

**DOMESTIC NON-PROFIT CORPORATION**

STATE OF ALABAMA            )  
   )  
 COUNTY OF MONTGOMERY    )

**ARTICLES OF INCORPORATION  
 OF  
 SOCIETY FOR PHENOMENOLOGY AND EXISTENTIAL PHILOSOPHY**

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, the undersigned natural person, who is a citizen of the United States of America and a resident of the State of Alabama and over the age of nineteen, hereby adopts the following Articles of Incorporation:

**Article I**

The name of the Corporation shall be: Society for Phenomenology and Existential Philosophy.

**Article II**

The Corporation is organized exclusively for charitable, scientific, and educational purposes under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

**Article III**

Subject to and consistent with the provisions contained in Article IV, the Corporation shall have all the powers granted to non-profit corporations under the laws of the State of Alabama that are not otherwise prohibited to a corporation which is exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (or the corresponding section of any future federal tax code) or to a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code (or the corresponding section of any future federal tax code). However, the Corporation shall not exercise any power except exclusively in furtherance of the Corporation's charitable, scientific, and educational purposes. Furthermore, the Corporation shall not exercise any power in a manner or otherwise engage in any activity that is illegal under the laws of the United States, the State of Alabama, or any other jurisdiction in which the Corporation operates.

**Article IV**

(A) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its officers or other private persons, 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 set forth in Article II. 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. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities prohibited to be carried on (1) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

(B) At any time during which this Corporation is classified as a “private foundation” as that term is defined by section 509 of the Internal Revenue Code, or the corresponding provisions of any future federal tax code:

- (1) The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or the corresponding provisions of any future federal tax code;
- (2) The Corporation shall make distributions of such amounts for each taxable year at any time and in such manner as not to become subject to the tax imposed by section 4942 of the Internal Revenue Code or the corresponding provisions of any future federal tax code;
- (3) The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code or the corresponding provisions of any future federal tax code;
- (4) The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Internal Revenue Code or the corresponding provisions of any future federal tax code; and,
- (5) The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code or the corresponding provisions of any future federal tax code.

#### **Article V**

The duration of the Corporation shall be perpetual.

#### **Article VI**

The Corporation shall have members.

#### **Article VII**

The address of the initial registered office of the Corporation is 100 Colonial Bank Boulevard, Suite B-201; Montgomery, AL 36117. The name of the Corporation’s registered agent at that address is R. Brian Tipton.



**Article VIII**

The number of Directors constituting the initial Board of Directors shall be six (6). The names and addresses of the Corporation's initial Directors are as follows:

Cynthia Willett	Department of Philosophy 561 S. Kilgo Circle Emory University Atlanta, GA 30322
Leonard Lawlor	Penn State University Department of Philosophy 240 Sparks Building University Park, PA 16802
Shannon Lundeen	Alice Paul Center University of Pennsylvania 249 S. 36th Street 411 Cohen Hall Philadelphia, PA 19104-6304
Amy Allen	Department of Philosophy 205 Thornton Hall Dartmouth College Hanover, NH 03755
Andrew Cutrofello	Loyola University Chicago Philosophy Department 6525 North Sheridan Road Chicago, IL 60626
Anthony Steinbock	Southern Illinois University, Carbondale Department of Philosophy 980 Faner Drive, Room 3065 Carbondale, IL 62901-4505

**Article IX**

The number, selection, and terms to be served by the Directors and the regulation of the internal affairs of the Corporation shall be as provided in the Corporation's Bylaws, except that each of the initial Directors named in Article VIII shall serve through the first annual meeting of the Corporation's members or until their successors have been duly elected and qualified.

**Article X**

The Board of Directors shall adopt initial Bylaws for the Corporation, and the power to alter, amend, or repeal the Bylaws as well as the power to adopt new Bylaws shall be as provided in the Corporation's Bylaws.

**Article XI**

The name and the address of the Incorporator are as follows:

R. Brian Tipton

100 Colonial Bank Boulevard, Suite B-201  
Montgomery, AL 36117

**Article XII**

Upon the dissolution of this organization, the assets remaining after payment of any debts or liabilities shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to a state or local government for a public purpose.

**Article XIII**

These Articles of Incorporation may be amended as provided in the Alabama Non-Profit Corporation Act, or any future act.

IN WITNESS THEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this the 28<sup>th</sup> day of January, 2009.

Society for Phenomenology and Existential Philosophy

By:

R. Brian Tipton

R. Brian Tipton  
Incorporator

THIS INSTRUMENT PREPARED BY:

R. BRIAN TIPTON, ESQ.  
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STATE OF ALA. MONTGOMERY CO.  
I CERTIFY THIS INSTRUMENT WAS FILED ON  
CORP 00284 PG 0735-0738 2009 Jan 29 03:39PM  
REESE MCKINNEY JR.  
JUDGE OF PROBATE

INDEX	\$5.00
REC FEE	\$25.00
CERT	\$0.00
CHECK TOTAL	\$30.00
93993	

Clerk: SHAUNTE 03:39PM