

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A NEW YORK UNINCORPORATED ASSOCIATION UNDER THE NAME OF "ASSOCIATION OF AMERICAN RHODES SCHOLARS" TO A DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2006, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4194201 8100V  
060690820

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

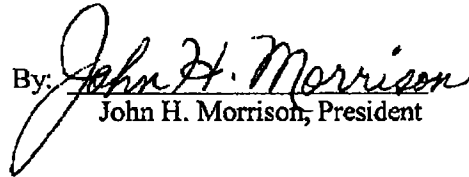
AUTHENTICATION: 4920743

DATE: 07-24-06

STATE OF DELAWARE  
CERTIFICATE OF CONVERSION  
FROM AN UNINCORPORATED ASSOCIATION TO A  
NONSTOCK CORPORATION PURSUANT TO SECTION 265  
OF THE DELAWARE GENERAL CORPORATION LAW

- 1) The jurisdiction where the Association first formed is New York.
- 2) The jurisdiction immediately prior to filing this Certificate is New York.
- 3) The date the Association first formed is June 18, 1928.
- 4) The name of the Association immediately prior to filing this Certificate is the Association of American Rhodes Scholars.
- 5) The name of the Corporation as set forth in the Certificate of Incorporation is the Association of American Rhodes Scholars.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Association has executed this Certificate on the 21st day of July, 2006.

By:   
John H. Morrison, President

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF CERTIFICATE OF INCORPORATION OF "ASSOCIATION OF AMERICAN RHODES SCHOLARS" FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF JULY, A.D. 2006, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 4920743

DATE: 07-24-06

**CERTIFICATE OF INCORPORATION OF THE  
ASSOCIATION OF AMERICAN  
RHODES SCHOLARS**

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to § 101 of the General Corporation Law of the State of Delaware hereby certifies:

**ARTICLE I. *Name***

The name of this Corporation (hereinafter the "Association") shall be the Association of American Rhodes Scholars.

**ARTICLE II. *Organization***

1. The address of the registered office of the Association is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, State of Delaware. The name of the registered agent of the Association at that address is The Corporation Trust Company.

2. The name and mailing address of the incorporator who is to serve as the initial director of the Association until the first annual meeting of the Members or until his successor is elected and qualified is:

<i>Name</i>	<i>Address</i>
John H. Morrison	2717 Lincoln Street, Evanston, Illinois 60201-2042

3. The Association shall not have authority to issue capital stock.

**ARTICLE III. *Objects.***

1. The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The principal objects of the Association shall be:

To cause some return, including financial contributions, to be made to the University of Oxford or to any or all of its Colleges or Halls or other entities, or to The Rhodes Trust, including through the American Trust Fund for Oxford University, for the benefits from Oxford that American Rhodes Scholars have enjoyed;

To advise the Rhodes Trustees and the American Secretary concerning the administration of Rhodes Scholarships allotted to the United States, the method of selection of Scholars, and any other educational and similar matters concerning the Scholarships that will support the continued excellence and prestige of the Scholarships;

To support the continuing education of Rhodes Scholars and the interchange of ideas by organizing educational programs and by publishing *The American Oxonian*, occasional newsletters and other relevant information;

To support the Eastman Professorship in Oxford University, including the maintenance of Eastman House;

To support and encourage newly elected Rhodes Scholars in a variety of ways, including orientation prior to their departure to Oxford University;

To facilitate meetings and events and to publish or otherwise disseminate articles, newsletters, or other materials, for the purpose of advancing the above-listed purposes and strengthening the Rhodes Scholarship program;

For any of the Association's purposes, to take and hold by bequest, devise, gift, purchase, exchange, or lease, either absolutely or in trust, any property, real or personal, without limitation as to amount or value; to convey such property; to invest and reinvest any principal; and to deal with and expend the income or principal in such manner as will promote its objects; and

To adopt and from time to time to amend the Association's Certificate of Incorporation, Bylaws, and other provisions for the regulation of the affairs of the Association, as may be deemed expedient in the accomplishment of its objects.

2. In furtherance of its principal objects, the Association shall have all of the general powers enumerated in §§ 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such objects. In addition, the Association may engage in any lawful act or activity consistent with its objects for which corporations may be organized under the Delaware General Corporation Law.

3. No part of the net earnings of the Association shall inure to the benefit of, or be distributable to any director, officer or Member of the Association, or any other private person, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Association and to make payments and distributions in furtherance of its principal objects.

4. No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by § 501(h) of the Code and in any corresponding law of the State of Delaware), and the Association shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

5. During such period, or periods, of time as the Association is treated as a "private foundation" pursuant to § 509 of the Code, the directors must distribute the Association's income at such time and in such manner so as not to subject the Association to tax under § 4942 of the Code, and the Association is prohibited from engaging in any act of self-dealing (as defined in § 4943(c) of the Code) which would subject the Association to tax under § 4943 of the Code, from

making any investments or otherwise acquiring assets in such manner so as to subject the Association to tax under § 4944 of the Code, from retaining any assets which would subject the Association to tax under § 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in § 4945(d) of the Code).

6. Notwithstanding any other provision of this Certificate of Incorporation, the Association shall not directly or indirectly carry on any activity that would prevent it from obtaining exemption from federal income taxation as a corporation described in § 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under § 170(c)(2) of the Code.

#### ARTICLE IV. *Membership*

1. Any person appointed to a Rhodes Scholarship from the United States, and any person who has been appointed to a Rhodes Scholarship other than from the United States and who resides in the United States at the time of application for membership, and who shall have matriculated at the University of Oxford, shall be eligible for membership in this Association. Such persons shall be admitted to membership and become subject to this Certificate of Incorporation upon paying the dues of the Association.

2. Honorary Members may be elected to the Association by vote of the Board of Directors. They may be chosen from among eminent scholars, artists, and persons of affairs, whether members of the University of Oxford or not. Honorary Members shall be entitled to all privileges of Members.

3. Each Member agrees that the Association shall be governed by the Certificate of Incorporation and Bylaws of the Association, including future changes and amendments. Each Member further agrees that, both so long as he or she remains a Member of the Association and upon his or her ceasing for any reason to be a Member, his or her rights with respect to the Association and its government, or to its property or to an accounting therefor, shall be solely as defined and limited by the Certificate of Incorporation and Bylaws.

#### ARTICLE V. *Dues*

1. Dues shall be set by the Board of Directors in such amount, and shall be payable at such time, as the Board may decide.

2. The Board of Directors shall decide questions concerning the payment or non-payment of dues, including lapsing of membership for nonpayment of dues and extensions for or waivers of payment of dues.

#### ARTICLE VI. *Board of Directors*

1. There shall be a Board of Directors, which shall have responsibility for governing the Association. Twenty-four directors shall be elected by the membership for four-year terms as provided in Article VIII. Two additional directors shall be elected by the Board for two-year terms from among Rhodes Scholars who matriculated at Oxford no more than twelve years before the time of their election. The following persons shall be directors automatically: The

Editor of *The American Oxonian*, the two most recent former Association presidents who continue to be Members, and the American Secretary for the Rhodes Trust.

2. The Board may elect as many as four Members of the Association as Senior Directors, each to serve for a term of four years and to be eligible for election to one additional term. Senior Directors may attend Board meetings and participate in discussion but may not vote.

#### ARTICLE VII. *Officers*

The Association will have the following officers: a President, a Vice President, a Secretary, a Treasurer, and the Administrator of the American Trust Fund for Oxford University. The Board of Directors may determine that the Association should have one or more additional officers. The Board of Directors shall elect the Association's officers from among the directors. The same person may, in the Board's discretion, hold a combination of offices. Officers shall be elected for a term of two years and until their successors have taken office. Officers shall serve at the pleasure of the Board.

#### ARTICLE VIII. *Nomination and Election of Directors*

1. At least ninety days before a Regular Meeting of Members, the Secretary shall notify the membership, by mail or by publication in *The American Oxonian*, that nominations are to be made for directors and that any Member may send to the Secretary, for submission to the Board, the name of any Member whom he or she wishes to suggest as a nominee for director, such suggestion to be received no later than sixty days before the Meeting.

2. The Board or its Executive Committee, after examining such names as may have been received by the Secretary, and such other names as may be suggested by the Board or the Executive Committee, and taking into account the desirability of representation from different sections of the country and from varying age groups as well as the need to have an ample number of directors so situated as to be able to attend meetings, shall nominate candidates for election as directors.

3. Members who wish to petition that candidates be placed on the ballot shall submit to the Secretary a petition, signed by at least twenty-five Members of the Association, specifying the name and residence of the Member whose name is to be placed on the ballot. In preparing the ballot, the Secretary shall identify petition nominees as such. Petitions must be received by the Secretary no later than sixty days before the date of the Regular Meeting.

4. At least thirty days before the Regular Meeting, there shall be mailed to every Member at his or her last known address a ballot, either printed in *The American Oxonian* or as a separate document. This ballot shall include the names and residences of all persons nominated in accordance with this Article. Under the names of the nominees, so printed, there shall be provided a space for the use of the voter who might desire to substitute other names.

5. Ballots may be presented at a Meeting by Members in attendance. Ballots delivered by Members not in attendance shall be valid provided they are endorsed in some manner by the voter's signature and are received by the Secretary at least ten days before the Meeting.

6. The polls shall be closed at the Meeting, and the ballots shall be counted by a committee of Members appointed by the President. The 24 persons receiving the largest number of votes shall be declared elected. In case of a tie between two or more persons for the twenty-fourth place, the Meeting shall elect the director from the persons so tied. The presiding officer shall announce to the Meeting the names of the directors elected.

#### ARTICLE IX. *Management*

1. The Board of Directors shall be vested with the exercise of all powers of the Association, subject to this Certificate of Incorporation, and shall conduct the general administration of the affairs and have responsibility for the property of the Association. The Board shall make a report at the Regular Meeting, transmitting therewith the report of the Treasurer and such other reports as it shall think advisable.

2. There shall be an Executive Committee of the Board of Directors, consisting of the President, the Vice President, the Secretary, the Treasurer, the Administrator of the American Trust Fund for Oxford University, the Editor of *The American Oxonian*, and up to three members of the Board elected by the Board from among the membership of the Board. At times when the Board of Directors is not in session, the Executive Committee shall exercise the authority of the Board of Directors in the administration of the Association's affairs. A majority of the members of the Executive Committee present at any meeting shall constitute a quorum.

3. A writing signed by a majority of the members of the Board of Directors or the Executive Committee shall be deemed to be action by the Board or the Executive Committee, as the case may be, to the effect therein expressed. It shall be the duty of the Secretary to record such writing in the minute book of the Association under its proper date. Any member of the Board of Directors or the Executive Committee may, by writing signed either before or after the time stated therein, waive any notice required to be given to him or her.

#### ARTICLE X. *Gifts, Bequests, Devises, and Trust Funds*

1. Whenever gifts, bequests, or devises have been made to the Association for general purposes or without designation of purpose, and whenever trust funds shall have been deposited subject to disbursements directed by this Association, disbursements thereof or therefrom shall be made as authorized by the Board of Directors or by its Executive Committee.

2. All gifts, bequests, or devises to the Association designated by the donors for a specific lawful purpose within the United States, or by corporate, institutional, or non-U. S. citizen donors for a specific lawful purpose outside the United States, and accepted therefor by the Board of Directors, shall be used for the purpose designated. All gifts, bequests, or devises to the Association designated by U. S. citizens for a specific lawful purpose outside the United States shall be accepted by the Board of Directors solely within its discretion as to use, taking into account the desired purpose, and shall be used for a lawful purpose determined by the Board of Directors.

3. The President or any two other officers may execute on behalf of the Association those instruments and may take such further steps as may be necessary to carry into effect the provisions of this Article.



## ARTICLE XI. *Meetings*

1. The Regular Meetings of the Association shall be held at a place appointed by the Board of Directors at such intervals and times as may be provided in the Bylaws and for those purposes approved by the Board or Executive Committee. Reports for the preceding period may be presented at such Meetings, and the result of balloting for directors shall be announced.
2. The Board of Directors may call meetings of the Association, other than Regular Meetings, at such times and places as the Board of Directors may designate. Upon written request of no fewer than twenty-five Members, which request shall state the purpose of the Meeting, the Board of Directors shall call a Meeting of the Association within thirty days of the receipt of such request, at such place and time as the Board of Directors may designate.
3. At all meetings of the Association, Members may vote in person or by written proxy in a form acceptable to the Secretary. Twenty-five Members present in person or by proxy shall constitute a quorum. Any matter which is presented at any meeting over the signatures of twenty-five Members asking for decision by the Board, or which is advocated or opposed by twenty-five Members present at a meeting of the Association who request decision thereon by the Board shall be considered by the Board at the Board's next meeting. This paragraph shall not apply to the nomination and election of directors which is specifically provided for in Article VIII.
4. Members not in arrears for dues shall be entitled to vote at meetings of the Association in person or by written proxy and shall be entitled to vote by letter-ballot as herein provided.
5. A regular meeting of the Board of Directors shall be held within a reasonable time after the Regular Meeting of the Association, in the city in which the Regular Meeting is held. Other regular or special meetings of the Board shall be held as provided for in the Bylaws.

## ARTICLE XII. *Distribution of Certain Assets Upon Dissolution*

In the event of dissolution or final liquidation of the Association, all of the remaining assets and property of the Association shall, after paying or making provision for the payment of all of the liabilities and obligations of the Association and for the necessary expenses thereof, be distributed to the American Trust Fund for Oxford University, an organization described under § 501 (c)(3) of the Code ("ATFO") or, if the ATFO is not then in existence or does not qualify as an organization under § 501(c)(3) of the Code, to The Rhodes Trust or such organization established in the United States by The Rhodes Trust for charitable or educational purposes as shall at the time qualify as an exempt organization under § 501(c)(3) of the Code, or to Americans for Oxford, Inc., an organization described under § 501(c)(3) of the Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any Member, director or officer, or any private individual.

## ARTICLE XIII. *Liability*

To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Association shall be personally liable to the Association or to its Members for monetary damages for any breach of fiduciary duty as a

