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Spencer R. Davis
Secretary of the Commonwealth

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU

108070

Articles of Incorporation

In compliance with the requirements of 15 Pa.C.S.
§ 7316 (relating to articles of incorporation), the undersigned,
all of whom are of full age and desiring to be incorporated as a
nonprofit corporation, hereby certify that they are incorporating
under the act of November 15, 1972, No. 271, and that:

1. The name of the Corporation is:

SOCIETY OF AUTOMOTIVE ENGINEERS, INC.

2. The location and post office address of the initial
registered office of the Corporation in this Commonwealth is 400
Commonwealth Drive, Warrendale, Pennsylvania 15096. 2

3. The Corporation is incorporated under the Nonprofit
Corporation Law of the Commonwealth of Pennsylvania for the
following purposes: (a) to advance the knowledge of the arts,
sciences, standards and engineering practices connected with the
development, design, construction and use of self-propelled
machines, prime movers and related equipment (all herein
collectively called "mechanisms"); (b) to preserve and improve
the quality of life in the production and use of such mechanisms;

(c) to maintain a library of publications; (d) to promote through meetings, lectures, courses, seminars and the presentation and discussion of scientific and engineering papers a better understanding of such mechanisms; (e) to develop technical and scientific reports, including engineering standards and recommended practices, in connection with the development, design, construction and use of such mechanisms, and publish and distribute such reports for the benefit of mankind; and (f) generally to provide for or carry on such other activities as may be necessary, incidental, convenient or desirable to accomplish fully the foregoing purposes.

4. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. The term for which the Corporation is to exist is perpetual.

6. The Corporation is organized on a nonstock basis.

7. The name and address, including street and number, if any, of each of the incorporators are:

<u>Name</u>	<u>Address</u>
Jack W. Schmidt	2772 Hunters Way Bloomfield Hills Michigan 48013
William S. Coleman	6771 Cottonwood Knoll West Bloomfield Michigan 48033

<u>Name</u>	<u>Address</u>
Neil A. Schilke	253 Wimberly Drive Rochester Hills Michigan 48064
Franklin Walter	3138 Erie Drive Orchard Lake Michigan 48033
Joseph Gilbert	2185 Ben Franklin Drive Pittsburgh Pennsylvania 15237
Max E. Rumbaugh, Jr.	2274 Wood Acres Court Pittsburgh Pennsylvania 15237
William G. Wagner III	205 Pinehurst Drive Freedom Pennsylvania 15042

8. The following are provisions for the regulation of the internal affairs and business of the Corporation:

(a) The Corporation is organized exclusively for the charitable, educational and scientific purposes set forth in Article 3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, 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 Article 3. 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.

(b) Notwithstanding any other provision of its Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future federal tax code) or by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding section of any future federal tax code).

(c) Upon the liquidation or dissolution of the Corporation, all of the property and assets of the Corporation, after paying or making provision for the payment of all of the debts and liabilities of the Corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding section of any future federal tax code), or shall be distributable to the federal government, or to a state or local government for a public purpose, as the Board of Directors shall determine.

(d) The Corporation shall be deemed for all purposes to have reserved the right to alter, change or repeal any

provision contained in its Articles or Bylaws to the extent now or hereafter permitted or prescribed by law, and all rights herein conferred upon the members and others are granted subject to such reservation.

IN TESTIMONY WHEREOF, the incorporators have signed and sealed these Articles of Incorporation this 11th day of March, 1985.

Jack W. Schmidt (Seal)
Jack W. Schmidt

Franklin Walter (Seal)
Franklin Walter

William S. Coleman (Seal)
William S. Coleman

Joseph Gilbert (Seal)
Joseph Gilbert

Neil A. Schilke (Seal)
Neil A. Schilke

Max E. Rumbaugh, Jr. (Seal)
Max E. Rumbaugh, Jr.

William G. Wagner III (Seal)
William G. Wagner III