

Articles of Incorporation
Of
**American Society for Gravitational & Space Research, Science,
Tech, Engineering, Arts & Math, Inc.**

The undersigned, acting as incorporator, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, submits the following Articles of Incorporation for the purpose of forming a nonprofit educational organization pursuant to the Virginia Nonstock Corporation Act, and states as follows:

ARTICLE 1: Name. The name of the corporation is: American Society for Gravitational & Space Research, Science, Tech, Engineering, Arts & Math, Inc., hereinafter referred to as "STEAM".

ARTICLE 2: Duration. The period of duration for STEAM is perpetual.

ARTICLE 3: Purposes. STEAM is organized for the following purpose:

1. To promote research, education, training and development on the effects of variable gravity on biological and physical processes and to apply the knowledge gained to a better understanding of gravity and other space environmental factors.
2. To promote the importance of understanding the role of gravity on biological and physical systems within terrestrial and space environments.
3. To educate the next generation of biological and physical science researchers and technology developers.
4. To disseminate information on gravitational space research and to apply this research to the solution of terrestrial and space problems.
5. To provide a forum for international scientific exchange of basic and translational biological and physical science research among professionals in government, business, academia and other segments of society involved in gravitational and space biological and physical science research and applications.

ARTICLE 4: Members. STEAM has no members who exercise the rights and powers of members of a corporation under the laws of this state. However, STEAM may invite consulting members, contributing members and advisory members. The qualifications for such groups and membership are stipulated in STEAM's bylaws.

ARTICLE 5: Tax-Exempt Provisions. STEAM is organized and shall be operated exclusively for educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or a related section of a successor statute (hereinafter "Code"). The property of STEAM is irrevocably dedicated to charitable, educational, and religious purposes, and no part of the net earnings of STEAM shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that STEAM shall be authorized and empowered to pay reasonable compensation for services rendered to or for STEAM and to make payments and distributions in furtherance of the purposes set forth in these Articles. No substantial part of the activities of STEAM shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and STEAM shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign on behalf of any candidate for public office.

STEAM may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the board of directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for religious, charitable or educational purposes.

Notwithstanding any other provision of these Articles, STEAM 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 Code or by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future Federal tax code.

Upon dissolution of STEAM, all assets of STEAM shall be distributed in furtherance of religious, charitable, or educational purposes within the meaning of Section 501(c)(3) of the Code (or corresponding section of any future Federal tax code), to such organization or organizations organized and operated exclusively for religious, charitable, or educational purposes, that at the time qualify as tax-exempt under Section 501(c)(3) of the Code (or corresponding section of any future Federal tax code), and dedicated to the principles set forth in Article 3 above, as shall be determined by STEAM's Board of Directors by unanimous vote in accordance with the Bylaws of STEAM. Any such asset not so disposed shall be disposed of by a court of competent jurisdiction in the county in which the principal office of STEAM is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 6: Registered Agent. The name of the initial registered agent of STEAM in the Commonwealth of Virginia is Timothy M. Purnell. The initial registered agent is a resident of Virginia and a member of the Virginia State Bar.

ARTICLE 7: Registered Office. STEAM's initial registered office address, including the street and number which is identical to the business office of the initial registered agent, is 9214 Center Street, Suite 101, Manassas, Virginia, 20110. The registered office is physically located in the City of Manassas.

ARTICLE 8: Board of Directors. STEAM shall be governed in all matters of corporate governance by its board of directors. The members of the board of directors of STEAM shall be referred to in these Articles as "Directors". The number of persons who serve on the board of directors shall be no less than three nor more than twelve. The initial board of directors is appointed herein and the succeeding directors shall be selected by the sitting board on an annual basis.

ARTICLE 9: Initial Board Members. The number of members constituting the initial board shall be five. STEAM may have up to twelve (12) board members at any time. The names and addresses of the persons who are to serve as the initial board until their successors shall be appointed and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Anna-Lisa Paul, PhD	UF 2550 Hull Road, PO Box 110690, Gainesville FL 32611-0690
Rob Ferl, PhD	UF 2550 Hull Road, PO Box 110690, Gainesville FL 32611-0690
William Meyer, PhD	1645 St. Charles Avenue Lakewood, OH 44107-4312
Erika Wagner, PhD	6403 Brooklyn Ave NE Seattle, WA 98115
Meredith Colket, PhD	36 Gatewood, Avon, CT 06001

ARTICLE 10: Limitation on Liability. To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no Director (member of the Board of Directors) or Officer of STEAM, shall be personally liable for damages in any proceeding brought by or in the right of STEAM, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been a Director or Officer of STEAM, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision applicable to corporations described in Section 501(c)(3) of the Code.

ARTICLE 11: Amendment. These Articles of Incorporation may be amended from time to time in accordance with the applicable provisions of the Virginia Nonstock Corporation Act (or a successor statute).

ARTICLE 12: Incorporator. The name and address of the incorporator is:

Timothy M. Purnell
Purnell, McKennett & Menke, PC
9214 Center Street, Suite 101
Manassas, Virginia 20110
703-368-9196 (Telephone)
703-361-0092

IN WITNESS WHEREOF, I have signed these Articles and acknowledge the same to be my act this 19 day of September, 2019.

By: _____

Timothy M. Purnell

