

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
NONPROFIT CORPORATION**

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Amended and Restated Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. Name: The name of the corporation is: *American Society for Virology, Inc.*
2. NC Non-Profit Corporation: The corporation is a charitable or religious corporation as defined in North Carolina General Statutes (“NCGS”) §55A-1-40(4).
3. Duration: The period of duration of the corporation is perpetual.
4. Registered Agent: The name of the current registered agent is *Cogency Global, Inc.*
5. Registered Office: The street and mailing address and county of the current registered office of the corporation are:

*212 South Tryon Street, Suite 1000
Charlotte, NC 28281 Mecklenburg County*

6. Principal Office: The street address and county of the current principal office of the corporation are:

AMERICAN SOCIETY FOR VIROLOGY
University of Michigan Medical School
Department of Microbiology and Immunology
1150 West Medical Center Drive
5635 Medical Science II
Ann Arbor, MI 48109-5620

Washtenaw County

The mailing address is the same as the principal office.

7. Purposes: The purposes for which the corporation is organized are:
 - (a) To facilitate discovery and dissemination of knowledge germane to virus biology in all domains of life to improve public health and the environment globally.
 - (b) To operate exclusively for charitable, educational, religious, scientific or literary purposes within the meaning of Sections 501(c)(3) and 170(c)(2) of the Internal

Revenue Code of 1986 (the “Code”) or the corresponding provisions of any future Code;

- (c) To make distributions to organizations that qualify as exempt organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future Code); and
 - (d) To engage in any lawful activity for which corporations may be organized under Chapter 55A of the NCGS so long as the corporation does not engage in any activity or activities not in furtherance of one or more tax exempt purposes as contemplated in section 501(c)(3) of the Code.
8. Members: The corporation will have members, which may be divided into such classes as shall be provided in the Bylaws. All members shall be accepted, appointed, elected, or designated in the manner provided in the Bylaws.
 9. Council: The corporation shall have a Council which shall have all the powers and duties of a Board of Directors, and to that end the terms “Council” and “Board of Directors” shall be interchangeable and synonymous and the terms “Councilor” and “Director” shall be interchangeable and synonymous. Members of the Council shall be elected or appointed in the manner and for the terms provided in the Bylaws.
 10. Inurement of Income: No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, officers, trustees or Councilors or any private person, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes.
 11. Legislative or Political Activities: No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code), and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
 12. Operational Limitations: Notwithstanding any other provision hereof, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code.
 13. Dissolution Clause: In the event of termination, dissolution or winding up of the affairs of the corporation in any manner or for any reason whatsoever, the Councilors shall, after paying or making provision for payment of all liabilities of the corporation, distribute all of the remaining assets of the corporation as such Councilors may determine among one or more organizations which are then organized and operated for exempt purposes and qualified as exempt organizations under Section 501(c)(3) of the Code and to which contributions are then deductible under Section 170(c)(2) of the Code or to federal, state and local governments to be used exclusively for public purposes similar to the purposes set forth in

Article 7 above. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

14. Limitation of Director Liability: To the full extent from time to time permitted by law, no person who is serving or who has served as a Councilor of the corporation shall be personally liable for any action for monetary damages for breach of his or her duty as a Councilor, whether such action is brought by or in the right of the corporation or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a Councilor of the corporation with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or arisen, prior to such amendment, repeal or adoption.
15. Removal of Councilors: Councilors may be removed for cause only, by either a vote of a majority of the Members of the corporation or a majority of the Councilors then in office, upon a determination by such applicable majority that such Councilor should be removed for cause. In all cases, removal must be considered at a meeting called for the purpose of removing the Councilor, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is removal of the Councilor. Removal of a Councilor shall be by written (including electronic) ballot.

Amended and Restated October 3, 2022