



The Society of Flavor Chemists, Inc.[®]

CERTIFICATE OF INCORPORATION

**CERTIFICATE OF INCORPORATION
OF
THE SOCIETY OF FLAVOR CHEMISTS, INC.**

UNDER SECTION 803 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, being the Chairman of the Board of Directors, the President and the Secretary of The Society of Flavor Chemists, Inc., pursuant to N-PLC Section 104(d) do hereby certify:

1. The name of the corporation is:

The Society of Flavor Chemists, Inc.

2. The certificate of incorporation of The Society of Flavor Chemists, Inc. was filed by the Department of State on the 11th day of August 1959. The corporation was formed under the Membership Corporation Law of the State of New York. No approvals or consents other than that of a Justice of the Supreme Court and the consent of the Attorney General of the State of New York were annexed to the certificate of incorporation.
3. The Society of Flavor Chemists, Inc. is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type A corporation under Section 201 of said law and hereafter shall be a Type B corporation.
4. The post office address within the State to which the Secretary of State shall mail a copy of any notice required by law is: The Society of Flavor Chemists, Inc., c/o The Chemists' Club, 52 East 41 Street, New York, New York 10017.
5. The original certificate of incorporation of The Society of Flavor Chemists, Inc., is hereby amended in the following manner:
 - A. Article FIRST of the original certificate of incorporation which reads:

“FIRST: That the particular objects for which said Corporation is formed are as follows, viz.: To foster and encourage the art and science of flavor technology; to promote professional discourse, to encourage, assist and promote sentiments of friendship and common interests among the members of the Society and to promote and maintain a high standard of professional conduct, To accomplish these objects periodic business and social meetings will be held to discuss new developments, changes, ideas and methods in the field of flavor technology; to discuss new or revised rules, regulations, policies and procedures of the United States Government as administered by the Food and Drug Administration and other agencies of the United States Government as well as the laws, regulations, policies and procedures of state and local government affecting the composition of and use of flavors, flavoring materials, food additives and other allied materials and products To do all that is necessary, proper and

Certificate of Incorporation

legal to accomplish the forgoing objects.” is hereby deleted in its entirety and is replaced by the following Article FIRST:

“FIRST: The corporation shall be a Type B corporation under section 201(b) of the Not-For-Profit Corporation Law and the purposes for which it is to be formed are:

1. To engage exclusively in scientific, educational and technological information activities, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954, directed towards the advancement of the science of flavor technology and flavor additives and the related arts and sciences; to encourage the interchange of ideas and personal contacts between persons engaged in research in the field of flavor technology and flavor additives; to sponsor and conduct meetings, lectures and symposia for persons interested in (to include the general public) or engaged in research in this field; to distribute materials related to this field and to publish printed matter related to the science of flavor technology and flavor additives.
2. To achieve, acquire, hold and maintain any property, real or personal, without limitation as to amount or value, for any of the corporation’s objects, by way of bequest, devise, gift, grant, purchase or lease, to invest and reinvest the same, to control the income therefrom, and to expend or otherwise dispose of all or any portion of its funds and property, including the income, interest or principal, subject to any directions or limitations placed upon the same by donors or testators, in such manner as, in the judgment of the directors, will best promote the purposes of the corporation.
3. In general and subject to such limitations and conditions as may be prescribed by law, to exercise all powers which are now or hereafter may be conferred by law upon any corporation organized for the purposes hereinabove set forth, and to do any and all things necessary or proper in connection with or incidental to any of the foregoing, provided they are in furtherance of the exclusively scientific, educational and technological information purposes of the corporation.
 - (a) No part of the income of the corporation shall enure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.
 - (b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
 - (c) In the event of dissolution of the corporation, all of the remaining assets and property of the corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended subject to an Order of a Justice of the Supreme Court of the State of New York.
 - (d) Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law) or (b) by a corporation,

Certificate of Incorporation

contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Law.”

B. Article THIRD of the original certificate of incorporation which reads:

“THIRD: That the territory in which the operations of said Corporation are to be principally conducted United States of America” is hereby deleted in its entirety and is replaced by the following Article THIRD:

“THIRD: The territory in which the corporation’s activities are principally conducted is in the United States of America, but the operations of the corporation shall not be limited to such territory.”

C. Article FIFTH of the original certificate of incorporation which reads:

“FIFTH: That the number of Directors of said Corporation shall be SIX (6)” is hereby deleted in its entirety and is replaced by the following Article FIFTH:

“FIFTH: At any annual or special meeting of the members, the members may elect representatives or delegates, who, when assembled either within or without the State of New York, shall have and may exercise all the rights, powers and privileges of members at any annual meeting, with the exception of changing the voting rights of the membership or electing officers and directors. A quorum of any such representatives or delegates so chosen shall consist of one-tenth of the total number of votes entitled to be cast by the general membership at any annual or special meeting of the members.”

D. Article SIXTH of the original certificate of incorporation which reads:

“SIXTH: That the names and places of residence of the persons to be the Directors of said Corporation until its first annual meeting are: (Same number as stated in paragraph 5):

| Names | Places of residence |
|------------------|---------------------|
| David Jorysch | New York |
| Fred Schumm | New Jersey |
| Thomas Bonica | New Jersey |
| Raymond Thompson | New York |
| Earl Merwin | New York |
| Charles Fricke | New Jersey” |

is hereby amended so that only the language appearing in parenthesis “(same number as stated in Paragraph 5)” is hereby deleted from Article SIXTH of the original certificate.

6. The manner in which this amendment to the certificate of incorporation of The Society of Flavor Chemists, Inc. was authorized by the affirmative vote of a majority of the members entitled to vote thereon at a meeting of the members duly called and held on the 21st day of June, 1973, the affirmative vote being at least equal to the quorum, pursuant to N-PCL Section 802.

Certificate of Incorporation

7. Prior to the delivery of the certificate of amendment to the Department of State for filing, all approvals or consents required by law have been endorsed upon or annexed hereto.

IN WITNESS WHEREOF, the undersigned have executed this certificate on the 29th day of June 1973.

Richard H. Potter, Chairman of the Board of Directors

Manfred H. Vock, President

Klaus Bauer, Secretary