

SUPREME COURT
OF THE STATE OF NEW YORK

887741-12

AMERICAN MENSA, LTD.

is
Type B

CERTIFICATE
OF
INCORPORATION

(Under Section 402 of the
Not-for-Profit Corporation Law)

KARL F. ROSS
299 BROADWAY
NEW YORK, N.Y. 10007

96-11-12

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED FEB 10 1971

TAX \$ None
FILING FEE \$ 50

John P. Emery

Secretary of State

031 my

Type B

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887741

The University of the State of New York

STATE OF NEW YORK :
 : SS.
COUNTY OF ALBANY :

Pursuant to the provisions of Section 404, Article 4 of the Not-For-Profit Corporation Law, consent is hereby given to the filing of the annexed certificate of incorporation of AMERICAN MENSA, LTD. as a not-for-profit corporation.

This consent, however, shall in no way be construed as an approval by the Board of Regents, Commissioner of Education or Education Department of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the Board of Regents, Commissioner of Education, University of the State of New York or Education Department in its publications and advertising matter.

This consent is granted with the understanding that nothing contained in the certificate shall be construed as authorizing the corporation to engage in the practice of psychiatry.

IN WITNESS WHEREOF, I, Ewald H. Nyquist,
Commissioner of Education of the State
of New York, for and on behalf of the
State Education Department, do hereunto
set my hand and affix the seal of the
State Education Department, at the City
of Albany, this 14th day of January 1971.



CERTIFICATE OF INCORPORATION

of

AMERICAN MENSA, LTD.

(Pursuant to Section 402 of the Not-for-Profit Corporation Law)

I, the undersigned, being a natural person of full age, desiring to incorporate an existing unincorporated association, known as American Mensa, pursuant to the Not-For-Profit Corporation Law of the State of New York, do hereby certify that:

FIRST: The name of the proposed corporation (hereinafter called the "corporation") is AMERICAN MENSA, LTD.

SECOND: The corporation is a corporation as defined in subparagraph (a) (5) of Section 102 of the Not-for Profit Corporation Law, and a Type B corporation as defined in Section 201 thereof.

THIRD: The purposes for which the corporation is to be formed are:

a) To engage, on a voluntary basis and free of charge, in research in behavioral science in the State of New York, elsewhere in the United States of America and in other places where such research may be conducted.

b) To provide, on a voluntary basis and free of charge, test panels of persons of high intelligence quotient for research projects conducted by institutions of higher learning, foundations or other organizations engaged in such research.

c) To promote, on a voluntary basis and free of charge, social and professional contact between persons of high intelligence quotients.

d) To exchange information, through the International General Committee of MENSA, having headquarters in London, Great Britain, with affiliated organizations in foreign countries composed of persons of high intelligence quotient.

e) To purchase, acquire, receive, hold, use, convey, own, sell, mortgage, pledge, lease and otherwise acquire and dispose of property of every kind and nature, real and personal, or mixed, for any one or more of the purposes of the corporation.

f) To obtain funds or gifts needed for any of the purposes of the corporation by voluntary subscriptions, or otherwise in conformity with the laws of the State of New York.

g) To contract with others and to employ agents, employees and servants and to make and perform contracts, leases, licenses and agreements for any lawful purpose for or incidental to the performance of its purposes.

h) To borrow money and to mortgage, pledge and otherwise transfer or hypothecate any and all of its property - real, personal or mixed - as security therefor.

i) To have all the rights, privileges and powers now or hereafter conferred by the laws of the State of New York upon corporations organized under the Not-for Profit Corporation Law or under any act amendatory thereof or supplemental thereto or substituted therefor; to do and perform all acts and things necessary, convenient or proper and desirable for the accomplishment of the purposes or the attainment of the objects hereinbefore set forth insofar as the same may be lawful under the laws of the State of New York.

FOURTH: No part of the earnings of the corporation shall inure to the benefit of any individual. No member, officer or employee shall receive or be lawfully entitled to receive any pecuniary profit from the operations of the corporation, except reasonable compensation for services actually rendered in effecting one or more of its purposes. In the event of dissolution, liquidation, or winding up of the corporation; no member, officer or employee shall be entitled to receive distribution of any of the corporate assets and the same shall be disposed of by the directors pursuant to law for such non-profit purpose or purposes as they shall in their absolute discretion select or as the Supreme Court may direct:

FIFTH: The territory in which the operations of the corporation are to be principally conducted is the territory of the United States of America.

SIXTH: The office of the proposed corporation is to be maintained in New York City, in the County and State of New York. ✓

SEVENTH: The post-office address to which the Secretary of State shall mail a copy of any notice required by law is: ✓

50 East 42nd Street, New York, N.Y. 10017.

EIGHT: The number of directors of the corporation is to be not less than five nor greater than twenty.

NINTH: The names and post-office addresses of the directors of the corporation until the first annual meeting are set forth below:

Sander, Rubin
233 Bergen Street
Brooklyn NY 11217

Bernard J. Sussman
159-18 88th Avenue
Jamaica NY 11432

Herbert G. Ahrend
11 West 8th Street
New York NY 10011

Stuart Friedman
37 Warren Place
Upper Montclair NJ 07042

Lya Korda
58-34 43rd Avenue
Woodside NY 11377

Ken Robinson
416 Meeker Street
South Orange NJ 07079

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TENTH: Nothing herein shall authorize this corporation, directly or indirectly, to engage in or include among its purposes any of the activities mentioned in Not-For-Profit Corporation Law, Section 404, or Social Services Law, Section 35, except as defined in paragraph (d) of said Section 404.

ELEVENTH: No part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

TWELFTH: In the event of dissolution, all of the remaining assets and property of the corporation shall after necessary expenses thereof be distributed to such organizations as shall qualify under Section 501 (c) 3 of the Internal Revenue Code of 1954 as amended, subject to an order of a Justice of the Supreme Court of the State of New York.

THIRTEENTH: The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Internal Revenue Code of 1954, as amended, and the corporation shall not (a) engage in any act of self-dealing as defined in Section 4941 [d] of the Code; (b) retain any excess business holdings as defined in Section 4943[c] of the Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code; or (d) make any taxable expenditures as defined in Section 4945 [d] of the Code.

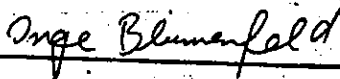
In witness whereof I, Sander Rubin, residing at
233 Bergen Street, Brooklyn, N.Y., 11217, have executed the
foregoing instrument this 4th day of January 1971.



Sander Rubin

State of New York)
County of New York) SS.

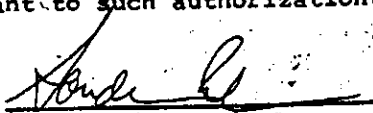
Before me this 4th day of January 1971 personally
appeared SANDER RUBIN, to me known to be the person who is
described in and who executed the above instrument, and
acknowledged to me that he executed the same of his own free
will for the purpose therein set forth.



INGE BLUMENFELD
Notary Public, State of New York
No. 31-093001P
Qualified in New York County
Commission Expires March 30, 1971

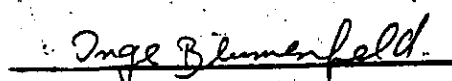
AFFIDAVIT UNDER § 402(10)(b)

I, Sander Rubin, being duly sworn, depose and say, that I have been duly authorized by American Mensa, the unincorporated association referred to in the annexed Certificate of Incorporation, to act as a Committee of One in incorporating said association, and that I have executed the annexed Certificate pursuant to such authorization.


Sander Rubin
233 Bergen Street
Brooklyn, N.Y. 11217

State of New York)
) SS.
County of New York)

Before me this 29th day of January 1971 personally appeared SANDER RUBIN, to me known to be the person who is described in and who executed the above instrument, and acknowledged to me that he executed the same of his own free will for the purpose therein set forth.



INGE BLUMENFELD
Notary Public, State of New York
No. 31-0330040
Qualified in New York County
Commission Expires March 30, 1971

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STATEMENT UNDER § 402(9)

All approvals or consents required by § 402 of the Not-For-Profit Corporation Law, or by any other statute of the State of New York, have been endorsed upon or annexed to the attached certificate.



Karl F. Ross
Attorney for Incorporator

Dated: 29 January 1971

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INTERNATIONAL OFFICERS

President:
SIR CYRIL BURT
London, England
Vice-President:
DR. LIONEL L. WARE
London, England
Chairman:
FRANK E. G. WEIL
Washington, D.C., U.S.A.

General Secretary:
BOB VAN DEN BOSCH
The Hague, Netherlands

Vice-Chairman:
ANTHONY F. LITTMAN
Hove, Sussex, England

Councillor:
ALAN J. MAYNE
London, England

Treasurer:
HERMAN B. BLUMENTHAL, II
Philadelphia, Pa., U.S.A.

Membership Officer:
ADRIAN A. VISSER
Bilthoven, Netherlands

Chairman, Research Committee:
DR. MAX FOGEL
Norristown, Pa., U.S.A.

Development Officer:
ALAN HENDERSON
Lugano, Switzerland

Chairman, Editorial Committee:
TERENCE D. C. KUCH
Babesba, Md., U.S.A.

Supervisory Psychologist:
DR. HARRINGTON GOSLING
Dur-as-Salam, Tanzania

File (5107)-MINUTES/LEGAL/AMC

4 December 1970

MENSA I.O.C.,
Frank E. G. Weil, LL.B.
International Chairman
329 1st Street, S.W.
Washington, D.C. 20024, U.S.A.
(202) 4-8885

Karl Ross, Esq.,
Counsel, American Mensa Committee
299 Broadway
New York, N.Y., 10007

Dear Mr. Ross:

I am writing you as International Chairman, and as Presiding Officer of the XXIInd Meeting of the International General Committee of Mensa, which was held in Philadelphia, Pennsylvania on 22 November 1970.

Under Agenda Item XXIII-5.8, the International General Committee passed a resolution which reads as set out below. Passage of the resolution was unanimous, with no votes opposed and no abstentions recorded:

"The International General Committee of Mensa, by a resolution duly passed at its XXInd Meeting, held in Brussels, Belgium on September 13, 1970, amended at its XXIIIrd Meeting, held in Philadelphia, Pennsylvania on November 22nd, 1970, a quorum being present on both occasions, upon approval of the purposes set forth in a draft certificate of incorporation of American Mensa, Ltd., a proposed New York Not-for-Profit corporation, has agreed and hereby agrees to accept said proposed corporation as an affiliate organization"

I hereby certify that the above is a true and correct extract from the Minutes of the XXIIIrd Meeting of the International General Committee of Mensa.

Yours very truly,

Frank E. G. Weil

FRANK E. G. WEIL

International Chairman

Presiding Officer

ATTEST:

Maddy de Leon

Maddy de Leon

Minutes/Recording Secretary



STATE OF NEW YORK

SS:

COUNTY OF NEW YORK)

KARL F. ROSS, being duly sworn, deposes and says that he is a member of The Firm of Karl F. Ross, the attorneys for the subscribers to the annexed certificate of incorporation, and that this application follows an earlier application made under the New York Membership Corporation Law to the Hon. Francis J. Bloustein, Justice of the New York Supreme Court.


Karl F. Ross

Subscribed and sworn to before me this 19 day of January 1971.


Notary Public

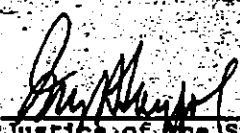
SYLVIA F. FERRELL
Notary Public, State of New York
No. 31-6159423
affiliated in New York County Justice
Commission expires March

I, IRVING H. SAYPOL

of the Supreme Court of the State of New York, 1st Judicial District do hereby approve the foregoing certificate of incorporation of AMERICAN MENSA LTD., and do consent that the same be filed.

Dated:

JAN 29 1971


Justice of the Supreme Court
of the State of New York

Notice of Application Waived
(This is not to be deemed an approval on behalf of any Department or Agency of the State of New York, nor an authorization of activities otherwise limited by law.)

Dated: JANUARY 29, 1971

LOUIS J. LEFKOWITZ

Attorney General

Attorney General