

AMERICAN SCHOOL OF ORIENTAL RESEARCH

NOW, THEREFORE, be it

RESOLVED, that the Bylaws of the Corporation be amended to incorporate the following provisions:

INDEMNIFICATION OF DIRECTORS, OFFICERS AND OTHER PERSONS.

Section 1. Directors' Personal Liability for Monetary Damages and Standard of Care. The directors of the corporation shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action unless the director has breached or failed to perform the duties of his office according to the standards set forth in this Section 1 and the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Section relating to the personal liability of directors for monetary damages shall not apply to the responsibility or liability of a director pursuant to any criminal statute or the liability of a director for the payment of taxes pursuant to local, state or federal law.

A director shall stand in a fiduciary relation to the corporation and shall perform his duties, including his duties as a member of any committee of the board upon which he may serve, in good faith and in a manner he reasonably believes to be in, or not opposed to, the best interests of the corporation, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances within the meaning of the Directors' Liability Act, 42 Pa. C.S.A. §8363 (1986). Absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken as a director or any failure to take any action shall be presumed to be in the best interests of the corporation.

In performing his duties, a director shall be entitled to rely in good faith on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by any of the following:

(1) One or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented.

(2) Counsel, public accountants or other persons as to matters which the director reasonably believes to be within the professional or expert competence of such person.

(3) A committee of the board upon which he does not serve, duly designated in accordance with law, or so believed to be by the director, as to matters within its designated authority, which committee the director reasonably believes to merit confidence.

A director shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause his reliance to be unwarranted. In discharging the duties of their respective positions, the board of directors, committees of the board and individual directors may, in considering the best interests of the corporation, consider the effects of any action upon employees, upon suppliers and customers of the corporation and upon communities in which offices or other establishments of the corporation are located, and all other pertinent factors. The consideration of these factors shall not constitute a violation of any duties described in this Section 1.

This Section 1 shall not apply to any breach of performance of duty or any failure of performance of duty by any director occurring prior to January 27, 1987.

Section 2. Relationship of Officers to Corporation. Officers of the corporation shall stand in and have a fiduciary relation to the corporation, and shall discharge the duties of their respective positions in good faith and with that diligence, care, including reasonable inquiry, and skill which ordinarily prudent men and women would exercise under similar circumstances.

Section 3. Civil Damages Liability of Uncompensated Officers and Directors. No person who serves without compensation, other than reimbursement for actual expenses, as an officer, director or trustee of the corporation shall be liable for any civil damages as a result of any acts or omissions relating solely to the performance of his duties as an officer, director or trustee, unless the conduct of the person falls substantially below the standards generally practiced and accepted in like circumstances by similar persons performing the same or similar duties, and unless it is shown that the person did an act or omitted the doing of an act which the person was

under a recognized duty to another to do, knowing or having reason to know that the act or omission created a substantial risk of actual harm to the person or property of another. It shall be insufficient to impose liability to establish only that the conduct of the person fell below ordinary standards of care. Nothing in this section shall be construed as affecting or modifying any existing legal basis for determining the liability, or any defense thereto, of the corporation.

Section 4. Indemnification. The corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, and whether brought by or in the right of the corporation, its shareholders or otherwise, by reason of the fact that he is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by law, including without limitation indemnification against expenses (including attorneys' fees and disbursements) damages, punitive damages, judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless the act or failure to act giving rise to the claim is finally determined by a court to have constituted self-dealing, willful misconduct or recklessness.

Section 5. Payment of Expenses. Expenses incurred by a director, officer, employee or agent in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation.

Section 6. Nonexclusivity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the specified statutory authority or the provisions hereof.

Section 8. Security. The corporation shall have the power to create and fund a trust fund or fund of any nature for the purpose of securing, or otherwise secure in any manner, its obligation to indemnify or pay the expenses incurred in connection with a claim against such person to the extent provided for herein. In connection with the creation of any such fund the corporation may make binding arrangements creating a procedure for an independent non-judicial determination of any claim that indemnification should be denied because the person seeking indemnification was guilty of willful misconduct or recklessness or that indemnification is otherwise prohibited by law. Any such agreement may establish appropriate standards, and may provide that a determination adverse to the director or officer seeking indemnification shall relieve the corporation of its obligations of indemnification hereunder.

Section 9. Modification. The duties of the corporation to indemnify and to advance expenses to a director or officer hereunder shall be in the nature of a contract between the corporation and each such director or officer and no modification or repeal of any provision hereof or amendment of any fund created pursuant to Section 8 shall alter, to the detriment of such director or officer, the right of such person to the advance of expenses or indemnification in connection with a claim based on an act or failure to act which took place prior to the approval of such modification, amendment or repeal.

Section 10. Acts Prior to January 27, 1987. Indemnification for any action taken or failure to act occurring prior to the effective date of the Directors' Liability Act, 42 Pa. C.S.A. §§8361-8367 (1986) shall be governed by the Bylaws of the corporation as those Bylaws existed prior to that date.

TERM OF OFFICE.

Section 1. Extension by Executive Committee. Notwithstanding any other provision of these Bylaws, the Executive Committee of the corporation may extend the term of office of any officer of the corporation, as the Executive Committee deems necessary or appropriate and in the best interests of the corporation.

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
of
AMERICAN SCHOOLS OF ORIENTAL RESEARCH

To: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Schools of Oriental Research.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation in the manner prescribed by the District of Columbia Non-Profit Corporation Act:

"The Articles of Incorporation of the Corporation are hereby amended by striking in their entirety Articles SECOND through SEVENTH, inclusive, and by inserting in lieu thereof the following:

"SECOND: The duration of the Corporation is perpetual.

"THIRD: The Corporation is hereby organized exclusively for one or more charitable, educational and scientific purposes, including, for any such purpose or purposes, the making of distributions to organizations which qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law); such purposes to include the initiation, encouragement and support of research into and public understanding of the peoples and cultures of the Near East and their wider spheres of interaction from earliest times to the modern period especially archaeologically informed projects which are integrative and interdisciplinary by affording educational opportunities to graduates of American Colleges and Universities and to other qualified students and by the prosecution of original research, excavations, and exploration.

The Corporation shall have in furtherance of the aforesaid purposes all of the powers conferred upon corporations organized pursuant to the provisions of the District of Columbia Non-Profit Corporation Act.

"FOURTH: The Corporation shall have two classes of members: Corporate Members and Individual Members. Each Corporate Member shall be entitled to one vote on all matters which are required or permitted to be submitted to the membership including, to the extent provided in the By-laws of the Corporation, the election or appointment of trustees of the Corporation. Individual Members shall have no right to vote.

Except as may otherwise be provided in these Articles of Incorporation, the manner of election or appointment of the trustees of the Corporation shall be prescribed by the By-laws of the Corporation.

Any qualifications and any rights, liabilities, and other incidents of membership not otherwise conferred upon either class of membership by the provisions of these Articles of Incorporation shall be prescribed by the provisions of the By-laws of the Corporation.

"FIFTH: The address, including street and number, if any, of the registered office of the Corporation is

and the name of the Corporation's registered agent at the aforesaid address is

"SIXTH: The number of trustees constituting the Board of Trustees of the Corporation is forty-four, which number may be increased or decreased from time to time as set forth in the By-laws of the Corporation.

The name and the address, including street and number, if any, of each of the persons who are to serve as the trustees of the Corporation until their successors be elected and qualify are as follows:

NAME

ADDRESS

"SEVENTH: For the regulation of the internal affairs of the Corporation, it is hereby provided:

1. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, trustees, 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 the purposes set forth in Article THIRD hereof. 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

2. Notwithstanding anything contained in these Articles to the contrary, at any time when the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws), the Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws); and will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent Federal tax laws).

3. Upon dissolution, final liquidation, or winding up of the Corporation, the Board of Trustees shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

such organization or organizations organized and operated exclusively for the same or substantially similar nonprofit, educational and scientific purposes as shall at the time qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Trustees shall determine.