

ARTICLES OF INCORPORATION

OF

NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS FOUNDATION, INC.

We, the undersigned natural persons of age 18 years or more, acting as incorporators of a corporation under the Nonstock Corporations Act (Annotated Code of Maryland, Corporations and Associations, 1993 edition, Subtitle 2) adopt the following Articles of Incorporation.

FIRST: The name of the nonstock, nonprofit corporation is:
NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS FOUNDATION, INC.

SECOND: This corporation is organized and operated exclusively for educational, charitable, religious or scientific purposes as meant within the meaning of section 501(c) (3) of the Internal Revenue Code, including for such purposes the making of distributions to organizations exempt from federal taxation under section 501(c) (3). Specific purposes are:

(1) To promote education, study, and research in the field of surveying, mapping and land information sciences and diffusion of knowledge thereof;

(2) To provide scholarships, awards or other support to qualified students of surveying, mapping, and land information sciences:

(3) To conduct and support educational programs, lectures, forums, or seminars in surveying, mapping and land information sciences and related subjects;

(4) To cause to be published and to distribute literary works on surveying, mapping and land information science subjects;

(5) To acquire, preserve or exhibit rare books, documents, monuments, and instruments related to surveying, mapping and land information sciences and any items of historical interest and significant bearing on the

development and profession of surveying, mapping and land information sciences;

(6) To acquire by bequest, devise, gift, grant, purchase, lease or otherwise and to hold, manage and use for purposes herein set forth any property, real or personal, tangible or intangible, or any undivided interest; to convey, sell or otherwise dispose of such property and to invest, re-invest and to manage the same, including the right to vote any stocks so held, in such a manner as in the judgment of the Trustees of this organization will best promote its purposes;

(7) To make distributions to other organizations that qualify for federal tax exemption under section 501(c) (3) of the Internal Revenue Code for educational purposes related to surveying, mapping and land information sciences.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c) (3) purposes. 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, or in opposition to, 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 (a)

by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

THIRD: The duration of the organization is perpetual, but may be dissolved at any time by the written consent of the Trustees.

FOURTH: The affairs of the corporation are governed by a Board of Trustees consisting of not less than five Trustees.

FIFTH: The Board of Trustees shall have supervision, control and direction of the affairs of the corporation, determine its policies within the limit of these Articles, actively prosecute its objectives, and have discretion in the distribution of its funds. It may adopt such bylaws for the governing of the corporation and adopt rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of its powers, appoint such agents as it may consider necessary.

SIXTH: The number of Trustees constituting the initial Board of Trustees is five, and their names and addresses are:

G. S. Best	P. O. Box 426 Soldotna, AK 99669-0428
James H. Granger	224 South Main Street Cheboygan, MI 49721
Wendy P. Lathrop	974 Lamberton Street Trenton, NJ 08611
John L. Abenroth	806 Metcalf Sedro-Woolley, WA 98284
James F. Boyer	Boyer's Survey Company 4501 Idumea Road Corryton, TN 37721

SEVENTH: The corporation has no authority to issue capital stock.

EIGHTH: There shall be contributing members of unlimited number . The classes of membership and qualifying criteria for each class shall be set forth in the bylaws.

NINTH: The address of the principal office in the state of Maryland is 6 Montgomery Village Avenue, Suite 403, Gaithersburg, Maryland 20879. The name and address of the registered agent is the National Society of Professional Surveyors, Inc.

TENTH: Upon dissolution, all assets remaining after payment of valid obligations shall- be distributed to one or more organizations which qualifies for federal tax exemption under section 501(c) (3).

ELEVENTH: The names and addresses, including street, number and zip code, of the incorporators are:

<u>Name</u>	<u>Address</u>
Daniel E. Durden	1747 Pennsylvania Ave., NW Suite 1050 Washington, D.C. 20006
James E. Anderson	1747 Pennsylvania Ave., N.W. Suite 1050 Washington, D.C. 20006
Patricia T. Gonsalves	1747 Pennsylvania Ave., N.W. Suite 1050 Washington, D.C. 20006

Daniel Durden
Incorporator

James E. Anderson
Incorporator

Patricia T. Gonsalves
Incorporator

I, Virginia Morgan, a notary public, hereby certify that on
This 4th day of January 1995, DANIEL E. DURDEN, JAMES E. ANDERSON and
PATRICIA T. GONSALVES appeared before me and signed the foregoing document
as incorporators.

Virginia Morgan
Notary Public

My commission expires: 12/14/99