

**NONPROFIT**  
**ARTICLES OF INCORPORATION**  
**OF**  
**INTERNATIONAL SOCIETY FOR ARTIFICIAL LIFE**

The undersigned individual, acting as incorporator under the Oregon Nonprofit Corporation Act, adopts the following articles of incorporation.

**ARTICLE 1**

The name of the corporation is International Society for Artificial Life.

**ARTICLE II**

The corporation is a public benefit corporation.

**ARTICLE III**

The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes permitted by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”). In particular, the corporation is organized and shall be operated for the purposes of (a) promoting scientific research and education relating to artificial life; (b) sponsoring conferences, publishing scientific journals and newsletters, and maintaining Web sites to share information and ideas relating to the practical, cultural, scientific, and educational applications of artificial life and to promote debate on relevant ethical issues; and (c) otherwise engaging in scientific and educational activities relating to artificial life.

**ARTICLE IV**

Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income taxation under IRC Section 501(c)(3), and (b) by a corporation contributions to which are deductible under IRC Section 170(c)(2). No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual. No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting, to influence legislation, except as may be permitted under IRC Section 501(h), and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE V

Upon dissolution or final liquidation, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such other organization or organizations that are described in IRC Sections 170(b)(1)(A) and 501(c)(3) as the Board of Directors shall determine.

## ARTICLE VI

The corporation will have members.

## ARTICLE VII

The names and address of the initial directors of the corporation are:

- (1) Lee Altenberg  
2605 Lioholo Place  
Kihei, Maui, HI 96753-7118
- (2) Mark Bedau  
c/o Reed College  
3203 SE Woodstock Blvd.  
Portland, OR 97202
- (3) Dario Floreano  
Department of Micro-engineering  
Swiss Federal Institute of Technology (EPFL)  
CH-1015 Lausanne  
Switzerland
- (4) David G. Green  
School of Environmental and Information Science  
Charles Sturt University  
Albury NSW 2640  
Australia
- (5) Inman Harvey  
Evolutionary and Adaptive Systems Group  
COGS  
University of Sussex  
Brighton BN1 9QH  
United Kingdom
- (6) Kunihiko Kaneko  
Department of Pure and Applied Sciences  
University of Tokyo  
Komaba, Meguro-ku, Tokyo 153  
Japan
- (7) Prof. John S. McCaskill  
Research Division BioMIP  
GMD-National Research Center for Information Technology  
Schloss Birlinghoven  
D 53754 Sankt Augustin  
Germany

- (8) Jean-Arcady Meyer  
AnimatLab-LIP6  
8 rue du Capitaine Scott  
75015 Paris  
France
- (9) Tom Ray  
730 Van Vleet Oval, Room 314  
Department of Zoology  
University of Oklahoma  
Norman, OK 73019
- (10) Masanori Sugisaka  
Oita University  
700 Oaza Nannocharu  
Oita, 870-1192  
Japan
- (11) Charles Taylor  
Dept. of Organismic Biology, Ecology and Evolution  
University of California  
Box 951606  
2203 Life Sciences Building  
621 Charles Young Drive  
Los Angeles, CA 90095-1606

The incorporator has obtained the consent of all directors named to serve. All directors other than the initial directors shall be elected at the time and in the manner to be set forth in the corporation's bylaws.

#### **ARTICLE VIII**

No director or uncompensated officer shall have any personal liability to the corporation for monetary damages for conduct as a director or officer, provided that this provision shall not be deemed to eliminate or limit the liability of a director or officer for:

- (a) Any breach of the director's or officer's duty of loyalty to the corporation;
- (b) Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (c) Any unlawful distribution;
- (d) Any transaction from which the director or officer derived an improper personal benefit; or
- (e) Any act or omission in violation of ORS 65.361 to 65.367.

#### **ARTICLE IX**

The corporation shall indemnify to the fullest extent permitted by the Oregon Nonprofit Corporation Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether

civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Oregon Nonprofit Corporation Act in effect at the time of the determination.

#### **ARTICLE X**

All references in these Articles of Incorporation to Sections of the Internal Revenue Code of 1986, as amended, the Oregon Nonprofit Corporation Act, or Oregon Revised Statutes (“ORS”) shall be deemed also to refer to the corresponding provisions of any future federal tax or Oregon nonprofit corporation laws.

#### **ARTICLE XI**

The name of the corporation’s initial registered agent is Mark Bedau. The address of the corporation’s initial registered office is 3203 SE Woodstock Boulevard, Portland, Oregon 97202.

#### **ARTICLE XII**

The name and address of the incorporator are:

Mark Bedau  
Reed College  
3203 SE Woodstock Boulevard  
Portland, OR 97202

#### **ARTICLE XIII**

The alternate corporate mailing address to which notices may be mailed until the principal office of the corporation has been designated by the corporation in its annual report is:

International Society for Artificial Life  
c/o Mark Bedau  
Reed College  
3203 SE Woodstock Boulevard  
Portland, Oregon 97202

DATED: May 9, 2001

---

Mark Bedau, Incorporator