

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, July 23, 2002

This is to Certify that the certificate of incorporation of

SOCIETY OF VACUUM COATERS FOUNDATION, INC.

was this day issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.

Effective date: July 23, 2002



State Corporation Commission

Attest:

Joel H. Beck
Clerk of the Commission

ARTICLES OF INCORPORATION

of

SOCIETY OF VACUUM COATERS FOUNDATION, INC.

TO: STATE CORPORATION COMMISSION:

The undersigned natural person of the age of twenty-one years or more, acting as incorporator, adopts the following Articles of Incorporation pursuant to the Virginia Nonstock Corporations Act:

- FIRST: The name of the corporation is SOCIETY OF VACUUM COATERS FOUNDATION, INC.
- SECOND: The period of duration is perpetual.
- THIRD: The corporation is organized and operated to support the charitable, educational and scientific activities of the Society of Vacuum Coaters. The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. (All references to sections in these Articles refer to the Internal Revenue Code of 1986 as amended or to comparable sections of subsequent internal revenue laws.) In pursuance of these purposes it shall have the powers to carry on any business or other activity which may be lawfully conducted by a corporation organized under the Virginia Nonstock Corporations Act, whether or not related to the foregoing purposes, and to do all things necessary, proper and consistent with maintaining tax exempt status under section 501(c)(3).
- FOURTH: The corporation has no members.
- FIFTH: The registered agent is an individual, Sandra Pfau Englund, who is a resident of the state of Virginia and a member of the Virginia State Bar, and the address of its initial registered office is 1451 Juliana Place, Alexandria, Virginia which is physically located in the city of Alexandria.
- SIXTH: The number of directors constituting the initial Board of Directors is six (6), and the names and addresses, including street number, of the persons who are to serve as the initial directors until the first annual meeting, or until their successors are elected and qualified, are:

John B. Fenn, Jr.
23775 Harwich Place
West Hills, CA 91307

Leon McCrary
63 Old Forge Road
Scituate, MA 02066

John T. Felts
2021 Alaska Packer Place #3
Alameda CA 94501

Elizabeth Josephson
7570 Firebird Lane
Manlius, NY 13104

Tony Broomfield
8041G Arrowridge Blvd.
Charlotte, NC 28273

Donald J. McClure
3M Center, Bldg 208-01-01
St. Paul, MN 55144-1000

The members of the Board of Directors shall be those individuals elected or appointed by the Board of Directors of the Society of Vacuum Coaters.

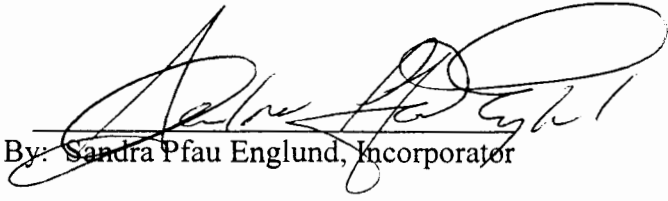
SEVENTH: The internal affairs of the corporation shall be regulated by its Board of Directors as described in the Bylaws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

EIGHTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No substantial amount of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and this corporation shall not intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles or of any Bylaws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

NINTH: The name and address, including street and number, of the incorporator is:

Sandra Pfau Englund
1451 Juliana Place
Alexandria, VA 22304-1516

IN WITNESS THEREOF, I have hereunto set my hand and seal this 22nd day of July,
2002.


By: Sandra Pfau Englund, Incorporator