**Articles of Incorporation**

The name of this corporation is “Earth S.T.O.R.M.”. The “S.T.O.R.M.” part stands for “the Society for the Technology of Orbital Refining and Manufacturing”.

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 both public and charitable purposes.

The public purpose of this corporation is to encourage the research and development of the technologies related to refining materials and manufacturing items in orbit around Earth.

This nonprofit public benefit corporation is incorporated under the laws of the State of California. Specifically, it is organized under Part 2 (commencing with Section 5110) of the California Corporations Code.

The Incorporator is Kurt A. Schultz

The initial agent for service of process is Kurt A. Schultz.

The initial street address, mailing address for this corporation and address for service of process is 3342 Carlyle Terrace, Lafayette, California, 94549.

This corporation shall do nothing to support any offensive militaristic use of space. This corporation may, if approved by a Declaration of the Board of Directors, support militaristic uses of space that are defensive in nature and help protect the Earth and the people that live on Earth.

This corporation is established to exist in perpetuity.

This corporation is incorporated without any Initial Directors.

This organization shall communicate all messages in the English language.

This organization shall have the power to issue Memberships.

This organization shall have eight classes of members: General, Academic, Science Club, For-Profit Organization, Nonprofit Organization, Event Sponsor, IP Donor and Patron.

General Members shall have the following:

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| --- | --- |
| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each General Member will have one vote, unless multiple votes are specified otherwise in the voting instructions. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | General Members must be in good standing with this organization |
| Conditions | General Members must have current dues paid |

Academic Members shall have the following:

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| --- | --- |
| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each Academic Member and the Academic Representative will have one vote, unless multiple votes are specified otherwise in the voting instructions. The Academic Representative shall have the right to request that the Secretary call a meeting of Members. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | The Academic Institution and each individual Academic Member must be in good standing with this organization |
| Conditions | Academic Members must have an Academic Representative that is registered with this organization. The Academic Representative acts as the contact point between this organization and the academic institution. |

Science Club Members shall have the following:

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| --- | --- |
| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each Science Club Member and the current Science Club Advisor will have one vote, unless multiple votes are specified otherwise in the voting instructions. The Science Club Advisor shall have the right to request that the Secretary call a meeting of Members. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | The Science Club and each individual Science Club Member must be in good standing with this organization |
| Conditions | Science Club Members must have a Science Club Advisor that is registered with this organization. The Science Club Advisor acts as the contact point between this organization and the Science Club |

For-Profit Organization Members shall have the following:

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| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each For-Profit Organization Member and the For-Profit Organization Manager will have one vote, unless multiple votes are specified otherwise in the voting instructions. The For-Profit Organization Manager shall have the right to request that the Secretary call a meeting of Members. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | For-Profit Organizations and each individual For-Profit Organization Members must be in good standing with this organization. |
| Conditions | For-Profit Organizations must have a Manager to act as the contact point between the For-Profit Organization and this organization. The For-Profit Organization must have the current dues paid. |

Nonprofit Organization Members shall have the following:

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| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each Nonprofit Organization Member and the Nonprofit Organization Manager will have one vote, unless multiple votes are specified otherwise in the voting instructions. The Nonprofit Organization Manager shall have the right to request that the Secretary call a meeting of Members. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | Nonprofit Organizations and each individual Nonprofit Organization Member must be in good standing with this organization |
| Conditions | Nonprofit Organizations must have a Manager to act as the contact point between the Nonprofit Organization and this organization. While membership is technically “free”, it is expected that an organization joining as a “Nonprofit Organization” would offer this organization an equivalent membership in exchange. |

Event Sponsor Members shall have the following:

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| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each Event Sponsor Member will have one vote, unless multiple votes are specified otherwise in the voting instructions. |
| Privileges | Can attend meetings of members, can attend event planning meetings |
| Preferences |  |
| Restrictions | Event Sponsors must be in good standing with this organization |
| Conditions | Event Sponsor Members must have previously sponsored, or be currently sponsoring, an event organized by this organization |

IP Donor Members shall have the following:

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| --- | --- |
| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each IP Donor Member will have one vote, unless multiple votes are specified otherwise in the voting instructions. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | IP Donor Members must be in good standing with this organization |
| Conditions | IP Donors must have donated Intellectual Property to this organization |

Patron Members shall have the following:

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| Rights | The right to vote on matters affecting the members, whether at a meeting of members or by written ballot. Election of Directors, changes to the Articles of Incorporation and changes to the Bylaws are matters that affect the members. Each Patron Member will have one vote, unless multiple votes are specified otherwise in the voting instructions. |
| Privileges | Can attend meetings of members |
| Preferences |  |
| Restrictions | Patrons must be in good standing with this organization |
| Conditions |  |

In the event that a Member exercises their right to vote, they shall cast either “Yes”, “No” or “Abstain” as their vote. No other answers will be considered by the official(s) responsible for tabulating the votes.

In the event that a Member exercises their right to elect Directors, they will be allowed to cast one vote per Director until they have reached the number of seats on the Board of Directors that the election is intending to fill. Multiple votes for one Director will not be allowed.

The organization shall have the right to adopt, use and at will alter a corporate seal. Failure to affix a corporate seal will not affect the validity of any instrument.

This organization shall have the right to qualify to conduct its activities in any other state, territory, dependency, foreign country or extraterrestrial jurisdiction.

This organization shall have the right to issue, purchase, redeem, receive, take (or otherwise acquire), own, transfer (or otherwise dispose of), pledge, use, and otherwise deal in and with its own bonds, debentures, notes and debt securities.

This organization shall have the right to establish, carry out and pay pensions, to pay compensation (including deferred compensation), to establish saving, thrift and other retirement, incentive and benefit plans, trusts, and provisions for any or all of its Directors Officers, employees, and persons providing services to it or any of its subsidiary, related or associated corporations, and to indemnify and purchase and maintain insurance on behalf of any fiduciary of such plans, trusts or provisions.

This organization shall have the power to levy dues. At the discretion of the Board of Directors, the organization may change the dues structure without requiring a vote by the members. Waiving of dues for any member or class of members does not prevent this organization from levying dues on that member or class of members at a later date.

This organization shall have the right to levy assessments. Waiver of assessments does not prevent this organization from levying assessments at a later date.

This organization shall have the right to levy admission fees. Waiver of admission fees does not prevent this organization from charging admission fees at a later date.

This organization shall have the right to donate all or part of its funds to public welfare, community funds, hospital, charitable, educational, scientific, civic, or similar purposes.

This organization shall have the right to donate all or part of its funds to support the military defense of the Earth.

This organization shall have the right to assume obligations, to enter into contracts (including contracts of guarantee or suretyship), incur liabilities, borrow or lend money (or otherwise use its credit) and to secure any of its obligations, contracts or liabilities by by mortgage, pledge or other encumbrance of all or any part of its property and income.

This organization shall have the right to participate with others in any partnership, joint venture or other association, transaction or arrangement of any kind whether or not such participation involves sharing or delegation of control with or to others.

This organization shall have the right to act as trustee under any trust incidental to the principal objects of the corporation, and to receive, hold, administer, exchange, and expend funds and property subject to such trust.

This organization shall have the right to carry on a business at a profit and apply any profit that results from the business activity to any activity in which it may lawfully engage.

This organization shall have the right to operate under emergency conditions. “Emergency conditions” refer to events or circumstances, as a result of which and only so long as, a quorum of the Board of Directors cannot readily convene for action, such as: natural catastrophe (including but not limited to hurricane, tornado, storm, high water, wind-driven water, tidal wave, tsunami, earthquake, volcanic eruption, landslide, mudslide, snowstorm, or drought), or, regardless of cause, any fire flood or explosion. Additionally, “emergency conditions” may result from an attack on this state or nation by an enemy of the United States of America, or by receipt of this state of a warning from the federal government indicating that an enemy attack is probable or imminent. Also, “emergency conditions” may result from an act of terrorism or other manmade disaster that results in extraordinary levels of casualties or damage or disruption severely affecting the infrastructure, environment, economy, government functions, or population, including (but not limited to) mass evacuations, or any other event that causes the governor of California or the president of the United States of America to declare a state of emergency.

In anticipation of or during an emergency, this organization shall have the right to take either or both of the following actions in order to conduct the ordinary business operations and affairs or the corporation:

 1) The organization may modify lines of succession to accommodate the incapacity of any Director, Officer, Employee or Agent that results from the emergency.

 2) The organization may relocate (either permanently or temporarily) its principal offices or it may authorize the corporate officers to do so.

During an emergency, this organization shall have the right to take either or both of the following actions in order to conduct the ordinary business operations and affairs or the corporation:

 1) Give notice to a Director or Directors in any practicable manner under the circumstances, including (but not limited to) by publication and radio, when notice of a meeting of the Board of Directors cannot be given to that Director (or those Directors) in the manner set out in the Bylaws.

 2) Deem that one or more Officers of the corporation present at a meeting of the Board of Directors is a Director (in order of rank and within the same rank, then by order of seniority) as necessary to achieve a quorum for that meeting; after the meeting has completed, the so-deemed Director will then revert to their pre-meeting position.

In anticipation of or during an emergency, the Board of Directors shall not take any action that requires the vote of and class of Members or is not in the Organizations ordinary course of business, unless the required vote of the Members was obtained prior to the emergency.

Any actions taken in good faith in anticipation of or during an emergency bind the corporation and may not be used to impose liability on a corporate Officer, Director, Employee or Agent.

The organization shall have the right to enter into contracts. So long as the Board of Director’s authority is not limited by law, these Articles of Incorporation or the Bylaws, any contract or conveyance made in the name of this corporation which is authorized or ratified by the Board of Directors, or is done within the scope of authority (actual or apparent) conferred by the Board of Directors to an Officer of the corporation (or within the agency power of the Officer) executing it, binds the corporation and the corporation acquires rights thereunder whether the contract is wholly or partially executory or has been executed;

The number of Directors that serve on the Board shall be determined in the Bylaws.

This organization shall keep an accurate copy of the Articles of Incorporation, as currently amended, and an accurate copy of the Bylaws, as currently amended, at its principal office. The organization shall make copies of the Articles of Incorporation, as currently amended, and the Bylaws, as currently amended, available to any Member that makes a written request for them (nominal copying fees may be charged). In the event that this organization implements and maintains a web site for the organization’s use, the Articles of Incorporation, as currently amended, and the Bylaws, as currently amended, shall be published on the web site.