

CERTIFICATE OF AMENDMENT
of the
CERTIFICATE OF INCORPORATION
of

THE AMERICAN ASSOCIATION OF PHYSICS TEACHERS, INCORPORATED

Under Section 803 of the Not-for-Profit Corporation Law

1. The name of the corporation is THE AMERICAN ASSOCIATION OF PHYSICS TEACHERS, INCORPORATED.
2. The certificate of incorporation was filed by the Department of State on February 3, 1958. The corporation was formed under the Membership Corporations Law.
3. (A) The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.
(B) The corporation is a charitable corporation under Section 201 of the Not-for-Profit Corporation Law.
4. The certificate of incorporation is amended as follows:
 - (A) to add a provision under which the written consent of less than all of the members is sufficient for corporate action by adding a new Article EIGHTH of the certificate of incorporation to read in its entirety as follows:

EIGHTH: Pursuant to Section 614(a) of the Not-for-Profit Corporation Law of the State of New York, any action required to be taken at a meeting of the voting members of the corporation may be taken without a meeting if (a) for the election of directors, the action is approved in writing by a plurality of the votes cast by the members entitled to vote in the election, or (b) for any action other than the election of directors, the action is approved in writing by a majority of the votes cast by the members entitled to vote thereon, presuming that the number of votes approving such action is equal to at least a quorum; provided, however, if the Not-for-Profit Corporation Law or the certificate of incorporation or the bylaws of the corporation specifically require approval by a higher proportion to take certain

action, then such proportion shall be required to take such action by written consent.

(B) to add the post office address of the office without the state at which the books and records of the corporation shall be kept by adding Article NINTH of the certificate of incorporation to read in its entirety as follows:

NINTH: The books and records of account of the corporation shall be kept in an office of the corporation located in College Park, Maryland, the post office address of such office being One Physics Ellipse, College Park, Maryland 20740.

(C) to designate the Secretary of State as agent for service of process by adding Article TENTH of the certificate of incorporation to read in its entirety as follows:

TENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is One Physics Ellipse, College Park, Maryland 20740.

5. The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is One Physics Ellipse, College Park, Maryland 20740.

6. The certificate of amendment was authorized by a vote of the majority of the members of the corporation at a meeting, the affirmative votes cast in favor of the amendment being at least equal to a quorum.

IN WITNESS WHEREOF, the undersigned has signed this certificate this ____ day of _____, 2015.

Name:
Title:

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Dated: _____, 2015

Filed by: Venable LLP
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New York, NY 10020