

CERTIFIED COPY

CERTIFICATE OF INCORPORATION

OF

ASSOCIATION FOR COMPUTING MACHINERY, INC.

United States Corporation Company

306 South State Street, Dover, Delaware

Albany, N. Y.

Carson City, Nev.

Chicago, Ill.

Jersey City, N. J.

Los Angeles, Cal.

Philadelphia, Pa.

St. Louis, Mo.

Washington, D. C.

Executive Offices

70 Pine Street, New York, New York 10005

THE CORPORATION TRUST COMPANY



Associated with CT Corporation System
100 WEST TENTH ST., WILMINGTON, DEL. 19801 • (302) 658-7581
MAIL ADDRESS: P. O. BOX 631, WILMINGTON, DEL. 19899

March 31, 1977

RE: ASSOCIATION FOR COMPUTING MACHINERY, INC.

Ms. Irene Hollister
Association for Computing Machinery Inc.
1133 Avenue of the Americas
New York, New York 10036

Dear Ms. Hollister:

Pursuant to instructions received through our New York office, we enclose one certified copy of the Certificate of Incorporation for the above company, as filed with the Secretary of State of Delaware on September 29, 1954 and which constitutes the only charter document on record.

Very truly yours,

THE CORPORATION TRUST COMPANY

Mark A. Ferrucci

Mark A. Ferrucci
Service Division

MAF:skd
Enc.

State of Delaware
New Castle County

ss.

I, Leo J.. Dugan, Jr., Recorder of
Deeds for New Castle County, Delaware, do hereby certify that Certified Copy of

Certificate of Amendment of the "ASSOCIATION FOR COMPUTING MACHINERY, INC."

was received for record in this office on July 17, 1978
and the same appears of record in the Recorder's Office for said County.

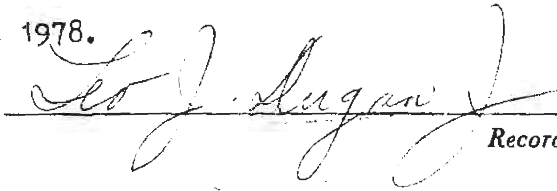
Witness my hand and Official Seal, this

seventeenth

day of

July,

A. D. 1978.


Recorder.

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ASSOCIATION FOR COMPUTING MACHINERY, INC.

Adopted in accordance with the provisions
of Section 242 of the General Corporation
Law of the State of Delaware

We, Herbert R.J. Grosch, President and George Dodd, Secretary of ASSOCIATION FOR COMPUTING MACHINERY, INC., a corporation without capital stock existing under the laws of the State of Delaware, do hereby certify as follows:

FIRST: That the Certificate of Incorporation of said corporation has been amended as follows:

By striking out the whole of Article NINTH thereof as it now exists and inserting in lieu and instead thereof a new Article NINTH, reading as follows:

"NINTH. The members may adopt and amend By-Laws, which may be divided into two parts to be known as Constitution and Bylaws, and differing minimum voting requirements may be prescribed for amending such two parts of the By-Laws. The Council may adopt and amend By-Laws to the extent provided in the By-Laws. The term "By-Laws" as used in this Certificate of Incorporation shall refer to such

Constitution and such Bylaws, and to either part of them, so that By-Law provisions as allowed by law and by this Certificate of Incorporation may appear in either or both the Constitution and the Bylaws."

SECOND: That such amendment has been duly adopted in accordance with the provisions of Section 242(c)(3) of the General Corporation Law of the State of Delaware by the affirmative vote of a majority of all of the members of the governing body entitled to vote at a meeting thereof and the affirmative vote of at least two-thirds of the members voting on such amendment, with ballots having been received from more than one-third of all of the members entitled to vote thereon.

IN WITNESS WHEREOF, we have signed this certificate this 23rd day of June, 1978.

Herbert R. J. Gronk
President

Attest:

George B. Odd
Secretary



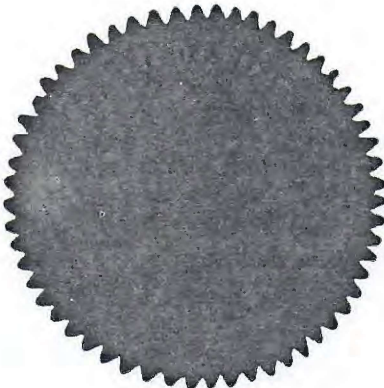
State
of
DELAWARE

Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware, do hereby certify that the above and foregoing is a true and correct copy of

Certificate of Amendment of the "ASSOCIATION FOR COMPUTING MACHINERY, INC.", as received and filed in this office the fourteenth day of July, A.D. 1978, at 9 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand and official seal at Dover this* fourteenth *day of* July *in the year of our Lord one thousand nine hundred and* seventy-eight.



Glenn C. Kenton

Glenn C. Kenton, Secretary of State

J. J. Dunne

Assistant Secretary of State

CERTIFICATE OF INCORPORATION
OF THE
ASSOCIATION FOR COMPUTING MACHINERY, INC.

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FIRST. The name of the Corporation is
ASSOCIATION FOR COMPUTING MACHINERY, INC.

SECOND. Its principal office in the State of Delaware is to be located at No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name and address of its resident agent is THE CORPORATION TRUST COMPANY, No. 100 West Tenth Street, Wilmington, Delaware.

THIRD. The objects or purposes to be promoted or carried on are to advance the science, design, development, construction and application of modern machinery and computing techniques for performing operations in mathematics, logic, statistics, accounting, automatic control, and kindred fields; and by appropriate means, including the holding of meetings for the reading and discussion of professional papers and the publication of a technical journal and other papers, to promote the free interchange of information about such machinery and computing techniques in the best scientific traditions.

FOURTH. In furtherance of, and not in limitation of, the general powers conferred by the laws of the State of Delaware, and the objects and purposes herein set forth, it is expressly provided that this Corporation shall have the following powers, viz.:

Subject to the powers and restrictions of this Certificate of Incorporation and as may be contained from

time to time in the By-Laws, to do all and only such acts as are necessary or convenient to the attainment of the objects and purposes herein set forth and to the same extent and as fully as any natural person might or could do.

To purchase, lease, hold, take, mortgage, or otherwise acquire, and to sell, lease, convey or otherwise dispose of real or personal property and assets of any kind or any interest therein; to enter into, make, perform, or carry out contracts of every kind with any firm, person, corporation or association; to do any acts necessary or expedient for carrying on any or all of the objects and purposes of this Corporation not forbidden by this Certificate of Incorporation, or from time to time by its By-Laws or by the laws of the State of Delaware.

To purchase, take by gift, devise, or bequest, or otherwise acquire, and to hold shares of stock, bonds, securities or evidences of indebtedness issued or created by any corporation or corporations of this or any other state, and while the owner thereof, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; provided, however, that such ownership of such shares, securities or evidence of indebtedness does not result in pecuniary profit or gain to the members of the Corporation.

To have offices and promote and carry on its objects and purposes and to exercise its several corporate powers within or without the State of Delaware, in other states, the District of Columbia, the territories of the United States, or any foreign country.

In general, to have all powers conferred upon a corporation by the laws of the State of Delaware, except as herein prohibited, or as may be from time to time prohibited by the By-laws of this Corporation.

FIFTH. The Corporation shall not have any capital stock and shall not be conducted for profit, and no part of its funds shall inure to the benefit of any member thereof. No part of the activities of the Corporation shall consist of carrying on propaganda or attempting to influence legislation.

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

<u>Names</u>	<u>Residences</u>
Alex Orden	Philadelphia, Pa.
John H. Howard	Wallingford, Pa.
Robert V. D. Campbell	Drexel Hill, Pa.

SEVENTH. The Corporation shall have perpetual existence.

EIGHTH. The private property of the members shall not be subject to the payment of corporate debts or liabilities.

NINTH. The members may adopt and amend By-Laws, which may be divided into two parts to be known as Constitution and Bylaws, and differing minimum voting requirements may be prescribed for amending such two parts of the By-Laws. The term "By-Laws" as used in this Certificate of Incorporation shall refer to such Constitution and such Bylaws, and to either part of them, so that By-Law provisions as allowed by law and by this Certificate of Incorporation

ation may appear in either or both the Constitution and the Bylaws.

TENTH. Conditions of membership in the Corporation, and all qualifications, requirements, privileges, voting rights, and regulations of membership shall be fixed and governed by the By-Laws of the Corporation. Provisions for management of the affairs of the Corporation shall be as the By-Laws may from time to time provide, including a Council, an Executive Committee, and such other committee and officers elected or appointed as may be provided. The By-Laws may authorize the Council members to attend and vote at Council meetings by proxy. Except where otherwise required by law the Council and the Executive Committee may be authorized by the By-Laws to act without meeting, and in such cases the resolution adopted or vote taken by the members of the Council or of the Executive Committee or other Committees pursuant to the By-Laws shall be fully effective as though taken at a meeting of such Council or Committee. The number of persons on the Council and on any Committee shall be determined in such manner as the By-Laws may provide.

ELEVENTH. Meetings of the members of the Corporation and of the Council and Committees may be held within or without the State of Delaware as the By-Laws may provide. The books of the Corporation (subject to any provision of the laws of the State of Delaware) may be kept within or without the State of Delaware as the By-Laws may provide or as the Council may determine.

TWELFTH. No assets of the Corporation shall, upon its dissolution or otherwise, be distributed among its members, but in the event of the dissolution or

liquidation of the Corporation its assets shall be distributed and applied to the purposes set forth in this Certificate of Incorporation.

THIRTEENTH. The 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 statute, and all rights conferred upon members herein are granted subject to this reservation. Any such amendment shall require the affirmative vote of two-thirds of the members voting, who shall be not less than one-third of the entire membership eligible to vote; but the By-Laws may require a larger minimum percentage of the members voting, not to exceed one-half of the entire membership eligible to vote.

WE, THE UNDERSIGNED, being each of the original incorporators herein named for the purpose of forming a corporation to incorporate the Association of Computing Machinery, presently an unincorporated association not for profit, to do business within and without the State of Delaware, and in pursuance of the General Corporation Law of the State of Delaware, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 22 day of September, 1954.

ALEX ORDEN, PHILADELPHIA, PA. (SEAL)

JOHN H. HOWARD, WALLINGFORD, PA. (SEAL)

ROBERT V. D. CAMPBELL, DREXEL HILL, PA. (SEAL)

COMMONWEALTH OF PENNSYLVANIA :

83:

COUNTY OF CHESTER :

BE IT REMEMBERED that on this 22nd day of September, 1954, personally came before me, a Notary Public for the State of Pennsylvania, Alex Orden, John H. Howard, and Robert V. D. Campbell, all of the parties to the foregoing 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 therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

MARTHA BOLE

Notary Public

Notary Public, Paoli, Chester Co.
My commission expires July 15, 1958

MARTHA BOLE
NOTARY PUBLIC
COMMONWEALTH OF PENNSYLVANIA



State
of
DELAWARE



Office of SECRETARY OF STATE

I, Glenn C. Kenton Secretary of State of the State of Delaware,
do hereby certify that the above and foregoing is a true and correct copy of
Certificate of Incorporation of the "ASSOCIATION FOR COMPUTING MACHINERY, INC.", as
received and filed in this office the twenty-ninth day of September, A.D. 1954, at
11 o'clock A.M.

In Testimony Whereof, *I have hereunto set my hand*
and official seal at Dover this thirty-first *day*
of March *in the year of our Lord*
one thousand nine hundred and seventy-seven.



Glenn C. Kenton

Secretary of State

[Signature]

Assistant Secretary of State