

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
DELAWARE SOCIETY FOR THE PRESERVATION OF ANTIQUITIES**

Delaware Society for the Preservation of Delaware Antiquities, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is Delaware Society for the Preservation of Antiquities, originally incorporated under the name of Delaware Society for the Preservation of Antiquities and the original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware in January, 1962.
2. This Restated Certificate of Incorporation restates and integrates and amends the provisions of the original Certificate of Incorporation by authority of Sections 242 and 245 of Title 8, Delaware Code.
3. The text of the Restated Certificate of Incorporation as amended or supplemented is restated and amended to read in its entirety as follows:

**ARTICLE ONE. NAME.**

The name of this corporation is Delaware Society for the Preservation of Antiquities.

**ARTICLE TWO. PRINCIPAL LOCATION  
& REGISTERED AGENT**

(a) The principal location of this corporation is 606 Christiana Station Rd., Town of Stanton, County of New Castle, State of Delaware, 19713.

(b) The registered agent for service of process of this corporation is Barbara White. The agent's address is 273 S. Dilwin Rd., City of Newark, County of New Castle, State of Delaware, 19711-5549.

**ARTICLE TWO. DURATION**

The duration of this corporation is perpetual

**ARTICLE THREE. PURPOSE.**

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986. It has the following educational and charitable purposes:

(a) To engage exclusively in scientific, literary and educational activities, without profits to any member or members with particular reference to the preservation, protection, improvement and restoration or reproduction of places and objects of historic, or civic interest, and natural or architectural beauty, including the temporary or permanent acquisition and custody of sites and localities, whether occupied by buildings or not, and of trees, water courses and monuments or physical objects of any kind deemed by the Society to be worth preserving and protecting to the end that they may be kept for the education, benefit and enjoyment of the public under such reasonable restrictions as the Society may from time to time choose to make, and to make knowledge relating to these various subjects available for advancement of such scientific, literary and educational purposes.

(b) To accept by gift, grant, devise, bequest or otherwise real and personal property of every kind and description wheresoever the same may be situated and without limit as to amount; and to purchase or otherwise acquire real and personal property of every kind and description wherever the same may be situated; and without limit as to amount; and to hold, invest, reinvest, use, effect, borrow, administer, operate, mortgage, pledge, sell, lease, assign, transfer, or otherwise dispose of the principal and income of the funds and property of the Society of every kind and description, including without limit the generality of the foregoing, moneys lands, buildings, plants, machinery, fixtures, appliances and equipment, mortgages, shares, stocks, debentures bonds, securities, concessions, bills, notes, claims, and any interest in any property which may be necessary or convenient for the conduct of the work of the Society; and to enter into, make, perform and carry out contracts of every kind or nature for any of the purposes of the Society without limit as to amount.

(c) To conduct and carry out the work, objects and purposes of the Society not for profit, but exclusively for religious, charitable and/or educational purposes in such manner that no part of the income from this Society or any of its property shall inure to the private benefit of any member, trustee, officer or individual having a personal or private interest in the activities of the Society, and, provided, that it shall in no way, either directly or indirectly, engage in carrying on propaganda, or otherwise attempt to influence legislation or to intervene in any political campaign for any candidate for public office.

(d) To do all and everything necessary suitable and proper for the accomplishment of the purpose of the Society or to the advancement of any of its objects or the furtherance of any of the powers hereinbefore set forth, and to the same extent as natural persons might or could do either alone or through the agency of other corporations organizations, societies, institutions governmental bodies or individuals, and to do any other act or acts, thing or things, incident or pertinent to or growing out of or connected with the aforesaid objects or purposes or any part or parts thereof, and to do all things not forbidden by the laws of the State of Delaware, and to have all the powers conferred upon corporations by the laws of said State.

(e) to do any act in furtherance of purposes (a), (b), (c) and (d) consistent with its status as an educational and charitable corporation.

#### **ARTICLE FOUR. MEMBERSHIP CORPORATION.**

This corporation is a membership corporation. It is not to have authority to issue shares of stock. Membership requirements are set forth in the by-laws of the Society. Dues for each membership class shall be fixed by the Board of Directors at the annual meeting of the Board of Directors as set forth in the Code of By Laws. The private property of the members shall not be subject to the payments of the debt of the Corporation to any extent whatsoever.

The following limitations apply to all corporate activities:

(a) No part of the net earnings, gains or assets of the corporation shall inure to the benefit of or be distributable to its officers, directors, members or other private individuals or organizations organized and operating for a profit (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 as stated in Article Three).

(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 be empowered to make the election authorized under Section 501(h) of the Internal Revenue Code of 1986.

(c) 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.

(d) Notwithstanding any other provision herein, the corporation shall not carry on any activities not permitted to be carried on:

(i) by an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(3) of such code; or

(ii) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

(e) References to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States revenue law.

#### **ARTICLE FIVE. TRUSTEES.**

(a) The direction and management of the affairs of this corporation and the control and disposition of its property and funds is vested in a Board of Trustees. The current Board of

Trustees is shown in (b) below and shall hold office until their successors are elected and qualified.

Each member of the Board of Trustees has one (1) vote at every meeting of the Board which the Trustee attends. A majority of the Trustees constitutes a quorum. If the By-Laws shall so provide, the Board shall have the power to hold meetings at any place within or without the State of Delaware, notice of such meetings have been duly given in accordance with the provisions of the By-Laws. The Board shall keep the books of the corporation at such places within or without the State of Delaware as it may designate from time to time. The by-laws may confer additional powers upon the Board of Trustees.

(b) The Board of Trustees of the corporation consists of not less than ten nor more than thirty persons. The names and addresses of the persons who currently serving as directors are as follows:

<b>NAME</b>	<b>ADDRESS</b>
Dr. Nancy C. Sawin	147 Sawin Lane, Hockessin, DE 19707
Doris Boyce	5400 Jenmatti Dr., Wilmington, DE 19808
Truxton Boyce	5400 Jenmatti Dr., Wilmington, DE 19808
Harry A. Diehl	4654 Norwood Dr., Wilmington, DE 19803
Barbara A. Miller	504 Summit Dr., Hockessin, DE 19707
Donna Draper	1 Antioch Ct., New Castle, DE 19720
Ruth Kavanaugh	148 J. Chestnut Crossing Apts., Newark, DE 19713
Lucie Larnick	203 Kingsley Dr., Newark, DE 19713
Ida Smith	606 Stanton-Christian Rd., Newark, DE 19713
Barbara B. White	273 S. Dillwyn Rd., Newark, DE 19711
Phyllis Wilkes	1321 Shallcross Ave., Wilmington, DE 19806

#### **ARTICLE SIX. ELECTION OF TRUSTEES.**

(a) The Trustees of this Corporation, other than the initial directors, will be elected at the annual meeting of the Corporation as stated in the Code of By Laws, as the terms of the first directors expire. Every Trustee, other than the initial Trustee, will have a term of three years.

(b) The Board of Trustees is divided into three (3) classes of Trustees. Class One includes those Trustees whose term expires at the end of corporate year 2002. Class Two includes those Trustees whose term expires at the end of corporate year 2003. Class Three includes those trustees whose term expires at the end of corporate year 2004.

(c) If any Trustee resigns or dies during the Trustee's term, the Board may appoint an interim Trustee who shall serve out the unexpired term of the former Trustee. The Board shall appoint a Trustee to fill any vacant position on the Board for a term of three (3) years.

## **ARTICLE SEVEN. OFFICERS**

The officers of this corporation will be the president, the vice president, the secretary and the treasurer.

(a) The president is the chief executive officer of the corporation. The president will preside at all meetings of the Board of Directors and the members and will be responsible for general supervision of the corporation's affairs.

(b) The vice president is the assistant executive officer of the corporation. The vice president will preside at all meetings of the Board of Directors and the members in the absence of the president. The vice president may be assigned any other supervisory duty that the president deems appropriate.

(c) The secretary is the chief records officer of the corporation. The secretary will keep the corporate seal and will be responsible for affixing the corporate seal to any document that requires attachment of the seal. The secretary will keep a record of proceedings for all Board of Directors meetings and membership meetings, and will maintain the files and records of the corporation, except files and records incidental to the operation of the treasurer. The secretary may be assigned any other supervisory duty that the president deems appropriate.

(d) The treasurer is the chief financial officer of the corporation. The treasurer is responsible for maintaining accurate financial records respecting dues, gifts and contributions, for paying the debts of the corporation as they become due and payable, for maintaining appropriate bank and investment accounts, for making deposits and withdrawals from any such bank or investment accounts, and to collect fees and dues from members.

The treasurer shall prepare an annual statement of income and expense for the annual meeting of the members.

The treasurer may be assigned any other supervisory duty that the president deems appropriate.

The Board of Directors may provide for the appointment of any additional officers as it may deem to be in the best interest of the corporation.

## **ARTICLE EIGHT. ELECTION OF OFFICERS.**

The officers of the corporation shall be elected from among the Board of Trustees at the annual meeting of members. Each officer will serve a term of one year.

**ARTICLE NINE. DISTRIBUTION OF ASSETS ON DISSOLUTION.**

In the event of dissolution or final liquidation of the corporation, The Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all of the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a nonprofit organization or organization which may have been created to succeed the corporation; as long as such organization, or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code; and

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organizations or each of such organizations shall then qualify as a governmental unit under Section 170(c) of the Internal Revenue Code of 1986 or as an organization exempt from federal income taxation under Section 501(a) of such Code as an organization described in Section 501(c)(3) of such Code.

**ARTICLE TEN. AMENDMENTS**

These articles of incorporation may be amended in the manner provided by law. However, the provisions of Article Four and Article Ten may not be amended.

**ARTICLE ELEVEN. AUTHORIZATION TO RESTATE**

The name and address of the officer authorized by resolution of the Board of Trustees to execute this restated Certificate of Incorporation is Barbara White, President, 273 S. Dillwyn Rd., Newark, DE 19711-5549.

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed by Barbara White, its authorized officer this 21<sup>st</sup> day of May 2008.

Delaware Society for the Preservation of Antiquities

By: Barbara White  
Barbara White  
Title: President

STATE OF DELAWARE            )  
  )SS    ACKNOWLEDGMENT  
COUNTY OF NEW CASTLE        )

Before me, a notary public in and for said County and State personally appeared:  
Barbara White, an officer authorized by the Board of Trustees of Delaware Society for the  
Preservation of Antiquities        to execute a restated certificate of incorporation for the  
corporation, and acknowledged her signatures as authorized officer to be her free act and deed.

DATED: 5-21 2003

  
NOTARY PUBLIC

KATHERINE L. WIRTH  
NOTARY PUBLIC - DELAWARE  
My Commission Expires March 17, 2008