

**CERTIFICATE OF INCORPORATION**

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**CERTIFICATE OF INCORPORATION  
OF THE NINETY-NINES, INC.**

The Certificate of Incorporation of The Ninety-Nines, Inc., shall hereinafter read as follows:

FIRST: The name of this corporation is "THE NINETY-NINES, INC." International Organization of Women Pilots, a corporation of the State of Delaware.

SECOND: The registered office of the corporation in the State of Delaware shall be located at Stonegate, Box 17 4031, Kennett Pike, Wilmington, New Castle County, Delaware 19807, and the resident agent in charge thereof will be Adelaide Tinker at that address.

THIRD: Purpose. The exclusive objects of purposes to be prosecuted or carried on by this corporation are:

(A) To engage in strictly educational, charitable, and/or scientific activities and purposes and particularly to promote aeronautical science by such means as is not inconsistent with the educational, charitable, and scientific purposes of the corporation.

(B) To receive, collect, solicit, and hold funds, gifts, and contributions of property and money; to take by bequest, devise, gift, contribution, donation, transfer, grant, assignment, purchase, lease or otherwise, for any of its purposes herein above described, real, personal and mixed property; to buy, sell, deal with, invest and reinvest, the principal and surplus income therefrom and to distribute any of the same for the purposes hereinabove set forth and generally to exercise all and every power for which a nonprofit corporation, organized under the laws of the State of Delaware, for education, charitable, and scientific institutions and organizations can be authorized to exercise, but not any other power.

The corporation shall have the power to receive endowment funds and to administer the same and to apply the principal and income thereof or either the principal or income, exclusively for the purpose hereinabove set forth.

In furtherance of its educational, charitable, and scientific purposes and not in limitation of its general powers conferred by the laws of the State of Delaware, the corporation shall have the power to do all things which for Delaware corporations are normally incident to the operation of an educational, charitable, and scientific organization and provided such powers that may be exercised only in furtherance of exempt purposes within the meaning of Section 501 of the Internal Revenue Code of the United State of America and provided such powers are not forbidden by the Bylaws of this corporation.

This corporation is organized exclusively for educational, charitable, and scientific purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). All of the powers and rights above given may be exercised only in furtherance of exempt purposes within the meaning of Section 501 of the Internal Revenue code of the United States of America.

FOURTH: This corporation shall be a membership corporation without authority to issue stock capital and not organized for profit.

Notwithstanding anything else herein contained or any other law of the State of Delaware, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended.

No part of the net earnings of the corporation shall inure to the benefit of any officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes).

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, 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.

FIFTH: The conditions and requirements for membership shall be determined by the Bylaws and any member of the corporation shall be subject to expulsion from membership as provided by the Bylaws. The membership of this corporation, after organization hereof, shall consist of the members of The Ninety-Nines, as appear on the books and records of said organization, to be in good standing, and shall hereafter consist of all the members of this corporation as the same shall at any time be constituted under the Bylaws of this corporation. The corporation is authorized to increase or limit the number of its members by amendment of the Bylaws. "Voting by members shall be as set forth in the Bylaws.

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SIXTH: The names and places of residence of each of the original incorporators of this corporation are as follows:

Name	Residence
Frances Grodzicka	525 South Harrison St. Wilmington, Delaware
David H. Coxe, Jr.	2100 Lancaster Avenue Wilmington, Delaware
Newton White	2614 Market Street Wilmington, Delaware

SEVENTH: This existence of this corporation is to be perpetual.

EIGHTH: The private property of the members shall not be subject to the payment of corporate debts to any extent whatsoever.

NINTH: The business and affairs of this corporation shall be governed and controlled by a Board of Directors of not less than seven (7) members. The number, manner of election, and power and authority of the Board of Directors shall be as provided in the Bylaws.

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of this corporation is expressly authorized and empowered, if for an exempt purpose within the meaning of Section 501 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue law) to do the following:

To set apart out of any of the funds of the corporation lawfully available a reserve or reserves for any proper purposes and to alter or abolish such reserves; to authorize and cause to be executed notes, bonds, mortgages, contracts and liens upon or with respect to any property, real, personal, and/or mixed of this corporation..

This corporation may by its Bylaws confer such additional powers if for exempt purposes within the meaning of Section 501 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Code), upon the Board of Directors as the laws of the State of Delaware may permit.

The Bylaws may be amended at the Annual International Meeting, as provided in the Bylaws.

TENTH: In the event of the liquidation, dissolution or winding up of this corporation, whether voluntary, involuntary or by operation of law, except as may be provided by law, the Board of Directors of this corporation shall have the power to dispose of the total assets of the corporation in such manner as they, in the exercise of an absolute and uncontrolled discretion, may, by a majority vote, determine, provided, however, that such disposition shall be exclusively to charitable, educational, and/or scientific organizations as are then qualified under the provisions of Section 501 (c) (3) of the Internal

Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ELEVENTH: This corporation reserves the right, if for any exempt purpose within the meaning of Section 501 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue code), to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law and all rights conferred on the Board of Directors, officers or member hereof are granted subject to this reservation.

WE, THE UNDERSIGNED, being each of the original incorporators hereinabove named, for the purpose of forming a corporation under and in pursuance of the general corporation laws of Delaware and the acts mandatory thereof, and supplemental thereto, to make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly hereunto have set our respective hands and seals this 18th day of August A.D., 1950, and as amended, 1973, 1987, 1991, 1995.

The Ninety-Nines, Inc.