

## CHARTER

### ARTICLES OF INCORPORATION STATE OF WEST VIRGINIA

ARTICLE I -- We, the undersigned, as the elected officers and directors of the American Association of Zoological Parks and Aquariums, which was founded in 1924 as a branch of the American Institute of Park Executives, and in 1966, through merger, became a branch of the National Recreation and Park Association, an organization incorporated exclusively for charitable, scientific, and educational purposes, now, following the dissolution as a branch and separation from the National Recreation and Park Association, do agree to become a corporation by the name of AMERICAN ASSOCIATION OF ZOOLOGICAL PARKS AND AQUARIUMS.

This incorporation is in keeping with the mandate of this Association's members, who voted overwhelmingly on 20 September 1971 to become an independent corporation to better pursue and to further expand its involvement in conservation, science, and education.

ARTICLE II -- The principal office and chief works of said Corporation will be located in Oglebay Park, in the city of Wheeling, in county of Ohio, and state of West Virginia; but location of operations shall not be restricted to this location.

ARTICLE III -- This Corporation shall define zoological parks and aquariums as permanent-type establishments, open to and administered for the public to provide education, recreation, and cultural enjoyment through the exhibition, conservation, and preservation of the earth's fauna. Related organizations and all those interested in the work of this Corporation may participate as members, but this Corporation shall be primarily concerned with zoological parks and aquariums in the Americas, as defined above.

ARTICLE IV -- The objectives for which this Corporation is formed are as follows:

Section 1. To promote the welfare of zoological parks and aquariums and their advancement as public educational institutions, as scientific centers, as natural science and wildlife exhibition and conservation agencies, and as cultural recreational establishments, dedicated to the enrichment of human and natural resources.

Section 2. To foster continued improvement of the zoological park and aquarium profession through the development and regulation of high standards of ethics, conduct, education, and scholarly attainments; to encourage and disseminate increased knowledge through meetings, reports, publications, discussions, seminars, and the various communications media; to foster programs for professional and vocational education; and to engender cooperation among zoological parks and aquariums throughout the world and among those interested in their development.

Section 3. To aid, foster, and engage in the exchange of zoological specimens for exhibition, conservation, scientific, and preservation purposes, cooperating with governmental agencies for the health and welfare of animals and assisting these agencies in the drafting of legislation and regulations; to respect conditions and regulations established by any country in the protection of its animal life in both the importation and exportation; and to foster sound captive animal management practices and engender research and study designed to increase biological knowledge and understanding.

Section 4. To advance public education on the need for wildlife conservation and preservation; to assume leadership in the captive propagation of rare and endangered animal species; to actively participate in the international efforts of wildlife preservation; and to review periodically the status of endangered species of animals and take action, binding all members, in protecting the species.

ARTICLE V -- This Corporation shall be operated exclusively for charitable, scientific, and educational purposes as defined in Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended, and shall engage in any and all lawful activities within the restrictions of Section 501 (c) (3) in fulfilling the Association's objectives. The Association shall not be authorized to issue capital stock and shall use its funds only to accomplish its objectives with no part of said funds inuring to members of this Association.

ARTICLE VI -- The existence of this Corporation is to be perpetual.

ARTICLE VII -- Members in this Corporation shall be individuals, organizations, or companies fulfilling the requirements of membership as fixed in the Bylaws. Members may be withdrawn by the Board of Directors for due cause, construed to mean use of membership to work for purposes inconsistent with the objectives of the Association, as set forth in Article IV. The requirements for each of the membership classifications are detailed in the Association's Bylaws.

ARTICLE VIII -- The supervision, control, and direction of this Association shall be vested in an elected Board of Directors.

ARTICLE IX -- The names and post office addresses of the incorporators are as follows:

Gary K. Clarke  
635 Gage Boulevard  
Topeka, KS 66506

Ronald L. Blakely  
5555 North Bickel Street  
Wichita, KS 67212

Lester E. Fisher, D.V.M.  
100 West Webster Avenue  
Chicago, IL 60614

John E. Werler  
509 City Hall  
Houston, TX 77002

William P. Braker  
1200 South Lake Shore Drive  
Chicago, IL 60605

Robert O. Wagner  
2918 W. Capitol Street  
Jackson, MS 39209

Dr. Gunter Voss  
67 Adelaide Street  
Toronto 210, Canada

William H. Woodin  
Tucson Mountain Park  
Tucson, AZ 85703

Louis R. DiSabato  
3903 North St. Mary's Street  
San Antonio, TX 78212

Daniel H. Moreno  
602 East 72nd Street  
Cleveland, OH 44103

LaMar Farnsworth  
2600 Sunnyside Avenue  
Salt Lake City, UT 84100

Margaret A. Dankworth  
Oglebay Park  
Wheeling, WV 26003

ARTICLE X -- Should this Corporation, at any time, terminate or cease to exist and function, the title of all its remaining assets shall be transferred to the International Union for Conservation of Nature and Natural Resources (IUCN), an organization operating exclusively for charitable, scientific, and educational purposes, for the continuance of international programs concerned with wildlife conservation and preservation.

This instrument was prepared by George F. Beneke, Attorney at Law, Wheeling, West Virginia.

The incorporators named in the said Agreement, and who have signed the same, and their successors and assigns, are hereby declared to be from this date a Corporation by the name and for the purposes set forth in the said Agreement, with the right of perpetual succession.

Given under my hand and the Great Seal of the said state, at the City of Charleston, this nineteenth day of January, Nineteen Hundred and Seventy-Two.

JOHN D. ROCKEFELLER IV  
Secretary of State