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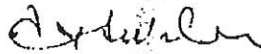
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WILSON and WHITTINGTON, P.A.
1601 PARKSIDE DRIVE SUITE 100
WILMINGTON, DELAWARE 19806

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
AMERICAN CIVIL LIBERTIES UNION
FOUNDATION OF DELAWARE, INC.

The Certificate of Incorporation of
American Civil Liberties Union Foundation of Delaware,
Inc., is hereby amended by deleting the Certificate
in its entirety and substituting in lieu thereof the
amended Certificate attached hereto. The undersigned
is the sole incorporator, no directors have been
elected, no payment has been received for any stock
and this amendment has been duly adopted pursuant
to 8 Del. Code, Section 241.



Ernest S. Wilson, Jr.
Incorporator

CERTIFICATE OF INCORPORATION
OF
AMERICAN CIVIL LIBERTIES UNION
FOUNDATION OF DELAWARE, INC.

FIRST: The name of the corporation is
American Civil Liberties Union Foundation of
Delaware, Inc.

SECOND: The address of its registered
office in the State of Delaware is 1608 Farmers
Bank Building, 919 Market Street, in the City of
Wilmington, County of New Castle. Its registered
agent at such address is Ernest S. Wilson, Jr.

THIRD: The corporation is organized
exclusively for charitable, religious, educational,
and scientific purposes, including, for some purposes,
the making of distributions to organizations that
qualify as exempt organizations under Section 501(c)(3)
of the Internal Revenue Code of 1954 (or the correspond-
ing provision of any future United States Internal
Revenue Law).

FOURTH: No part of the net earnings of the
corporation shall inure to the benefit of, or be dis-
tributable to, its members, trustees, officers, or other
private persons, except that the corporation shall be
authorized and empowered to pay reasonable compensation

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for services rendered and to make payments and distributions in furtherance of the purposes 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 the publishing or distribution of 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 other 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

FIFTH: Upon the 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 corporation, exclusively for the purposes of the corporation in such manner, or to such organization or organizations,

organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

SIXTH: The corporation is not for profit and has no authority to issue capital stock. The conditions of membership shall be as stated in the By Laws.

SEVENTH: The name and mailing address of the incorporator is Ernest S. Wilson, Jr., 1608 Farmers Bank Building, P. O. Box 1266, Wilmington, Delaware 19899.

EIGHTH: The corporation is to have perpetual existence.

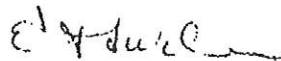
NINTH: Meetings of members may be held within or without the State of Delaware, as the By Laws may provide. The books of the corporation may be kept outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By Laws of the Corporation. Election of Directors need not be by written ballot unless the By Laws of the corporation shall so provide.

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TENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and all rights conferred upon members herein are granted subject to this reservation.

ELEVENTH: The corporation may indemnify its officers and directors to the extent permitted by the General Corporation Law of Delaware.

I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true and accordingly have hereunto set my hand and seal this 22^d day of December, 1977.



Incorporator

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