

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**  
DEPARTMENT OF LICENSING AND CONSUMER PROTECTION  
CORPORATIONS DIVISION



**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF DOMESTICATION*** is hereby issued to:

SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY OF NORTH AMERICA (SETAC NORTH AMERICA)

**Effective Date:** 4/11/2024

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of 4/11/2024 4:37 PM

Business and Professional Licensing Administration



*Rebecca Janovich*

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REBECCA JANOVICH  
Superintendent of Corporations,  
Corporations Division

Muriel Bowser  
Mayor

Tracking #: aCAFbGiR



District of Columbia Government  
Corporations Division

Statement / Plan of Domestication of Domestic & Foreign Filing Entity  
Form GN-13, Ver. 7, September 2023

This form will allow for a domestic entity to become a domestic entity of the same type in a foreign jurisdiction if the domestication is authorized by the law of the foreign jurisdiction. This form will also allow for a foreign entity to become a domestic entity of the same type in the District if the domestication is authorized by the law of the foreign entity's jurisdiction of organization.

Please, review instruction sheet on page 1 before completing this form.

ENTITY TYPE / AUTHORITY	FILING FEE
Domestic & Foreign Filing Entity: § 29-205.05.	Refer to Corporate Fee Schedule posted online;

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic or foreign filing entity listed below hereby applies for a Certificate of Domestication and for that purpose submits the statement below.

- The name, jurisdiction of organization, date of formation and type of the domesticating entity (list current state and date of formation)
- The name and jurisdiction of organization of the domesticated entity (list proposed new state of formation)
- Effective date (can be up to 90 days in the future)
- If the domesticating entity is a domestic entity, the plan of domestication was approved in accordance with D.C. Code § 29-205.05 or in accordance with D.C. Code Title 29 Subchapters VI of Chapters 3 and 4 or Subchapter IX of Chapter 8.
  - if the domesticating entity is a domestic or foreign entity, the domestication was approved in accordance with the law of its current or future jurisdiction of organization; domestic or foreign entity shall submit a copy of the statement of domestication or similar document duly approved by the authorized officer of the jurisdiction of current or future formation.
  - Filing of this statement for domestic business corporation effectively surrenders its charter as defined by D.C. Code § 29-307.04
- If the domesticated entity is a domestic filing entity, the text of its public organic document as an attachment. (formation document)
- If the domesticated entity is a foreign entity that is not a qualified foreign entity, a mailing address to which process may be served.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

7. Name of the Governor or Authorized Person	7A. Signature of the Governor or Authorized Person <i>Tamar Schlekot</i>
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<b>Mail all forms and required payment to:</b> Department of Licensing and Consumer Protection Corporations Division PO Box 712300 Philadelphia, PA 19171-2300 <b>Phone: (202) 442-4432</b>	<b>Many corporate filings are available online.</b>  Go to our CorpOnline site at <a href="https://corponline.dlcp.dc.gov">https://corponline.dlcp.dc.gov</a> and sign in with Access DC to proceed.  Online filings are paid by credit card.
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**ARTICLES OF DOMESTICATION  
OF  
SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY OF  
NORTH AMERICA**

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the entity listed below hereby applies for a Certificate of Domestication and for that purpose submits the statement below.

1. The name of the corporation immediately prior to the filing of these articles of domestication is Society of Environmental Toxicology and Chemistry of North America (the "Corporation"). The Corporation is presently domesticated in the State of Wisconsin.
2. The jurisdiction in which the Corporation is to be domesticated is the District of Columbia.
3. The plan of domestication is set forth as follows:
  - a. The Corporation is presently domesticated in the State of Wisconsin.
  - b. The jurisdiction in which the Corporation is to be domesticated is the District of Columbia.
  - c. The Corporation will be formerly dissolved in the State of Wisconsin upon the acceptance of these Articles of Domestication.
  - d. The terms and conditions of domestication shall be as follows:
    - i. On the effective date of the filing of the Articles of Domestication, all of the rights, privileges, debts, liabilities, and powers of the Corporation as a District of Columbia corporation in the manner and as more fully set forth in the laws of the District of Columbia. Without limiting the foregoing, upon the effective date, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, agreements, contracts and other assets of every kind and description without further act or deed. All rights of creditors of the corporation and all liens upon any property of the Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the corporation shall continue to be obligations of the Corporation.
    - ii. The members of the Board of Directors and the officers of the Corporation immediately prior to the effective date shall continue in office following the effective date of the Domestication until the expiration of their respective terms of office and until their successors have been elected and qualified.
4. The full text of the Articles of Incorporation that will be in effect immediately after consummation of the domestication is attached hereto.

5. The domestication is permitted by the laws of the jurisdiction in which the Corporation is incorporated immediately prior to the filing of these Articles, and the Corporation has complied with those laws in effecting the domestication.

Dated: 9/1/2023

*Tamar Schlekat*

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Print Name: Tamar Schlekat  
Title: Executive Director

## ARTICLES OF INCORPORATION

### SOCIETY OF ENVIRONMENTAL TOXICOLOGY AND CHEMISTRY OF NORTH AMERICA (SETAC NORTH AMERICA)

TO: Department of Licensing and Consumer Protection  
Corporations Division  
Washington, D.C.

The undersigned, acting as the incorporator under the provisions of Title 29 of D.C. Code (Business Organizations Act), adopts the following Articles of Incorporation:

**FIRST:** The name of the corporation is: Society of Environmental Toxicology and Chemistry of North America (SETAC North America).

**SECOND:** The period of duration is perpetual.

**THIRD:** This corporation is incorporated as a nonprofit corporation under D.C. Code Title 29 Chapter 4 (District of Columbia Non-Profit Corporation Act). The Corporation is organized and shall be operated within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); Subject to the foregoing, the main objective of the corporation is to advance environmental science and management through education, collaboration, communication, and leadership.

The specific purposes of the corporation are:

- Provide life-long learning and professional development opportunities for all career stages,
- Foster collaboration by increasing membership, engagement, diversity and partnerships,
- Provide world-class science communication forums for members and stakeholders,
- Develop leadership of SETAC and its members in the environmental science and environmental management community,
- Participating in any and all other related activities permitted under the Act and which are not inconsistent with the Corporation's qualifications as an organization described in Section 501(c)(3) of the Code.

**FOURTH:** The corporation shall have members. Except as specifically stated herein, the conditions, rights, and obligations of membership shall be stated in the Bylaws.

**FIFTH:** The affairs of the corporation shall be carried on through its Board of Directors. The number of Directors shall be fixed by the Bylaws but shall not be less than three (3). The selection of Directors shall be as set forth in the Bylaws.

**SIXTH:** No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its directors, 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 and objects set forth in Article THIRD hereof. 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 by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws), or (b) by an organization, contributions to which are to be deductible under Section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

**SEVENTH:** Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation remaining after payment of the debts of the corporation or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under Section 170(c)(2) of such Code. The Board of Directors shall determine how the corporation's assets will be distributed pursuant to this Article.

**EIGHTH:** The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever. A director shall not be liable to the corporation or its members for money damages for any action taken, or any failure to take any action, as a director, to the fullest extent allowed by the District of Columbia Nonprofit Corporation Act of 2010, as amended. No amendment or repeal of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any act or omission on the part of such director occurring prior to such amendment or repeal. The corporation shall indemnify a director for liability to any person for any action taken, or any failure to take any action, as a director, subject to such limitations and restrictions as required under law, except liability for (i) receipt of a financial benefit to which the director is not

entitled, (ii) an intentional infliction of harm, (iii) a violation of Section 29-406.33 (Directors Liability for Unlawful Distributions) of the District of Columbia Nonprofit Corporation Act, as amended or (iv) an intentional violation of criminal law.

**NINTH**: This Corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation. The Bylaws of the Corporation may be adopted, amended, or repealed by the Board of Directors.

**TENTH**: The address, including the street and number, of its registered office is 1015 15th St NW, Suite 1000 Washington, DC 20005, and the name of its registered agent is C T CORPORATION SYSTEM.

Dated: 9/1/2023

*Tamar Schlekat*

Print Name: Tamar Schlekat

Title: Executive Director