

**ATTACHMENT B for RESTATED ARTICLES OF INCORPORATION  
OF  
THE MATHEMATICAL ASSOCIATION OF AMERICA (INCORPORATED)**

Pursuant to the provisions of The General Not For Profit Corporation Act of 1986 (the "Act"), the text of the Articles of Incorporation of the Corporation as restated will read as forth in full:

**ARTICLES OF INCORPORATION  
OF  
THE MATHEMATICAL ASSOCIATION OF AMERICA (INCORPORATED) ✓**

1. The name of the corporation (hereinafter referred to as the "Corporation") is The Mathematical Association of America (Incorporated).
2. The Corporation filed its Articles of Incorporation with the Secretary of State on September 8, 1920. The name under which the Corporation was formed is The Mathematical Association of America (Incorporated). The name of the Corporation has not been changed. ✓
3. The address of the registered office and the name of the registered agent on the date of filing the restated articles are:

Business Filings Incorporated ✓  
118 West Edwards Street, Suite 200  
Springfield, Illinois  
62704

4. The duration of the Corporation is perpetual.
5. The Corporation is organized and shall be operated exclusively for charitable, scientific, and education purposes as defined under Section 501(c)(3) of the Internal Revenue Code of 1986 and the Regulations thereunder, as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the "Code"). Specifically, and without limitation: to assist in promoting the interests of mathematics in America, especially in the collegiate field, by holding meetings in any part of the United States or Canada for the presentation and discussion of mathematical papers, by the publication of mathematical papers, journals, books, monographs and reports, by conducting investigations for the purpose of improving the teaching of mathematics, by accumulating a mathematical library and by cooperating with other organizations whenever this may be desirable for attaining these or other similar objects.

The Corporation is not a condominium association as established under the Condominium Property Act, a cooperative housing corporation defined in Section 216 of the Code or a homeowner association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the Code of Civil Procedure.

6. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon not-for-profit corporations organized pursuant to the Act; provided, however, that:
  - a. 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 person, except that reasonable compensation may be paid for services actually rendered to or for the Corporation and the Corporation may provide reasonable reimbursements and advances to such persons as permitted under the Act and no director or officer of the Corporation, or any private person, shall be entitled to share in the distribution of any of the assets of the Corporation upon the dissolution of the Corporation;
  - b. 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, or in opposition to, any candidate for public office; and
  - c. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(3) of the Code, and exempt from taxation under Section 501(a) of the Code.
7. The Corporation shall have members, the classes, voting rights, and qualifications of which shall be as set forth in the Bylaws of the Corporation.
8. The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The number of directors and the manner of election or appointment of the directors shall be as provided in the Bylaws.
9. These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in original Articles of Incorporation; and (ii) that any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.
10. Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation or its directors are as follows:
  - a. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the

Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be distributed for one (1) or more of the Corporation's exempt purposes within the meaning of Code Section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in a manner consistent with the requirements of the Act, the Code, and all other applicable law, as determined by action of the Board of Directors of the Corporation and, to the extent required by the Act and the Bylaws, the membership.

- b. The personal liability of the officers and directors of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the Act.
- c. The Corporation shall indemnify and hold harmless any person who is or was a director, officer, employee or agent of the Corporation, or who is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, to the fullest extent that a corporation may grant indemnification under the Act, as the same exists or may hereafter be amended. To the extent required by applicable law, including the Act, the Corporation shall indemnify such individuals. The indemnification and payment or reimbursement of expenses provided herein shall not be deemed exclusive of or limit in any way other rights to which any person seeking indemnification or payment or reimbursement of expenses may be or may become entitled under any bylaw, resolution, insurance, agreement or otherwise.
- d. The Corporation may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors of the Corporation.

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