AMENDED ARTICLES OF INCORPORATION
OF
NATIONAL GENEALOGICAL SOCIETY

I.

The name of the Corporation is the NATIONAL GENEALOGICAL SOCIETY.

II.

The purposes for which the said Corporation is organized are:

1. The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 as it may be amended from time to time (or the corresponding provision of any future United States Internal Revenue Code) (the "Code"). Solely in furtherance thereof, the Corporation shall: a) collect, preserve, and disseminate knowledge and information about genealogy and related fields; b) seek to inculcate and promote interest in accurate research in genealogy; c) seek to encourage adherence to principles of accuracy and thoroughness in research in genealogy; d) seek to champion ethical standards in genealogy and to discourage and oppose incompetent and disreputable practices; e) seek to foster careful documentation and otherwise promote scholarly writing in genealogy; f) issue publications on genealogical or related subjects; g) encourage, promote, and provide genealogical education and scholarly training for all interested in these endeavors; (h) encourage and promote preservation of, and access to, public records; (i) solicit, receive and administer gifts, grants, contributions and donations for distribution to organizations described in Section 501(c)(3) of the Code in furtherance of the purposes of the Corporation; and (i) engage in any and all lawful activities consistent with the foregoing purposes and the provisions of the Virginia Nonstock Corporation Act (the "Act"), except as limited herein.

2. To receive, hold and use any property, real or personal, related to genealogical and related data or research, which the Corporation may acquire by gift, purchase, loan or otherwise for the purposes of the Corporation;

3. Explain, publicize and interpret genealogy or personal family history research through tours, publications, exhibits, lectures and other educational programs, and encourage and promote records preservation and access;

4. To do all and everything necessary, suitable and convenient, usual or proper for the accomplishment of the purposes hereinabove expressed or incidental thereto and generally to exercise and enjoy all other powers, rights and privileges, now or hereafter granted by law to corporations of this character; to carry out the foregoing charitable and educational purposes directly, or through one or more supporting organizations which may be formed by the Corporation and in which case shall be organized and operated exclusively for the benefit of, to perform the functions of, to carry out the purpose of, and to fulfill and support, the Corporation, or through such other subsidiaries as the Corporation may deem appropriate; and

5. To solicit, receive and administer gifts, grants, contributions and donations for distribution to organizations described in Section 501(c)(3) of the Internal Revenue Code; and to engage generally, as a nonprofit organization, in other lawful endeavors consistent with the foregoing purposes and the provisions of the Virginia Nonstock Corporation Act. As a means of accomplishing its charitable and educational purposes, the Corporation shall make such distributions at such times and in such manner so as not to subject the Corporation to tax under Section 4942 of the Internal Revenue Code. Neither the Corporation nor anyone acting on its behalf shall (a) engage in any act of self-dealing as defined in Section 4941 of the Internal Revenue Code, (b) retain any excess business holdings as defined in Section 4943 of the Internal Revenue Code,

(c) make any investment that would subject the Corporation to tax under Section 4944 of the Internal Revenue Code or (d) make any taxable expenditure as defined in Section 4945 of the Internal Revenue Code.

III.

The Corporation is formed pursuant to the Act. The Corporation shall have one or more classes of members, with the class or classes of members and qualifications and rights of the members of each class to be set forth in the Bylaws. Members shall not have voting rights except as provided in these Articles. Members shall have the right to elect certain Directors and Officers as set forth in Article IV, and otherwise as required by the Act.

IV.

1. All corporate powers shall be exercised by or under the authority of, and the business of the Corporation managed under the direction of, a Board of Directors. The number of directors shall be within a variable range of not less than fourteen, nor more than twenty, with the number of directors to be determined from time to time within such range by the Board of Directors, as hereinafter set forth. The directors shall have the power to fill any vacancy which may occur in their number from death, resignation, inability or refusal to act, removal, creation of new director positions or any other causes. The members of said Board of Directors may be referred to as trustees or directors.

2. The minimum number of fourteen directors shall consist of i) the President, Vice President, Vice President for Society and Organization Management, Secretary and Treasurer of the Corporation, ex officio with full voting rights, ii) the most recent former President willing to serve, iii) four at-large directors and four regional directors (as hereinafter set forth).

The Board may also be expanded by up to six additional at-large directors, if the Board deems that desirable, with any such additional at-large directors to be elected by the Board initially and thereafter elected by the members at the end of their initial terms, with such staggered terms and the duration of initial terms to be determined by the Board in its discretion to maintain staggered classes.

The Board of Directors shall also designate four director positions as regional directors with the goal of creating geographical representation from diverse parts of the United States on the Board of Directors as a whole. All members of the Corporation shall have the right to vote for all regional directors.

Each at-large director and each regional director shall be elected by the members for a term of four years or as otherwise determined by the Board of Directors, or until his or her successor is duly elected and qualified. Each of the President, Vice Presidents, Secretary and Treasurer shall be elected for two-year terms directly by the members at the annual meeting of the Corporation. All officers and directors elected by the members shall commence their terms at the start of the fiscal year following their election, unless they were elected to fill a vacancy, in which case they shall commence their term immediately upon their election or at such other date as may be specified in their election.

The terms of the regional and at-large directors shall be staggered as determined by the Board of Directors. If any additional at-large directors are elected, they shall be classified as determined by the Board to maintain staggered classes. From time to time, the Board may reclassify the at-large directors or regional directors into the appropriate groups as the Board determines necessary to balance the number of directors in any class. Directors may also be elected by the

members for terms of one, two, or three years if deemed necessary or desirable by the Board to balance the number of directors in any class.

There shall be no right of members to cumulate their votes for directors.

V.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of purposes not in conflict with the requirements of Section 501(c)(3) of the Code. 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, 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 and (2) by a corporation, contributions to which are tax deductible by the contributor under Section 170(c)(2) of the Code. The Corporation admits the students of any race to all the rights, privileges, programs and activities generally accorded or made available to students at or by the Corporation. The Corporation shall not engage in or permit any unlawful discrimination, including any discrimination on the basis of race, color, sex, ethnic origin or national origin, with respect to any students or any administration, educational and admission policies, scholarship or loan programs, or any other policies or programs.

VI.

To the full extent that the Act, as it exists on the date hereof or may hereinafter be amended, permits the limitation or elimination of the liability of Directors and Officers, a Director or Officer of the Corporation shall not be liable to the Corporation or its members for monetary damages. If elimination of the liability is not permitted, the limitation of liability shall be (1) $1.00 or the minimum amount allowed to be stated by such Act if a specific dollar amount is required to be stated or (2) the full extent of the limitation set forth in such Act if no specific dollar amount is required to be stated.

The Corporation shall indemnify an individual made a party to a proceeding because he or she is or was a Director or Officer of the Corporation against liability incurred in the proceeding if the Director or Officer conducted himself or herself in good faith and believed, in the case of conduct in an official capacity with the Corporation, that his or her conduct was in the Corporation's best interest; and in all other cases, that the conduct was at least not opposed to the Corporation's best interests and in the case of any criminal proceeding, the Director or Officer had no reasonable cause to believe the conduct was unlawful. The determination whether a Director or Officer has met this standard of conduct shall be determined in the manner fixed by statute with respect to statutory indemnification. The Corporation may not indemnify (1) in connection with a proceeding by or in the right of the Corporation in which the Director or Officer was adjudged liable to the Corporation, or (2) in connection with any other proceeding charging improper personal benefit to him or her, whether or not involving action in an official capacity, in which the Director or Officer was adjudged liable on the basis that personal benefit was improperly received by him or her.

The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director or Officer who is a party to a proceeding in advance of final disposition of the proceeding if (1) the Director or Officer furnishes the Corporation a written statement of his or her good faith belief

that he or she has met the standard of conduct described herein, (2) the Director or Officer furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that the Director or Officer did not meet the standard of conduct, and (3) a determination is made that the facts then known to those making the determination would not preclude indemnification.

All terms defined in Article 9 of the Act, as enacted and in effect on the date of these articles of incorporation, shall have the same meaning when used in this article. In the event that any provision of this article is determined to be unenforceable as being contrary to public policy, the remaining provisions shall continue to be enforced to the maximum extent permitted by law. Any indemnification under this article shall apply to a person who has ceased to have the capacity referred to herein, and may inure to the benefit of the heirs, executors and administrators of such a person. Any amendment to or repeal of this Article Sixth shall not adversely affect any right or protection of a Director or Officer of the Corporation for or with respect to any acts or omissions of such Director or Officer occurring prior to such amendment or repeal. Notwithstanding the foregoing, payments under this section with respect to a claim for indemnification shall be reduced to the extent the Director or Officer has not made reasonable efforts to reduce the amount of an indemnified loss by seeking contributions from other sources.

VII.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, distribute the assets of the Corporation to such organization or organizations which would then qualify under the provisions of Section 501(c)(3) of the Code as may be determined by the Board of Directors best to fulfill the purposes of the Corporation.

14 October 2026