

Michigan Department of Energy, Labor & Economic Growth

Filing Endorsement

This is to Certify that the ARTICLES OF INCORPORATION - NONPROFIT

for

INTERNATIONAL BIG HISTORY ASSOCIATION

ID NUMBER: 71127F

received by facsimile transmission on April 4, 2011 is hereby endorsed

Filed on April 5, 2011 by the Administrator.

The document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 5TH day of April, 2011.

A handwritten signature in black ink, appearing to read "J. Hughes", written over a horizontal line.

Director

Bureau of Commercial Services

NONPROFIT ARTICLES OF INCORPORATION
OF
INTERNATIONAL BIG HISTORY ASSOCIATION

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned incorporator executes the following Articles:

ARTICLE I

The name of the Corporation is International Big History Association.

ARTICLE II

The Corporation is organized exclusively for educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or comparable subsequent legislation. In furtherance of these purposes, the purpose of the Corporation is to promote, support and sponsor the diffusion and improvement of the academic and scholarly knowledge of the scientific field of endeavor commonly known as "Big History" by means of teaching and research and to engage in activities related thereto. Subject to the foregoing purposes and the restrictions set forth in these Articles of Incorporation, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Michigan Nonprofit Corporation Act.

- (a) In furtherance of and subject to these purposes, the Corporation may also:
- (i) acquire, purchase, own, loan and borrow, erect, maintain, hold, use, control, manage, invest, exchange, convey, transfer, sell, mortgage, lease, and rent all real and personal property of every kind and nature; and
 - (ii) accept, receive and hold, in trust or otherwise, contributions, legacies, grants, donations, gifts, bequests, devises, and benefactions which may be left, made, or given to the Corporation.
- (b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any other corporate assets on dissolution of the Corporation.
- (c) 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, nor intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, as amended, and its regulations as they may now exist or as they may hereafter be amended or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

(e) Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation shall be distributed exclusively to such other nonprofit organizations recognized as tax exempt under Section 501(c)(3) of the Internal Revenue Code, as amended, as the Board of Directors shall determine.

ARTICLE III

The Corporation is organized upon a nonstock, membership basis. The amount of assets which the Corporation possesses is:

Real Property: None

Personal Property: None

The Corporation is to be financed through membership dues and charges, through charitable gifts, grants and contributions, and from investment income.

ARTICLE IV

No person who is an officer or director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for a breach of his or her fiduciary duty as an officer or director. However, this Article shall not eliminate or limit the liability of an officer or director for any breach of duty, act or omission for which the elimination or limitation of liability is not permitted by the Michigan Nonprofit Corporation Act, as amended from time to time. No amendment, alteration, repeal or modification of this Article or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article shall have any effect to increase the liability of any officer or director of the Corporation with respect to any act or omission of such officer or director occurring prior to such amendment, alteration, repeal, modification or adoption. As used in this Article, the term "officer" means "volunteer officer" and the term "director" means "volunteer director" as defined in Section 110 of the Michigan Nonprofit Corporation Act.

ARTICLE V

The Corporation assumes all liability to any person other than the Corporation or its members for all acts or omissions of a volunteer director incurred in the good faith performance

of the volunteer director's duties. For purposes of this article, "volunteer director" shall have the meaning defined in Section 110 of the Michigan Nonprofit Corporation Act. In addition, the Corporation assumes all liability for all acts or omissions of a volunteer director, volunteer officer, or other volunteer provided the individual meets the standards set forth in Section 209(e) of the Michigan Nonprofit Corporation Act, as such may be amended from time to time. No amendment, alteration, repeal or modification of this Article, or adoption of any other provisions in these Articles of Incorporation inconsistent with this Article, shall have any effect to increase the liability of any volunteer director, volunteer officer or other volunteer with respect to any act or omission occurring prior to such amendment, alteration, repeal, modification or adoption.

ARTICLE VI

Directors and officers of the Corporation shall be indemnified as of right to the fullest extent now or hereafter permitted by law in connection with any actual or threatened civil, criminal, administrative or investigative action, suit or proceeding (whether brought by or in the name of the corporation, a subsidiary or otherwise) in which a director or officer is a witness or which is brought against a director or officer in his or her capacity as a director, officer, employee, agent or fiduciary of the Corporation or of any corporation, partnership, joint venture, trust, employee benefit plan or other enterprise which the director or officer was serving at the request of the Corporation. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors of the Corporation.

The Corporation may purchase and maintain insurance to protect itself and any such director, officer, or other person against any liability asserted against him or her and incurred by him or her in respect of such service whether or not the Corporation would have the power to indemnify him or her against such liability by law or under the provisions of this Article.

The provisions of this Article shall be applicable to actions, suits or proceedings, whether arising from acts or omissions, and to directors, officers and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, personal representatives, executors and administrators of the directors, officers and other persons referred to in this Article.

The right of indemnity provided pursuant to this Article shall not be exclusive, and the Corporation may provide indemnification to any person, by agreement or otherwise, on such terms and conditions as the Board of Directors may approve that are not inconsistent with the Michigan Nonprofit Corporation Act (or other law). Any agreement for indemnification of any director, officer or other person may provide indemnification rights which are broader or otherwise different from those set forth in, or provided pursuant to, or in accordance with, this Article. Any amendment, alteration, modification, repeal or adoption of any provision in these Articles of Incorporation inconsistent with this Article shall not adversely affect any indemnification right or protection of a director, officer or other person existing at the time of such amendment, alteration, modification, repeal or adoption.

ARTICLE VII

The address of the initial registered office, and its mailing address, is 1 Campus Drive, Allendale, Michigan 49401-9401.

The name of the initial resident agent at the registered office is Craig G.R. Benjamin.

ARTICLE VIII

Notwithstanding any provision of these Articles of Incorporation or Michigan law to the contrary, if at any time the Corporation is a private foundation within the meaning of Code section 509, it is prohibited from engaging in any act of self-dealing (as defined in Code section 4941(d)), from retaining any excess business holdings (as defined in Code section 4943(c)) which would subject the Corporation to tax under Code section 4943, from making or retaining any investments which would subject the Corporation to tax for jeopardizing investments under Code section 4944, and from making any taxable expenditures (as defined in Code section 4945(d)), and the Corporation shall make distributions of income and principal at such time and in such manner as not to subject the Corporation to tax under Code section 4942.

ARTICLE IX

The name and address of the sole incorporator is as follows:

David G. Christian
1/57 The Esplanade
Mosman, N.S.W. 2088
Australia

ARTICLE X

These Articles of Incorporation may be amended only by a two-thirds majority of the members present in person or by proxy at an Annual Meeting. Amendments may be proposed by submission to the Board of Directors of a writing signed by at least ten percent (10%) of the members. Proposed amendments must be received by the Board at least sixty (60) days prior to the Annual Meeting of members, and the Board shall distribute the proposed amendment to the membership for consideration at least thirty (30) days prior to the Annual Meeting.

The undersigned incorporator has signed these Articles of Incorporation this 2 day of APRIL, 2011.

David G. Christian
David G. Christian, Incorporator

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