ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE GERONTOLOGICAL SOCIETY OF AMERICA

To the Department of Consumer
and Regulatory Affairs
District of Columbia:

Under the provisions of Title 29, Chapter Four of the District of Columbia Code (the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”)), the undersigned domestic nonprofit corporation adopts the following Articles of Amendment to its Articles of Incorporation and,

DOES HEREBY CERTIFY THAT:

1. The name of the corporation is The Gerontological Society of America (referred to below as “Corporation”).

2. The following amendment to the Articles of Incorporation was duly adopted by the Corporation in accordance with the requirements of the Act:

   Article SIXTH of the Articles of Incorporation of the Corporation is hereby amended by striking the existing provision.

3. The foregoing Amendment was duly adopted on [DATE] by the Board of Directors of the Corporation as required by Title 29 of the D.C. Code and by the Corporation’s Articles of Incorporation and Bylaws, then proposed to and duly adopted on [DATE] by each class of members of the Corporation as required by Title 29 of the D.C. Code and by the Corporation’s Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned has signed and attested to these Articles of Amendment this ____ day of_________, 20__.

By: ________________________________ Date: _____________________________
Name and Office:
This is to certify that the pages attached hereto constitute a full, true, and complete copy of Certificate and Articles of the Gerontological Society of America, as received and filed December 4, 1960.

as the same appears of record in this office.

In Testimony Whereof,
I have hereunto set my hand and caused the seal of this office to be affixed, this

13th

day of

October
A. D. 1981

Margaret C. Stiles
Registrar of Deeds, D. C.

By

Assistant Superintendent Corporations

Government of the District of Columbia

Manuscript 8, Office, Mayor.
CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of Incorporation is hereby issued to the THE GERONTOLOGICAL SOCIETY OF AMERICA as of the date hereinafter mentioned.

Date December 12, 1980

Margarite C. Stokes
Acting Recorder of Deeds, D. C.

John H. Daly
Assistant Superintendent of Corporations

Marion S. Barry, Jr., Mayor
District of Columbia
REC-55
September, 1980
ARTICLES OF INCORPORATION
OF
THE GERONTOLOGICAL SOCIETY OF AMERICA

To: The Recorder of Deeds, D.C.
Washington, D.C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia non-profit Corporation Act:

FIRST: The name of the corporation is THE GERONTOLOGICAL SOCIETY OF AMERICA.

SECOND: The period of duration is perpetual.

THIRD: The purposes for which the corporation is organized and operated are to advance the scientific study of aging and to promote human welfare by the encouragement of gerontology in all its areas, and specifically to:

(a) Promote the scientific study of aging in both the biological and social sciences;

(b) Stimulate communications between scientific disciplines, and between researchers, teachers, professionals, and others;

(c) Expand education in aging;

(d) Foster application of research to the field of practice;

(e) Advance the utilization of research in the development...
of public policy;

(f) Develop the qualifications of gerontologists by setting high standards of professional ethics, conduct, education and achievement; and

(g) Engage in such other and further means as may be necessary and proper to accomplish the foregoing purposes.

The corporation is organized and operated exclusively for charitable, educational, and scientific purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1954. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its trustees, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated). 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 be empowered to make the election authorized under section 501(h) of the Internal Revenue Code of 1954. The corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision herein, the corporation
shall not carry on any activities not permitted to be carried on:

(a) by an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code of 1954, as an organization described in section 501(c)(3) of such Code,

(b) by an organization described in sections 509(a)(1), (2), or (3) of the Internal Revenue Code of 1954 (as the case may be), and/or

(c) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1954.

FOURTH: To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by the District of Columbia Nonprofit Corporation Act not without the scope of Article THIRD thereof. Without limiting the generality of the foregoing, the corporation shall have the power to sue and be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed wherever situated or however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease, build, or erect, remodel, repair,
construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incidental to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment and reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

FIFTH: The corporation shall have members.

SIXTH: The corporation is to be divided into six classes of members, the qualifications and voting rights of which shall be as designated in the corporation's bylaws.

SEVENTH: The manner of election of the directors of the corporation shall be as provided in the bylaws.

EIGHTH: The officers and directors of the corporation shall have full authority, consistent with these articles and the corporation's bylaws, to regulate the internal affairs of the corporation and to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a non-profit organization or organizations, which may have been created to succeed the corporation, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the
Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in section 170(c)(2) and 501(c)(3) of such Code; and/or

(b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as a governmental unit under section 170(c) of the Internal Revenue Code of 1954 or as an organization exempt from federal income taxation under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

NINTH: References herein to sections of the Internal Revenue Code of 1954, as amended, are to provisions of such Code as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

TENTH: The address of its initial registered office is 4109 - W Street, N.W., Washington, D.C., and the name of its initial registered agent at such address is Carol Ann Schutz.

ELEVENTH: The number of directors constituting the initial Board of Directors of the corporation is twenty-one and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:
<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Reubin-Andres</td>
<td>6010 Lake Manor Drive</td>
</tr>
<tr>
<td></td>
<td>Baltimore, Maryland 21210</td>
</tr>
<tr>
<td>Elaine M. Brody</td>
<td>220 West Rittenhouse Sq., 414A</td>
</tr>
<tr>
<td></td>
<td>Philadelphia, Pennsylvania 19103</td>
</tr>
<tr>
<td>Marjorie Cantor</td>
<td>220 Central Park South</td>
</tr>
<tr>
<td></td>
<td>New York, New York 10019</td>
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<tr>
<td>Charles M. Gaitz</td>
<td>5023 Braesheater</td>
</tr>
<tr>
<td></td>
<td>Houston, Texas 77096</td>
</tr>
<tr>
<td>Jerome Kaplan</td>
<td>770 Dickson Parkway</td>
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<tr>
<td></td>
<td>Mansfield, Ohio 44907</td>
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<tr>
<td>Bernard Liebowitz</td>
<td>852 Church Road</td>
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<td></td>
<td>Elkins Park, Pennsylvania 19117</td>
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<tr>
<td>Marian Lupu</td>
<td>6411 East Brian Kent</td>
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<tr>
<td></td>
<td>Tucson, Arizona 85710</td>
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<tr>
<td>John A. MacDonell</td>
<td>265 Overdale Drive</td>
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<td></td>
<td>Winnipeg, Man., Canada R3J 2G2</td>
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<tr>
<td>George L. Maddox</td>
<td>2750 McDowell</td>
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<td></td>
<td>Durham, North Carolina 27705</td>
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<tr>
<td>George Martin</td>
<td>2223 East Howe</td>
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<td></td>
<td>Seattle, Washington 98112</td>
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<tr>
<td>Edward Masoro</td>
<td>221 East Guenther Avenue</td>
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<td></td>
<td>San Antonio, Texas 78204</td>
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<tr>
<td>Abraham Monk</td>
<td>4-21 Brennan Court</td>
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<tr>
<td></td>
<td>Fair Lawn, New Jersey 07410</td>
</tr>
<tr>
<td>Paul Nathanson</td>
<td>P.O. Box 215</td>
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<tr>
<td></td>
<td>Corrales, New Mexico 87048</td>
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<tr>
<td>Irving Rosow</td>
<td>81 Seal Rock</td>
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<tr>
<td></td>
<td>San Francisco, California 94121</td>
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<tr>
<td>George A. Sacher</td>
<td>926 Chicago</td>
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<td></td>
<td>Downers Grove, Illinois 60515</td>
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<tr>
<td>E. Percil Stanford</td>
<td>1924 Murray Rancho Road</td>
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<tr>
<td></td>
<td>El Cajon, California 92020</td>
</tr>
<tr>
<td>Knight Steel</td>
<td>49 Lenox Street</td>
</tr>
<tr>
<td></td>
<td>West Newton, Massachusetts 02165</td>
</tr>
</tbody>
</table>
Name
Martha Storanđt
Gordon F. Streib
Jordan D. Tobin
Ruth B. Weg

Address
12 Hanley Downs
St. Louis, Missouri 63117
205 SE 16th Avenue
Gainesville, Florida 32601
9366 Mellenbrook Road
Columbia, Maryland 21045
5410 Van Alden Avenue
Tarzana, California 91356

TWELFTH: The name and address of each incorporator is:

Name
Reubin Andres
Blaine M. Brody
Marjorie Cantor

Address
6010 Lake Manor Drive
Baltimore, Maryland 21210
220 West Rittenhouse Square, #144
Philadelphia, Pennsylvania 19103
220 Central Park South
New York, New York 10019

Reubin Andres
Blaine M. Brody
Marjorie Cantor

Incorporators
State of Maryland  SS

I, Helen E. Moore, a Notary Public, hereby certify that on the 1st day of October, 1980, personally appeared before me Reubin Andres, who signed the foregoing document as incorporator, and that the statements contained are true.

Reubin Andres, M.D.
Notary Public

Commonwealth of Pennsylvania  SS

I, Elaine M. Brody, a Notary Public, hereby certify that on the 21st day of October, 1980, personally appeared before me Elaine M. Brody, who signed the foregoing document as incorporator, and that the statements contained are true.

Elaine M. Brody
Notary Public

State of New York  SS

I, Carmela Piazza, a Notary Public, hereby certify that on the 31st day of October, 1980, personally appeared before me Marjorie Cantor, who signed the foregoing document as incorporator, and that the statements contained are true.

Marjorie Cantor
Notary Public

My Commission expires March 31, 1981

Carmela Piazza
Notary Public, State of New York

Qualified in New York County
Commission Expires March 30, 1981