



The University of the State of New York

STATE OF NEW YORK:

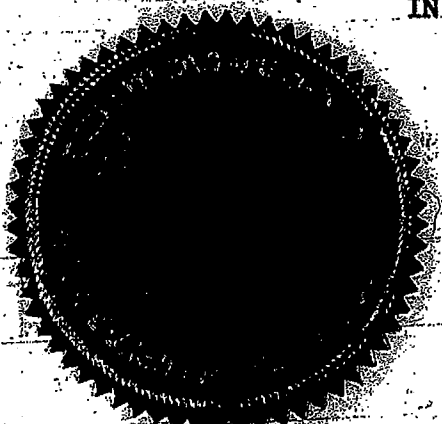
: SS.

COUNTY OF ALBANY :

Consent is hereby given to the consolidation of "THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED" and "AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS" forming "THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INCORPORATED" as set forth in the annexed certificate of consolidation made under and pursuant to the provisions of Section 50 of the Membership Corporations Law.

This consent, however, shall in no way be construed as an approval by the Education Department, Board of Regents or Commissioner of Education of the purposes and objects of this corporation, nor shall it be construed as giving the officers or agents of this corporation the right to use the name of the University of the State of New York, Education Department, Board of Regents or Commissioner of Education in its publications and advertising matter, nor shall it be deemed to be a waiver of the approval of the Board of Regents for the conduct of a correspondence school by such corporation as provided in Section 5002 of the Education Law.

IN WITNESS WHEREOF, I, James E. Allen, Jr., Commissioner of Education of the State of New York, for and on behalf of the State Education Department, do hereunto set my hand and affix the seal of the State Education Department, at the City of Albany, this 27th day of November 1962.



James E. Allen, Jr.
Commissioner of Education

CERTIFICATE OF CONSOLIDATION
OF
THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED
~~INTO~~ THE
AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS
~~THE INSTITUTE OF ELECTRICAL AND ELECTRONIC ENGINEERS~~

(Pursuant to Section Fifty of the Membership Corporations Law)

The undersigned PATRICK E. HAGGERTY and HARADEN PRATT, respectively, the President and Secretary of THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, and B. RICHARD TEARE, JR. and NELSON S. HIBSHMAN, respectively, the President and Secretary of the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS hereby certify as follows:

1. The names of the corporations to be included in the consolidation are:

a. THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, the original Certificate of Incorporation of which was filed in the Office of the Secretary of State of the State of New York on August 23, 1913, under the same name, and the amendment to the original Certificate which was filed in the Office of the Secretary of State of the State of New York on May 2, 1944.

b. The AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, the original Certificate of Incorporation of which was filed in the Office of the

Secretary of State of the State of New York on March 16, 1896, under the same name, and the amendments to the original Certificate which were filed in the Office of the Secretary of State of the State of New York on August 6, 1901, September 28, 1925, January 17, 1928 and August 16, 1957.

2. The name of the continuing corporation is ~~THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS,~~ INCORPORATED.

3. The territory in which its operations are to be conducted is the entire world; the corporation shall have its principal offices in the State of New York, from which it shall carry out its general administrative functions in accordance with the New York Membership Corporations Law. Its publications activities, as well as its largest conventions, are to be principally in the United States.

4. The principal office of the corporation is to be located in the City, County and State of New York.

5. The number of directors shall be not less than nine (9) nor more than fifty (50).

6. The consolidated corporation is to be one of the constituent corporations to wit: AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, and not a new corporation.

7. The terms and conditions of the consolidation are as follows:

a. The purposes and objects of such consolidated corporation are:

(1) To engage in scientific, literary and educational activities, directed toward the advancement of the theory and practice of electrical engineering, electronics, radio, the allied branches of engineering and the related arts and sciences. Means of accomplishing these ends shall be the holding of meetings for the reading and discussion of scientific and technical papers, the publication and circulation of works of literature, science and art pertaining thereto and any other activities necessary, suitable and proper for the fulfillment of these objectives.

(2) To organize and form regions, districts, sections, subsections, professional technical groups, professional technical group chapters, student branches and other groups of members, and to provide for specifications and operating rules for any such groups.

(3) To receive, acquire, hold, and maintain any property, real or personal, without limitation as to amount or value, for any of the continuing 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, however, to any directions or limitations placed upon the same by donors or testators.

(4) To do any and all things necessary or proper in connection with or incidental to any of the foregoing.

b. The continuing corporation shall be operated exclusively for scientific, literary and educational purposes.

c. No substantial part of the activities of the continuing corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation or participating in, or intervening in, any political campaign on behalf of any candidate for public office.

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d. In the event of the dissolution of the continuing corporation, the board of directors shall dispose of its net assets, in trust, however, to further the purposes expressed herein, or for one or more exempt purposes, and subject to the order of a Justice of the Supreme Court.

e. In furtherance and not in limitation of the powers conferred by statute, the board of directors, if the constitution or by-laws so provide, may designate one or more committees which, to the extent provided in the constitution or by-laws of the continuing corporation, or by resolution or resolutions of the board of directors, shall have and may exercise the powers of the board in the management of the business and affairs of the continuing corporation that may be delegated to such committee or committees, such committee or committees to have such name or names as may be stated in the constitution or by-laws, or as may be determined from time to time by resolution or resolutions of the board of directors.

f. The continuing corporation may in its constitution and by-laws confer powers and authorities upon its board of directors in

addition to the powers and authorities expressly conferred by the statutes of the State of New York or by this certificate. All powers of the continuing corporation, insofar as the same may be lawfully vested in the board of directors, are hereby conferred upon the board of directors of the continuing corporation.

g. Members, delegates and directors of the continuing corporation shall have the power to hold their respective meetings within or without the State of New York; the continuing corporation shall have the power to maintain offices and keep the books of the continuing corporation within or without the State of New York, at such place or places as may from time to time be designated by the board of directors.

h. No officer, director or member of the continuing corporation shall receive or be lawfully entitled to receive any part of the net earnings thereof or any pecuniary profit from the operations thereof, except such reasonable compensation for services in effecting one or more of its purposes as the board of directors may determine.

i. Each director of the continuing corporation shall be indemnified by said corporation against reasonable expenses actually and necessarily incurred by him in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of his being or having been a director of the corporation, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for ~~negligence~~ negligence, misfeasance, or misconduct in the performance of his duties as director; such right of indemnification shall not be deemed exclusive of any other right to which he may be entitled.

~~after being by law, agreement, or otherwise~~

j. Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any acts or practices prohibited by Section 340 of the General Business Law or other anti-monopoly statute of this state.

k. Upon filing of the Certificate of Consolidation in the Office of the Secretary of State, each member of the constituent corporations

shall have the highest grade of membership in the continuing corporation as was, upon such filing, held by him in either of the constituent corporations; and each member of the constituent corporations then entitled to vote therein shall possess the power to vote in the continuing corporation for the election of directors and for all other purposes conferred upon voting members by the laws of the State of New York, this Certificate of Consolidation and the constitution and by-laws; and years of service in either of the constituent corporations in any membership grade shall transfer as years of service in the continuing corporation.

l. Except as provided in subdivision (m) of this Paragraph 7, upon the filing of the Certificate of Consolidation in the Office of the Secretary of State, the separate existence of the constituent corporations shall cease and the merger shall be effective, as provided in Section 53 of the Membership Corporations Law.

m. Except as provided by Section 12 of the Personal Property Law or Section 113 of the

Real Property Law, a devise, bequest, gift or grant contained in the Will of a person dying domiciled in the State of New York, or in any other instrument executed under the laws of said State, taking effect after such merger, to or for either of the constituent corporations, shall inure to the benefit of the continuing corporation; and so far as it is necessary for that purpose, or for the purpose of a like result with respect to a devise, bequest, gift, or grant governed by the law of any other jurisdiction, the existence of each constituent corporation shall be deemed to continue in and through the continuing corporation.

n. Upon the filing of the Certificate of Consolidation in the Office of the Secretary of State, all rights, privileges, and interests of each of the constituent corporations, all the property, real, personal, and mixed, and all the debts due on whatever account to either of them, and other things in action belonging to either of them, shall be deemed to be transferred to and vested in the continuing corporation without

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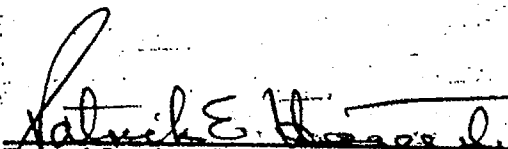
further act or deed, and all claims, demands, property, and every other interest, whether vested or contingent, shall be as effectually the property of the continuing corporation as they were of the constituent corporations, and the title to all real estate, taken by deed or otherwise under the laws of the State of New York vested in either of the constituent corporations, shall not be deemed to revert or be in any way impaired by reason of the merger but shall be vested in the continuing corporation.

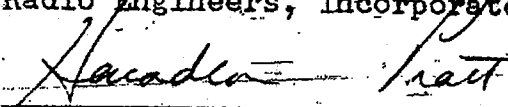
o. Upon the filing of the Certificate of Consolidation in the Office of the Secretary of State, the continuing corporation shall be deemed to have assumed and shall be liable for all the liabilities and obligations of the constituent corporations, in the same manner as if such continuing corporation had itself incurred such liabilities or obligations.

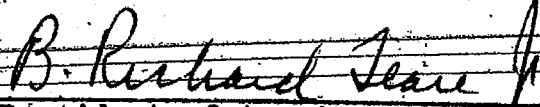
p. Until the date of filing of said Certificate of Consolidation in the Office of the Secretary of State, the directors of the constituent corporations are hereby vested with the power and discretion, by a two-thirds

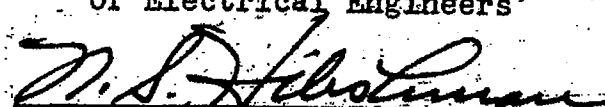
vote of the directors of each of the constituent corporations, present at a meeting, to make editorial changes and changes in language and form of the Certificate of Consolidation, subject, however, to the proviso that no such change shall alter the substance of the foregoing.

IN WITNESS WHEREOF, we, the undersigned officers of THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED and the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, respectively, have signed and acknowledged this Certificate of Consolidation this 15th day of November, 1962, on behalf of THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED and this 15th day of November, 1962, on behalf of the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS.


President of The Institute of
Radio Engineers, Incorporated


Secretary of The Institute of
Radio Engineers, Incorporated


President of American Institute
of Electrical Engineers


Secretary of American Institute
of Electrical Engineers

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS:

On this 15th day of November, 1962, before me personally appeared PATRICK E. HAGGERTY and HAROLD PRATT to me known and known to me to be the individuals described in and who executed the foregoing Certificate of Consolidation, and they duly and severally acknowledged to me that they executed the same.

Simon Present
Notary Public

SIMON PRESENT
Notary Public, State of New York
No. 80-8433500
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires March 30, 1964

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS:

On this 15th day of November, 1962, before me personally appeared B. RICHARD TEARE, JR. and NELSON S. HIBSHMAN to me known and known to me to be the individuals described in and who executed the foregoing Certificate of Consolidation, and they duly and severally acknowledged to me that they executed the same.

Simon Present
Notary Public

SIMON PRESENT
Notary Public, State of New York
No. 80-8433500
Qualified in Nassau County
Cert. Filed in New York County
Commission Expires March 30, 1964

STATE OF NEW YORK)

SS:

COUNTY OF NEW YORK)

PATRICK E. HAGGERTY and HARADEN PRATT, being severally duly sworn, depose and say, and each for himself deposes and says: That they are the President and the Secretary, respectively, of THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, a corporation duly organized and existing under and pursuant to Section 10 of the Membership Corporations Law of the State of New York; that as of July 10, 1962, said corporation had 97,195 members, of whom 66,152 were entitled to vote; that the membership roll of said corporation has not substantially changed since that date; that they have been authorized to execute and file the foregoing Certificate of Consolidation by the votes cast by more than two-thirds of the members of said corporation entitled to vote thereon, present in person or by proxy, at a meeting held upon notice as prescribed by Section 43 of Article VII of the Membership Corporations Law of the State of New York, at which a quorum of the members entitled to vote with respect to consolidation were present, in person or by proxy; and that the date of such meeting was July 10, 1962.

Patrick E. Haggerty
President

Haraden Pratt
Secretary

Sworn to before me this
15th day of November, 1962

Simon Presant
Notary Public

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SIMON PRESANT
Notary Public, State of New York
No. 30-8433508
Qualified in Nassau County
Elected in New York County
Commission Expires March 30 1964

STATE OF NEW YORK)

COUNTY OF NEW YORK)

SS:

B. RICHARD TEARE, JR. and NELSON S. HIBSHMAN,
being severally duly sworn, depose and say, and each for
himself deposes and says: That they are the President and
the Secretary, respectively, of the AMERICAN INSTITUTE OF
ELECTRICAL ENGINEERS, a corporation duly organized and
existing under and pursuant to Section 10 of the Membership
Corporations Law of the State of New York; that as of June
18, 1962, said corporation had 61,996 members, of whom
55,166 were entitled to vote; that the membership roll of
said corporation has not substantially changed since that
date; that they have been authorized to execute and file the
foregoing Certificate of Consolidation by the votes cast by
more than two-thirds of the members of said corporation en-
titled to vote thereon, present in person or by proxy, at a
meeting held upon notice as prescribed by Section 43 of
Article VII of the Membership Corporations Law of the State
of New York, at which a quorum of the members entitled to
vote with respect to consolidation were present, in person
or by proxy; and that the date of such meeting was June 18, 1962.

B. Richard Teare Jr.
President

N. S. Hibshman
Secretary

Sworn to before me this
15th day of November, 1962

Simon Presant
Notary Public

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SIMON PRESANT
Notary Public, State of New York
No. 80-8433506
Qualified in Nassau County
Elected in New York County
Commission Expires March 30, 1964

At a Special Term, First NY, of the
Supreme Court of the State of New
York, held in and for the County
of New York, at the County Court
House, in the Borough of Manhattan,
City of New York, on the 12th day
of December 1962.

IN OFFICE DOCKET

Filed
12/19/62

P R E S E N T:

HONORABLE Louis J. Capozzoli

Justice

In the Matter of the Application

of

THE INSTITUTE OF RADIO ENGINEERS,
INCORPORATED

and

INDEX NO.

AMERICAN INSTITUTE OF ELECTRICAL
ENGINEERS

20932-1962

for an Order under Section 52 of the
Membership Corporations Law approving
their Agreement of Merger into

THE INSTITUTE OF ELECTRICAL AND
ELECTRONICS ENGINEERS, INCORPORATED

and authorizing the filing of the
Certificate of Consolidation under
Section 50 of said Law.

Upon reading and filing the joint petition of THE
INSTITUTE OF RADIO ENGINEERS, INCORPORATED, and the AMERICAN
INSTITUTE OF ELECTRICAL ENGINEERS, verified November 15, 1962,
for an order approving the Agreement of Merger of the said
petitioners and authorizing the filing of the Certificate of
Consolidation and the exhibits attached thereto and submitted
therewith, including the Agreement of Merger of said petitioners,
made and entered into as of March 8, 1962, and the latest audited
financial statements of each of said petitioners, and the pro-
posed Certificate of Consolidation, made, executed and

acknowledged November 15, 1962, having been duly presented to the Court, and it appearing that said Agreement of Merger and the filing of said Certificate of Consolidation have been duly approved by the affirmative votes cast by more than two-thirds of the members of each of the petitioners entitled to vote thereon, present in person or by proxy at respective meetings of the petitioners called for such purpose, held upon notice as prescribed in Section 43 of the Membership Corporations Law of the State of New York, and that 36,221 votes were cast by the members of petitioner, THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, for, and 5,489 votes against the merger and the approval of the Agreement of Merger, and that 29,464 votes were cast by the members of petitioner, AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, for, and 4,383 votes against the merger and the approval of the Agreement of Merger, and the Attorney General having waived notice and a hearing thereon, and having certified no objection to the entry of this order, and the consent of James E. Allen, the Commissioner of Education, dated November 27, 1962, having been filed with the petition showing that the State Education Department consents to the consolidation as set forth in the Certificate of Consolidation, and it appearing to the satisfaction of the Court that the petitioners have kindred purposes, that the provisions of Section 52 of the Membership Corporations Law have been duly complied with by the petitioners, and that the interests of the petitioning corporations and the public interest will not be adversely affected by the merger of the petitioning corporations

NOW, on motion of Messrs. Donovan Leisure Newton & Irvine, attorneys for petitioner, THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, and Simon Present, Esq., attorney for

petitioner, AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, it is hereby

ORDERED, that the agreement made and entered into as of March 8, 1962, for the merger of THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED, and the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, into the AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS, which, pursuant to the Certificate of Consolidation dated November 15, 1962, is named THE INSTITUTE OF ELECTRICAL AND ELECTRONICS ENGINEERS, INCORPORATED, be and the same hereby is approved, and the filing of the Certificate of Consolidation, dated November 15, 1962, with the Secretary of State of the State of New York, be and the same hereby is authorized; and it is further

ORDERED, that upon the filing of said Certificate of Consolidation, together with a duly certified copy of this order as required, the merger of the petitioning corporations shall have the effect as set forth and as provided in said Agreement of Merger and by Section 53 of the Membership Corporations Law of the State of New York

ENTER,

LJC
J. S. C.

COPY OF THE WITHIN CERTIFICATE OF INCORPORATION RECEIVED, PURSUANT TO § 10, MEMBERSHIP CORPORATIONS LAW. NO OBJECTION. FURTHER NOTICE WAIVED.

LOUIS J. LEFKOWITZ
ATTORNEY GENERAL
STATE OF NEW YORK

/s/ Bert M. Fields 12/13/62
Assistant Attorney General

STATE OF NEW YORK, COUNTY OF NEW YORK, ss:
I, JAMES MC GURRIN, COUNTY CLERK AND CLERK OF THE SUPREME COURT NEW YORK COUNTY, DO HEREBY CERTIFY THAT I HAVE COMPALED THIS COPY WITH THE ORIGINAL, AND THAT THE SAME IS A CORRECT TRANSCRIPT THEREOF, AND HAVE THE WHOLE OF SUCH ORIGINAL, IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY OFFICIAL SEAL, THIS 20th DAY OF DECEMBER, 1962.
COUNTY CLERK AND CLERK OF THE SUPREME COURT, NEW YORK COUNTY.
DEC 20 1962
JAMES MC GURRIN
COUNTY CLERK AND CLERK OF THE SUPREME COURT, NEW YORK COUNTY.

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CERTIFICATE OF CONSOLIDATION

OF

THE INSTITUTE OF RADIO ENGINEERS, INCORPORATED

INTO
THE

AMERICAN INSTITUTE OF ELECTRICAL ENGINEERS

(Pursuant to Section Fifty of the Membership Corporation Law)

358983

DONOVAN LEISURE NEWTON & IRVINE
Counsel for The Institute of
Radio Engineers, Incorporated
Two Wall Street
New York 5, N. Y.

SIMON PRESANT, ESQ.
Counsel for American Institute
of Electrical Engineers
55 Liberty Street
New York 6, N. Y.

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JAN-2 1963

TAX: none
FILING FEE: 30-

Charles H. Simon

Secretary of State

By: Shell

