

**STATEMENT OF ELECTION TO ACCEPT
OF
SOCIETY OF MOTION PICTURE AND TELEVISION ENGINEERS, INC.**

TO: The Department of Consumer and Regulatory Affairs, Washington, D.C.

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned Corporation elects to avail itself thereto. This Statement of Election shall be the organizing document for the Corporation, and replaces all prior articles of incorporation or amendments thereto adopted under the laws of the District of Columbia.

FIRST: The name of the Corporation is the **Society of Motion Picture and Television Engineers, Inc.** (referred to below as “Corporation” or “SMPTE”).

SECOND: A resolution recommending that the Corporation accept the District of Columbia Nonprofit Corporation Act was adopted at a meeting of the members held on _____, at which a quorum was present, and the resolution received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

THIRD: Founded in 1916, the Corporation is organized for the following purposes:

- a. To foster, carry on and advance the motion-picture, television and allied arts and sciences;
- b. To gather, receive, prepare and disseminate scientific information concerning the motion-picture, television and allied arts and sciences;
- c. To provide for and to encourage the delivery and holding of lectures, exhibitions, classes and conferences calculated to advance the theory and practice of engineering involved in the motion-picture, television and allied arts and sciences;
- d. To promote and further the interests of the general public in the engineering, technical and safety aspects concerned with the use and enjoyment of the benefits provided by the motion-picture, television and allied arts and sciences;
- e. To advance the scientific aims and purposes of the SMPTE Membership to the extent that such scientific aims are consistent with or conform to the scientific purposes of SMPTE;
- f. To make charitable contributions and grants to nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code

of 1986, as the same may be amended or supplemented (hereinafter referred to as the "IRC"), as well as governmental units and other nonprofit organizations, that promote and further the purposes described in Section 1 above; and

- g. To exercise any other powers conferred upon corporations organized pursuant to the provisions of the Act; provided, however, that
 - a. The Corporation is organized exclusively for charitable, educational, scientific, and religious purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3); and
 - b. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on: (i) by a corporation exempt from federal income tax under IRC Section 501(c)(3); or (ii) by a corporation contributions to which are deductible under IRC Section 170(c)(2).

FOURTH: The Corporation shall have voting members. Except as may otherwise be provided herein, the rights, obligations and classifications of members shall be as set forth in the Bylaws of the Corporation.

FIFTH: The number of directors constituting the Board of Directors of the Corporation shall be fixed by the Bylaws, but in no case shall the number of directors be less than three (3), as required under the District of Columbia Nonprofit Corporation Act. The Board of Directors may be referred to as the Board of Governors in the Corporation's Bylaws. The directors and officers of the Corporation shall be elected or appointed in the manner provided in the Corporation's Bylaws.

SIXTH: The term for which this Corporation is organized shall be perpetual. The Corporation shall have the power for themselves and their successors to have and use a common seal, and alter and change the name at pleasure, and make bylaws and elect officers and agents, and take, receive, hold and convey real and personal property, and do such things as may be necessary or desirable for the purposes of this Corporation.

SEVENTH: Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation are as follows:

- (a) In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be transferred to one or more corporations or organizations as may be selected by the Corporation's Board of

Directors; provided, however, that any transferee corporation or organization shall qualify under the provisions of Section 501(c)(3), and the purposes of the transferee corporation or organization shall not be inconsistent with the purposes of the Corporation.

(b) The personal liability of the officers and directors of the Corporation is hereby eliminated to the fullest extent permitted by law and by the provisions of the District of Columbia Nonprofit Corporation Act.

(c) To the fullest extent permitted by the District of Columbia Nonprofit Corporation Act, the Corporation shall indemnify and hold harmless each officer and director of the Corporation against any and all liabilities, costs and expenses (including attorneys' fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an officer or director of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her in such capacity.

EIGHTH: The address of the registered office of the Corporation is 1090 Vermont Avenue, NW, Washington, DC 20005. The name of the registered agent of the Corporation at such address is Corporation Service Company.

NINTH: The directors and officers of the Corporation may be reached at the registered address of the Corporation. The names of the current officers and directors of the Corporation are:

Officers:

- Kenneth C. Fuller President
- Robert B. Kisor Past President
- Peter Lude Executive Vice-President
- Wendy Aylsworth Engineering Vice-President
- Paul J. Hearty Editorial Vice-President
- Robert P. Seidel Financial Vice-President
- J. David Siegler Conference Vice-President
- Patricia Keighley Sections Vice-President
- Patrick Griffis Secretary/Treasurer

Directors:

- | | | |
|------------------------|-----------------------|------------------|
| Paul Stechly | Richard A. Dean | Robert Hudelson |
| Pierre Marion | Beverly M. Pasterczyk | Ann Marie Rohaly |
| W. Wallace Murray | Theodore H. Szypulski | John Maizels |
| Rudolph John Niznansky | John Ferder | Hans Hoffmann |
| Matthew Goldman | Dan Burnett | Paul Treleaven |
| Michael A. Dolan | Merrick Ackermans | |

Tom Scott
Dave Bancroft
Chris Lennon

Ioan Allen
Brad Fortner

* * * * *

This Statement of Election to Accept has been executed by the duly authorized officers of the Society of Motion Picture and Television Engineers, Inc. as set forth below.

Society of Motion Picture and Television Engineers, Inc.

By: _____
Kenneth C. Fuller, President

Date: _____

Attest: _____
Patrick Griffis, Secretary/Treasurer

Date: _____

[Corporate Seal:]