

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE AMERICAN IRIS SOCIETY

ARTICLE I: The name of this corporation shall be THE AMERICAN IRIS SOCIETY.

ARTICLE II: The purposes of The American Iris Society, hereinafter called the AIS, shall be to develop the science of horticulture and any activities related to the study, propagation and culture of the genus Iris; to stimulate and foster interest in horticultural pursuits, conservation and protection of these plants; to cooperate with other organizations, public and private, in the scientific and horticultural education of all those interested in learning any phase of the genus Iris, by any and all means which may be determined from time to time by the Board of Directors of the AIS. These shall include but are not limited to:

- (a) encouragement and support of scientific research, including that pertaining to the solution of diseases related to but not necessarily exclusive to the genus Iris, and investigation and conservation of the genus in the wild;
- (b) collection, compilation and publication of data concerning the history, classification, breeding and culture of Irises, and;
- (c) education of the public through exhibitions, public display gardens, published standards for judging, and local, area, regional and national meetings open to the public.

ARTICLE III: The current address of the registered office in the Commonwealth of Pennsylvania is: Eleanor E. Kegerise,
4306 7th Ave., Temple, PA 19560

However, the location of the registered office of the corporation may be moved from time to time within the Commonwealth of Pennsylvania by the Board of Directors.

ARTICLE IV: The corporation shall exist perpetually. The membership shall be composed of those persons who are now members of The American Iris Society, and such other persons as may from time to time be elected to membership, in accordance with the Bylaws of this corporation. Admission to membership and the requirements thereof shall be as prescribed by the Bylaws of the corporation, subject to the provisions of the Constitution and laws of the United States and the Commonwealth of Pennsylvania.

ARTICLE V: The corporation shall have no capital stock, and shall be organized and operated exclusively for nonprofit educational and scientific purposes as described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI: The business of the corporation shall be conducted by the Board of Directors of this corporation. The Board of Directors of The American Iris Society shall consist of twelve (12) elected directors, and ex officio members, elected from within the membership of the corporation according to rules and procedures set forth in its Bylaws.

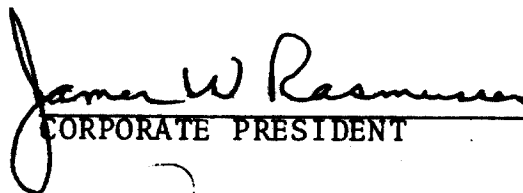
ARTICLE VII: Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VIII: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IX: This corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The property of this corporation is irrevocably dedicated to educational and scientific purposes and no part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, directors, officers or to the benefit of any private person, except that the corporation is authorized to pay reasonable compensation for goods and/or services rendered to it in furtherance of the purposes of this corporation. Upon dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts or liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for educational and scientific purposes, and which has established and maintains its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

EXECUTED ON BEHALF OF THE AMERICAN IRIS SOCIETY BY OUR
AUTHORIZED SIGNATURES BELOW:

Date: 11-1-, 19 86


CORPORATE PRESIDENT

Date: 11-1-, 19 86


CORPORATE SECRETARY