

1

F L A M M A.  
Inc.

CERTIFICATE OF INCORPORATION

ARTICLES OF INCORPORATION

BY-LAWS

COPY.

STATE OF INDIANA  
DEPARTMENT OF STATE

2

CERTIFICATE OF INCORPORATION

August G. Mueller, Secretary of State

TO ALL TO WHOM THESE PRESENTS SHALL COME GREETING:

WHEREAS, Articles of Incorporation, duly signed and acknowledged, showing no Capital Stock, having been filed in the office of the Secretary of State on the...23rd...day of...June, 1937... for the organization of the

F L A M M A, I N C.

under and in accordance with the provisions of "AN ACT concerning domestic and foreign corporations not for profit, providing penalties for the violation thereof, and repealing certain laws." Approved March 7, 1935, as published at Page 557, Acts of 1935.

Now Therefore, I, AUGUST G. MUELLER, Secretary of State of the State of Indiana, by virtue of the powers and duties vested in me by law, do hereby certify that the said organization is a body politic and corporate, authorized and empowered by the laws of the State of Indiana to proceed to carry out the objects of its organization.

*Seal*

In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the City of Indianapolis, this 23rd day of June, 1937.  
(sig)  
August G. Mueller Sec. of State.  
By (sig) Joseph O. Hoffmann Deputy.

ARTICLES OF INCORPORATION

OF

June 23, 1937  
August G. Mueller  
Secretary of State

F L A M M A, I N C.

The undersigned, being three or more natural persons of lawful age, at least a majority of whom are citizens of the United States do hereby adopt the following Articles of Incorporation, representing beforehand to the Secretary of State of the State of Indiana and all persons whom it may concern, that a membership list or lists of the above named corporation for which certificate of incorporation is hereby applied for, have heretofore been opened in accordance with law and that at least three (3) persons have signed such membership list.

Be it further remembered that the following Articles of Incorporation and all matters heretofore done or hereafter to be done are in accordance with "An Act concerning domestic and foreign corporations not for profit, providing for fees, providing penalties for the violation thereof, and repealing certain laws," approved March 7, 1935, and all act amendatory thereof and supplemental thereto.

1. The name of this corporation shall be FLAMMA, INC......
2. The purpose or purposes for which it is formed are as follows:
  - a. To promote the peaceful evolution of mankind, through works embodying ideals of culture, along the lines expressed in the writings and art of Nicholas Roerich.
  - b. To enlist co-workers throughout the world for the purpose of disseminating and interchanging the cultural and spiritual expressions of the various nations, races, and peoples.
  - c. To establish interstate centers for the stimulation of cultural activity through exhibitions, concerts and cooperative artistic study.
  - d. To promote the Roerich Pact and Banner of Peace.
  - e. To cooperate with any and all other organizations and societies of a cultural nature, for the purpose of bringing to a greater number of people the advantages of a cultural development.
  - f. To promote exchanges of works of art and encourage scientific study and research tending to advance cultural and

peaceful relations through the arts and sciences.

g. To publish and distribute articles, bulletins, books, booklets, pamphlets, etc., and to acquire and dispose of by purchase, sale or gift, works of art and manuscripts consistent with the aims of the Corporation.

h. To engage in any and all the activities within the powers conferred upon such corporations by the laws of the State of Indiana in the INDIANA GENERAL NOT FOR PROFIT CORPORATION ACT, which may be necessary, suitable or proper for the accomplishment of any of the purposes, objects, or powers herein enumerated, or which shall at any time appear conducive or expedient for the protection of the Corporation and the fulfillment of its purposes.

3. The period during which it is to continue as a corporation is ...perpetual.....years.

4. The post office address of its principal office is 313 East Union Street Liberty, Union County, Indiana.

5. The name of its resident agent is Lloyd E. Fosdick.

6. The post office address of its resident agent is 313 East Union Street, Liberty, Union County, Indiana.

7. If the memberships are to be divided into classes the designations of the different classes, and a statement of the relative rights, preferences, limitations and restrictions of each class, together with a statement as to the voting rights of any such class.

Membership in the Corporation shall entitle to such rights and privileges as may, from time to time, be voted by the Board of Directors, in the way of special discounts on publications, access to selective literature in established centers, group discussions and special talks, which may be deemed in the interest of the advancement of the purposes of

the Corporation.

Membership in the Corporation shall be divided into two classes, as follows:

- 1. COOPERATIVE MEMBERSHIP.
- 2. LEGISLATIVE MEMBERSHIP.

COOPERATIVE MEMBERSHIP, without voting privilege, and as regulated by the by-laws of the Corporation, shall be open to any person wishing to so associate himself. And the Board of Directors may elect to any of the following degrees of Co-operative membership such persons who shall have contributed to the Corporation, for the advancement of the purposes of the Corporation as set forth in the Articles of Incorporation, requisite assets in any form which shall have been duly accepted as entitling to admission in that degree.

HONORARY-----	Elective.
PATRON-----	\$100.00
LIFE-----	\$25.00
FELLOW-----	\$5.00
ANNUAL-----	\$1.00

LEGISLATIVE MEMBERSHIP, as regulated by the by-laws of the Corporation, shall be limited to the Incorporators and to such other persons as may be elected by the Incorporators to Legislative Membership, and shall carry full liability and responsibility for the devotion of the corporate name to the purposes for which it was incorporated, as set forth in the Articles of Incorporation, and to this end shall carry one full vote as official voice in the government of the corporation.

8. The number of directors of this corporation shall be five. (5)  
 (This must be an exact number and cannot be stated in the alternative.)

9. The names and addresses of the first board of directors is as follows:

- Sina Lichtmann, 310 Riverside Dr. New York City, New York, New York
- Dudley Fosdick, 313 East Union Street, Liberty, Union Co., Indiana
- Gene Fosdick, 227 Riverside Dr. New York City, New York, New York
- Janet Fosdick, 227 Riverside Dr. New York City, New York, New York
- Katherine C. Campbell, Brookfield, Fairfield County, Connecticut

10. The names and addresses of the incorporators are as follows:

- Sina Lichtmann, 310 Riverside Dr., New York City, New York, New York
- Dudley Fosdick, 313 East Union Street, Liberty, Union Co., Indiana
- Gene Fosdick, 227 Riverside Dr., New York City, New York, New York
- Janet Fosdick, 227 Riverside Dr., New York City, New York, New York

11. A statement of the property and an estimate of the value thereof, to be taken over by this corporation at or upon its incorporation.  
None.

12. Any other provisions, consistent with the laws of this State, for the regulation and conduct of the affairs of this corporation, and creating, defining, limiting or regulating the powers of this corporation, of the directors or of the members or any class or classes of members:

The time and place of all meetings shall be determined and announced by the Board of Directors, as regulated by the by-laws of the Corporation.

The directors shall be elected annually.

(Signatures) Dudley Fosdick  
 Janet Fosdick  
 Sina Lichtmann  
 Gene Fosdick

STATE OF NEW YORK ss:  
 COUNTY OF NEW YORK  
 Before me.....Geo. F. Steers (sig.), a notary Public in and for  
 said County and State, personally appeared  
 (sig.) Sina Lichtmann  
 Gene Fosdick  
 Janet Fosdick  
 and severally acknowledged the execution of the foregoing articles of incorporation.  
 WITNESS ... THIS 4th day of MAY 1937.

7

F L A M M A.  
Inc.  
BY - LAWS.

I.

The name of this Corporation is FLAMMA, Inc.

II.

The purposes of the Corporation are as stated in the Articles of Incorporation.

III.

Membership in the Corporation shall be regulated as stated in the Articles of Incorporation. Membership may not be inherited or transferred. Dissolution of Membership, other than by death, may be by resignation, or, any Member guilty of conduct inimical to the principles and purposes of the Corporation may be expelled by a majority vote of the Legislative Members.

IV.

There shall be an Annual Meeting of the Legislative Members of the Corporation on the 16th day of January in each year, at which meeting the five Directors shall be elected for the ensuing year, and at which time any and all appropriate business may be transacted.

Special Meetings of the Legislative Members may be called by a majority vote of the Board of Directors.

Notice of Annual, and, in the case of a Special Meeting, the purpose for which such Meeting is called, shall be mailed to each Legislative Member not less than thirty days in advance thereof.

V.

Each Legislative Member shall be entitled to one vote either in person, by proxy executed in writing, or by mail. No proxy shall be valid after one year from the date of its execution unless a longer time is expressly provided therein.

In the interest of the advancement of the purposes of the Corporation, the Legislative Members may elect any person they deem qualified to the class of Legislative Member of the Corporation, with the accompanying voting privilege.

VI.

Between the meetings of the Legislative Members, the business of the Corporation shall be conducted by the Board of Directors, who shall have the power to fill vacancies in their own ranks, caused by death or resignation, until the next annual Meeting of the Legislative Members.

The Directors shall be elected from the Legislative Membership of the Corporation, they shall serve for the term of one year, and until their successors are elected and qualified.

Regular Meetings of the Board of Directors shall be held on the 16th day of January, April, July and October of each year.

Special Meetings of the Board of Directors may be called by a majority of the Directors or by the President upon written notice to all Members of the Board not less than ten days in advance thereof.

At their first regular Meeting, immediately after their election the Directors shall elect the Officers of the Corporation from among their own number.

VII.

The officers of the Corporation shall execute the orders of the Directors between Meetings of the Board and shall be: President, two Vice-Presidents, Secretary and Treasure. Their term of office shall be one year.

VIII.

No indebtedness nor obligation shall be incurred, nor shall any expenditure be made, in excess of \$10.00 ten dollars, without the



9  
affirmative vote of a majority of the Directors.

No indebtedness nor obligation shall be incurred, nor shall any expenditure be made, in excess of \$100.00 one hundred dollars, without the affirmative vote of a majority of Legislative Members.

After approval, all orders for the expenditure of money shall be signed by any two Officers of the Corporation.

#### IX.

All Meetings of the Legislative Members and Directors shall be held in the City of New York, at the office of the Corporation or of its President, unless by necessity a more propitious place is indicated in the official notice thereof.

Notice of any Meeting may be waived in writing or by attendance at such Meeting.

A majority of all those qualified to vote at any Meeting shall constitute a quorum at such Meeting.

The election of any Officer or Director may be rescinded, for cause, by a majority vote of the Legislative Members.

These By-Laws may be amended by a majority vote of the Legislative Members, provided the text of the proposed amendment shall have been mailed to all Legislative Members at least thirty days prior to the Meeting in which such vote is taken.

