

A 156498
Certificate of Incorporation

of

SOCIETY, INCENTIVE TRAVEL EXECUTIVES, INC.

under section 402 of the Not-for-Profit Corporation Law

IT IS HEREBY CERTIFIED THAT:

(1) The name of the corporation is

SOCIETY, INCENTIVE TRAVEL EXECUTIVES, INC.

(2) The corporation is a corporation as defined in subparagraph (a)(5) of section 102 (Definitions) of the Not-for-Profit Corporation Law.

(3) The purpose or purposes for which the corporation is formed are as follows:

The objects and purposes are to promote by close personal contact an exchange of ideas and experiences, thereby endeavoring to solve mutual problems, to better serve the interests of the individual companies with which the members are associated, and the interests of the business community in general; to establish a better understanding and appreciation on the part of the business and financial world as a whole, of the importance and scope of travel incentives in modern business; and to elevate the status of incentive travel and the individual members of the society.

Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by General Business Law, Section 340 or other anti-monopoly statute of the State of New York.

The corporation, in furtherance of its corporate purposes above set forth, shall have all the powers enumerated in section 202 of the Not-for-Profit Corporation Law, subject to any limitations provided in the Not-for-Profit Corporation Law or any other statute of the State of New York.

(4) The corporation shall be a Type A corporation pursuant to section 201 of the Not-for-Profit Corporation Law.*

(5) The office of the corporation is to be located in the City of New York
County of New York (city) (town) (Incorporated village) State of New York.

(6) The territory in which the activities of the corporation are principally to be conducted is worldwide

(7) The post office address to which the Secretary of State shall mail a copy of any notice required by law is

Society, Incentive Travel Executives, Inc.
c/o Gallagher/Wold, Inc.
420 Lexington Avenue
New York, New York 10010

* In the case of Type B and C corporations set forth the names and addresses of the initial directors. Type C corporation must set forth the lawful public or quasi-public objective which each business purpose will achieve.

CERTIFICATE OF RESERVATION

2354

STATE OF NEW YORK

DEPARTMENT OF STATE

I DO HEREBY CERTIFY TO THE

RESERVATION OF NAME

OF

(corporation name)

ON

(date filed)

SOCIETY, INCENTIVE TRAVEL EXECUTIVES, INC., April 16, 1974

TO BE FILMED AS MICROFILM FRAME NUMBER:

1149185-1

THE ABOVE CORPORATE NAME HAS BEEN RESERVED FOR A PERIOD OF SIXTY DAYS FROM THE ABOVE DATE FOR THE USE OF

Foley, Hickey, Gilbert & Power

FOR creation of a domestic corporation Not For Profit

Acting Secretary of State

NAME
AND
ADDRESS
OF
FILER

Foley, Hickey, Gilbert & Power
70 Pine St.
New York NY

☒ CHK. ☐ M.O. ☐ CASH

\$ 10.00

\$10.00 CERTIFICATE

TOTAL \$10.00

REFUND OF \$

TO FOLLOW

CERTIFICATE OF RESERVATION MUST ACCOMPANY CERTIFICATE OF INCORPORATION OR APPLICATION OF AUTHORITY WHEN PRESENTED FOR FILING.

R662-513 R

(8) Approval and consents required by law.

~~† No approvals and consents are required by law.~~

† Prior to delivery to the department of state for filing all approvals and consents required by law will be endorsed upon or annexed to this certificate.

IN WITNESS WHEREOF, the undersigned incorporator, or each of them if there are more than one, being at least nineteen years of age, affirm(s) that the statements made herein are true under the penalties of perjury.

Dated May 14, 1974

Richard G. Hickey

Type name of incorporator

c/o Foley, Hickey, Gilbert & Power, 70 Pine St., New York, NY 10005

Address

Type name of incorporator

Signature

Address

Type name of incorporator

Signature

Address

156498

I, the undersigned Justice of the Supreme Court of the State of New York - FIRST
Judicial District, do hereby approve the foregoing Certificate of Incorporation of

SOCIETY, INCENTIVE TRAVEL EXECUTIVES, INC.

Dated May 15th, 1974

J. S. C.

JACOB MARKOWITZ

Certificate of Incorporation

of

SOCIETY, INCENTIVE TRAVEL EXECUTIVES, INC.

under Section 402 of the Not-for-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 17 1974

TAX \$

FILING FEE \$

Filed By:

Foley, Hickey, Gilbert & Power

Office and Post Office Address

70 Pine Street
New York, NY 10005

3/16/74
type A
No objection. Notice waived.

Dated:

May 14, 1974

LOUIS J. LEFKOWITZ
Attorney General of the
State of New York
By:

PERCY E. SCHUBERTH, JR.

Assistant Attorney General
Anti-Monopolies Bureau
State Antitrust Enforcement
& Compliance Section

State of New York } ss;
Department of State }

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

March 07, 2006



A handwritten signature in cursive script, appearing to read "C. E. ...".

Special Deputy Secretary of State



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

DECEMBER 11, 2017

6241-663-7

LISA A. STEGINK
500 DAVIS STREET/#925
EVANSTON, IL 60201

RE SOCIETY FOR INCENTIVE TRAVEL EXCELLENCE

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF AMENDMENT FOR THE ABOVE NAMED CORPORATION.

FEES IN THIS CONNECTION HAVE BEEN RECEIVED AND CREDITED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

ARTICLES OF AMENDMENT

General Not For Profit Corporation Act

FILED

Secretary of State
 Department of Business Services
 501 S. Second St., Rm. 350
 Springfield, IL 62756
 217-782-1832
 www.cyberdriveillinois.com

DEC 11 2017

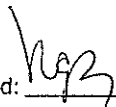
JESSE WHITE
 SECRETARY OF STATE

Remit payment in the form of a
 check or money order payable
 to Secretary of State.

File #

62416637

Filing Fee: \$25

Approved: 

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): Society of Incentive & Travel Executives, Inc.

2. Manner of Adoption of Amendment:


The following amendment to the Articles of Incorporation was adopted on August 18, 2017 in the manner indicated below (check one only):

Month Day, Year

- ☐ By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (See Note 2 on back.)
- ☐ By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (See Note 3 on back.)
- ☐ By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)
- ☒ By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (See Note 5 on back.)

3. Text of Amendment:

(a.) When an amendment affects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. *Article 1: The Name of the Corporation is:

Society for Incentive Travel Excellence 

New Name

(b.) All amendments other than name change.

If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated September 21, 2017 Society of Incentive & Travel Executives, Inc.
Month Day Year Exact Name of Corporation
Kevin M. Hinton
Any Authorized Officer's Signature
Kevin Hinton, Chief Excellence Officer
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____, _____
Month Day Year

| | |
|--------------------|---------------------------------|
| _____ Signature | _____ Name and Title (print) |
| _____ Signature | _____ Name and Title (print) |
| _____ Signature | _____ Name and Title (print) |
| _____ Signature | _____ Name and Title (print) |

NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
 - a. by vote at a director's meeting (either annual or special), or
 - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
 - a. the board of directors adopt a resolution setting forth the proposed amendment, and
 - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)