

CERTIFICATE OF INCORPORATION

- of -

THE AMERICAN ETHICAL UNION INC.

(Pursuant to the Membership Corporations Law)

We, the undersigned, all being persons of full age and being desirous of associating ourselves for the purposes hereinafter particularly described pursuant to and in conformity with the acts of the Legislature of the State of New York relating to membership corporations under Article II of the Membership Corporation Law of the State of New York, do hereby make, sign and acknowledge this certificate and do hereby certify as follows:

FIRST: The corporation name by which said corporation, hereby formed, is to be known is and shall be THE AMERICAN ETHICAL UNION INC.

SECOND: The purposes for which the said corporation is to be formed are as follows:

1. To promote the knowledge, the love and the practice of right living in all the relations of life. To join its members into a religious and educational fellowship in an effort to advance the moral growth of humanity through study, social action and spiritual consecration.
2. To bring into close fellowship of thought and action the several existing Ethical Societies and such other Ethical Societies or organizations as may be established and admitted to the Union.
3. To federate the Ethical Societies throughout the United States of America, District of Columbia and in any of the territories, districts, protectorates, dependencies of insular or other possessions or acquisitions of the United States for the purpose of promoting the welfare of the Ethical Societies in the different communities in which they

function, to organize and maintain conferences, groups, investigations, studies and similar activities, to help carry out the purposes of the organization, to cooperate with private and governmental agencies in order to more effectively carry out the foregoing purposes, to render social service to cities, states and nations, to consider and act upon public matters of interest to communities throughout the country, to provide a medium for the exchange of ideas relating to education, public welfare and ethical living.

4. To take, lease, purchase or otherwise acquire, and to own, use, hold, sell, convey, exchange, lease, mortgage, erect, improve, develop and otherwise deal in and dispose of real estate, real property and any interest or right therein in any State in the United States or its territories, and to take and accept such real or personal property by gift, devise or bequest.

THIRD: The territory in which the operations are principally to be conducted is within the United States of America, in the District of Columbia and in the territories, districts, protectorates, dependencies or insular or other possessions or acquisitions thereof and in North America generally.

FOURTH: The principal office of the said corporation shall be located in the Borough of Manhattan, City, County and State of New York.

FIFTH: The number of directors and trustees of the said corporation shall not be less than three nor more than thirty.

SIXTH: The names and places of residence of the persons to be directors and trustees of the said corporation until the first annual meeting are as follows:

NAMESADDRESSES

Mr. Robert D. Kohn	Glendale Road Ossining, New York
Mr. Sidney H. Scheuer	91 Central Park West New York, New York
Mr. R. Walston Chubb	108 S. Rock Hill Road Webster Groves 19, Mo.
Mr. Charles Bonfield	Fifth Avenue Hotel New York 11, New York
Mr. George E. O'Dell	1 Clark Street Brooklyn, New York
Dr. Henry Neumann	12 Clark Street Brooklyn, New York
Mr. Hyman Berman	285 Lincoln Place Brooklyn, New York
Dr. Eustace Hayden	6120 S. Ingleside Avenue Chicago 37, Ill.
Mr. Bertram J. Cahn	415 S. Franklin Street Chicago 7, Ill.
Mr. Algernon D. Black	17 West 71st Street New York, New York
Mr. Herbert A. Wolff	100 Soundview Avenue White Plains, New York
Mr. W. Edwin Collier	1906 Rittenhouse Square Philadelphia 3, Pa.
Mr. Frederick P. Gruenberg	135 S. 17th Street Philadelphia 3, Pa.
Mr. J. Hutton Hynd	3648 Washington Boulevard St. Louis 8, Mo.
Mrs. Elsie H. Langsdorf	5187 Cabanne Avenue St. Louis 13, Mo.
Dr. David S. Nussey	492 Van Cortlandt Park Avenue Yonkers, New York
Mr. Henry Frank	6 Boulevard New Rochelle, New York

SEVENTH: That all of the subscribers to the certificate are of full age; that at least two-thirds of them are citizens of the United

States; that at least one of them is a resident of the State of New York and that of the persons named as directors and trustees, at least one is a citizen of the United States and a resident of the State of New York.

EIGHTH: Corporations, associations, partnerships and individuals may be members of this corporation.

NINTH: This corporation may by majority vote of its members adopt by-laws fixing the date of the annual meeting for the election of directors and trustees and for the transaction of such other business as may properly come before the meeting and providing for special meetings, and for the manner of giving notice for annual and special meetings.

TENTH: The annual meeting of this corporation may be held without the State of New York.

ELEVENTH: The by-laws of this corporation may be altered or amended or extended or repealed at any annual or special meeting by a majority vote of the members present.

TWELFTH: This corporation shall have the power to acquire property, real, personal or mixed, situated in the United States, in the District of Columbia, in any of the territories, districts, protectorates, dependencies or insular or other possessions or acquisitions thereof or in any foreign countries by grant, gift, purchase, devise or bequest, and to hold and dispose of such property, real, personal and mixed as the purposes of the corporation shall require subject to such limitations as may be prescribed by law, and this corporation may mortgage, sell or convey or otherwise dispose of said property.

THIRTEENTH: The foregoing clauses shall be construed as objects and as powers in furtherance and not in limitation of the general powers conferred by the laws of the State of New York and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation and that this corporation may do any and all things necessary, suitable or proper for the accomplishment of any of the purposes or objects hereinbefore enumerated.

Nothing in this certificate, however, shall authorize the corporation to carry on any business or exercise any powers in any state or country which a similar corporation organized under the laws of that state or country could not carry on.

IN WITNESS WHEREOF, we have signed this certificate and have hereunto set our hands and seals this 3rd day of February 1947.


ROBERT D. KOHN


DAVID S. MUZZEY

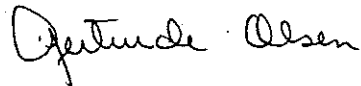

ALGERNON D. BLACK


SIDNEY H. SCHEUER


GEORGE E. O'DELL

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

On this 3rd day of February 1947, before me personally appeared ROBERT D. KOHN, DAVID S. MUZZEY, ALGERNON D. BLACK, SIDNEY H. SCHEUER and GEORGE E. O'DELL, to me known and known to me to be the persons described in and who executed the foregoing Certificate of Incorporation and they duly severally acknowledged to me that they executed the same.



GERTRUDE OLSEN
NOTARY PUBLIC - STATE OF NEW YORK
Residing in Kings County
Kings Co. Clk's No. 120, Reg. No. 27-0-7
Cert. filed in N.Y. Co. Clk's No. 81, Reg. No. 23-0-7
Commission Expires March 30, 1947

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

We the undersigned being duly sworn, depose and say, that we are all members of The American Ethical Union, an unincorporated association with its principal office at 2 West 64th Street, New York 23, New York; that we are the subscribers of the Certificate to organize a corporation under the name of THE AMERICAN ETHICAL UNION, which is the same name as the unincorporated association; and we further certify

a) that the purposes set forth in said Certificate are the same as those of the unincorporated association

b) that the subscribers of such certificate constitute the majority of the members of the committee authorized to incorporate such association by vote as required by the organic law of the association, for the amendment of such organic law.

Sworn to before me this

3rd day of February 1947.

Gertrude Olsen

GERTRUDE OLSEN
NOTARY PUBLIC - STATE OF NEW YORK
Residing in Kings County
Kings Co. Clk's No. 120, Reg. No. 27-0-7
Cert. filed in N.Y. Co. Clk's No. 81, Reg. No. 23-0-7
Commission Expires March 30, 1947

Robert D. Kohn

ROBERT D. KOHN

David S. Muzzey

DAVID S. MUZZEY

Albion D. Black

ALBERNON D. BLACK

Sidney H. Scheuer

SIDNEY H. SCHEUER

George E. O'Dell

GEORGE E. O'DELL

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS:

MAX GROSSMAN being duly sworn, deposes and says;

That he is a member of the firm of GRAY & GROSSMAN,
551 Fifth Avenue, Borough of Manhattan, City, County and State of New
York, attorneys for the subscribers to the annexed certificate of
Incorporation, and that no previous application for the approval of
said certificate by any Justice of the Supreme Court has ever been made.

Sworn to before me this

4th day of February 1947.
Jean Grant

Max Grossman

JEAN GRANT
Notary Public for the State of New York
Residing in Bronx County
Bronx Co. No. 117, Reg. No. 277-6-8
Cert. filed in H. Y. Co. No. 412, Reg. No. 277-6-8
Commission Expires March 30, 1948

JEAN GRANT
Notary Public for the State of New York
Residing in Bronx County
Bronx Co. No. 117, Reg. No. 277-6-8
Cert. filed in H. Y. Co. No. 412, Reg. No. 277-6-8
Commission Expires March 30, 1948

The foregoing Certificate of Incorporation of THE AMERICAN ETHICAL UNION
is hereby approved.

Dated, New York, March 4 1947.

Morris Eder
Justice of the Supreme Court
of the State of New York, for
the First Judicial District.