up of the corporation in any manner of for any reason, voluntary or involuntary, its assets, if any, remaining after the payment of provision for payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described under Section 501(c)(3) of the Code.~~

13 INTERNAL REVENUE CODE

All references contained in these Articles to the Internal Revenue Code of 1986, or to “the Code,” shall be deemed to refer to the Internal Revenue Code of 1986, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter or the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.