

ARTICLES OF INCORPORATION
OF
INTERNATIONAL PHYCOLOGICAL SOCIETY,
a California Nonprofit Public Benefit Corporation

I.

The INTERNATIONAL PHYCOLOGICAL SOCIETY, an existing unincorporated association, is being incorporated by the filing of these Articles.

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purposes of this corporation are the development of phycology, distribution of phycological information, and international cooperation among phycologists and phycological organizations, provided, however, that the corporation's purposes shall at all times be limited to and consistent with the basis upon which the corporation is granted tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986.

III.

The name of this corporation's initial agent for service of process in the State of California is:

Paracorp Incorporated

IV.

This corporation is organized exclusively for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

No substantial part of the activities of this corporation shall consist of lobbying, or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

V.

All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of this corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable purposes which has established its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding section of any future United States Internal Revenue law).

Dated: _____, 2006

C.A. Maggs, President