

ARTICLES OF INCORPORATION
OF
NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
OF MARYLAND MAY 2, 1991 AT 9:34 O'CLOCK A.M. AS IN CONFORMITY
WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID

20.00

RECORDING
FEE PAID

20.00

SPECIAL
FEE PAID

D321587

TO THE CLERK OF THE COURT OF MONTGOMERY COUNTY

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT TOGETHER WITH ALL ENDORSEMENTS THEREON HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND

RETURN TO:
BAKER & HOSTETLER
ATTN: KATIE L. HADEN
1050 CONNECTICUT AVE., NW
SUITE 1100
WASHINGTON

DC 20036



STATE OF MARYLAND

218C3040780

I hereby
page d

a true and complete copy of
DATE: May 13, 1991

A 358065

BY:
This sta

RECORDED IN THE RECORDS OF THE
STATE DEPARTMENT OF ASSESSMENTS AND TAXATION
previous certification system is Effective: 10/54
AND TAXATION OF MARYLAND IN LIBER. ED. R.

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

ARTICLES OF INCORPORATION 5/2/91 at 3:34 A m.
OF THE P

NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS, INC.

RESERVE

FIRST: The undersigned, David L. Marshall, whose post office address is 1050 Connecticut Avenue, N.W., Suite 1100, Washington, D.C. 20036, and who is more than eighteen years of age, is forming a corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter referred to as the "Corporation") is: National Society of Professional Surveyors, INC.

THIRD: The corporation shall be affiliated with the American Congress on Surveying and Mapping as a "Member Organization" until such affiliation is terminated by a majority vote of the voting members of the Corporation or the American Congress on Surveying and Mapping ceases to exist as a corporate entity.

FOURTH: The purposes for which the Corporation is formed are:

- a. To protect the public welfare by encouraging members of the surveying profession to adopt and adhere to the highest standards of ethical and professional behavior;
- b. To encourage its members to provide a professional service to the public based on unique qualifications and to maintain those qualifications through continuing education, professional association, and the use of current technology;

1991 MAY -2 A & 34

11226127

- c. To provide for active liaison with other professional societies with similar or related interests;
- d. To promote public faith and confidence in services rendered by members of this organization;
- e. To investigate and present practical and technical methods of surveying;
- f. To aid and promote good business practice among its members, particularly in matters of insurance, accounting, and taxation;
- g. To monitor national and state laws and regulations affecting the profession of surveying; providing information and assistance to legislators to encourage enactment or modification of such laws and regulations, where necessary;
- h. To encourage recognition and improvement of university or college curricula for the teaching of all branches of surveying, both in the technological sciences and the professional philosophies;
- i. To honor and recognize persons for service to the public, to the surveying profession and to the Corporation; and
- j. To support the Bylaws, goals and objectives of the American Congress on Surveying and Mapping.

The foregoing enumeration of the purposes of the Corporation is made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law and is not intended, by the mention of any particular purpose, in any manner, to limit or restrict any of the powers of the Corporation, other than as provided below. The Corporation is formed upon the articles,

conditions, and provisions relative to non-stock corporations that are contained in the general laws of the State of Maryland.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operating for a profit (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 as hereinabove stated).

FIFTH: The post office address of the principal office of the Corporation in the State of Maryland is 5410 Grosvenor Lane, Bethesda, Maryland 20814. The name and post office address of the resident agent of the Corporation in Maryland is The Corporation Trust, Inc., 32 South Street, Baltimore, Maryland 21202.

SIXTH: The Corporation shall not be authorized to issue any capital stock.

SEVENTH: The corporation shall have members. The designation of each class of members and rights, including voting rights, of the members of each class shall be as set forth in the Bylaws.

EIGHTH: Upon any dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Corporation, distribute all of the assets of the Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

(a) a non-profit organization or organizations, which may have been created to succeed the Corporation, as long as such organization or each of such organizations shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income tax under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3), or 501(c)(6) of such Code; or

(b) a non-profit organization or organizations having similar aims and objects as the Corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify (1) as a governmental unit under section 170(c) of the Internal Revenue Code, or (2) as an organization exempt from federal income tax under section 501(a) of such Code as an organization described in sections 170(c)(2) and 501(c)(3), or 501(c)(6) of such Code.

NINTH: The number of directors constituting the initial Board of Directors of the Corporation is sixteen, which number may be increased or decreased pursuant to the Bylaws of the Corporation. Members of the Board of Directors of the Corporation may resign or be removed, vacancies may be filled, and additional Directors elected or appointed, as provided in the Bylaws of the Corporation. The names of the persons who are to serve as initial directors until the first annual meeting or until their successors be elected and qualify are:

Nicholas A. Mozzachio
Charles A. Tapley

Richard E. Lomax
James F. Boyer
John L. Thalacker
James H. Granger
George F. Butts
Joseph M. Dolan
David A. Atwell
Eugene W. Stoner
Duane E. Weiss
Jack C. Fitch
Arthur W. Hipp
Allen C. Chelf
Frank W. Fitzpatrick
Sam Best

TENTH: The directors and officers of the Corporation shall have no liability to the Corporation for money damages to the fullest extent permitted under section 2-405.2 of the Maryland General Corporation Law, as now enacted, or corresponding provisions of any future general laws of the State of Maryland. Any repeal, or modification of this Article shall not adversely affect any right or protection of any director or officer of the Corporation existing at the time of such repeal or amendment.

ELEVENTH: References herein to sections of the Internal Revenue Code, are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

TWELFTH: The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, I have signed these Articles of
Incorporation on the 29th day of April, 1991.

Nancy A. Ruf
Witness

David L. Marshall
David L. Marshall

District of Columbia) ss:

I, Toni M. Ali, a Notary Public in and for the District of Columbia, hereby certify that on this 29th day of April, 1991, personally appeared David L. Marshall, who, being sworn by me, acknowledged that he is the person who signed the foregoing document as incorporator and that the statements contained therein are true to the best of his knowledge and belief.

Toni M. Ali
Notary Public

[SEAL]

My Commission Expires:

UNANIMOUS WRITTEN CONSENT IN LIEU OF
THE ORGANIZATIONAL MEETING OF
THE BOARD OF DIRECTORS OF THE
NATIONAL SOCIETY OF PROFESSIONAL SURVEYORS, INC.

The undersigned, being all the directors of the National Society of Professional Surveyors, Inc., a corporation organized and existing under the laws of the State of Maryland (the "Corporation"), do hereby waive all notice of the time, place and purposes of the Organizational Meeting of the Board of Directors of the Corporation and do hereby take each of the following actions by unanimous written consent pursuant to Section 2-408(c) of the Maryland General Corporation Law:

Approval of Actions of the Incorporator

RESOLVED, that all actions taken and all things done and all expenditures made by the Incorporator of the Corporation, in connection with the organization and incorporation of the Corporation, be, and they hereby are, ratified, approved and confirmed in all respects.

Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation, attached hereto as Exhibit A, be, and they hereby are, adopted, and such Bylaws shall be entered into the Minute Book of this Corporation.

Election of Officers

RESOLVED, that the following persons hereby are elected to the offices set forth opposite their respective names, to serve until their respective successors are chosen and qualified:

President:	Nicholas A. Mozzachio
President-Elect:	Richard E. Lomax
Vice President:	James F. Boyer
Secretary-Treasurer:	John L. Thalacker
Immediate Past President:	Charles A. Tapley

Ratification of Past Actions

RESOLVED, that all actions taken and all things done and all expenditures made by those persons now serving as officers and directors of this Corporation, in connection with the organization and incorporation of the Corporation, be, and they hereby are, ratified, approved and confirmed in all respects.

Banking Relations

RESOLVED, that the Secretary-Treasurer be authorized and directed to open accounts for the Corporation, with credit unions, banks or other financial institutions, which entities are hereby authorized to honor, from the deposits of the Corporation, checks drawn against such deposits signed by the President, Vice President, or Secretary-Treasurer of the Corporation as long as there is a balance in favor of the Corporation or as long as the Corporation has a line of credit with said institutions. If such entities should require a form resolution, each such resolution shall be deemed to have been, and hereby is, adopted; the proper officers of the Corporation are hereby authorized to certify the adoption of all such resolutions as though the same were presented to and adopted by this Board of Directors; and all such resolutions shall be inserted in the Minute Book of the Corporation.

Application to IRS for Tax-Exempt Status

RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, with the advice of counsel, to prepare and file an Application for Recognition of Exemption (Form 1023) from Federal income tax with the Internal Revenue Service, and to file all documents and do all things they deem to be in the best interests of the Corporation, including executing a power of attorney in favor of counsel to represent the Corporation before the Internal Revenue Service.

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized to sign such applications, requests for rulings, powers of attorney, and other documents and to take any and all actions they deem necessary or appropriate to implement the foregoing resolution.

Authorization of Qualification to Do Business

RESOLVED, that for the purposes of authorizing the Corporation to do business in any state, territory, or dependency of the United States or any foreign country in which it is necessary or expedient for the Corporation to transact business, the proper officers of the Corporation be, and hereby are, authorized to appoint and substitute all necessary agents or attorneys for service of process, to designate and change the location of all necessary statutory offices and to make and file all necessary certificates, reports, powers of attorney and other instruments as may be required by the laws of such state, territory, dependency or country to authorize the Corporation to transact business therein; and whenever it is expedient for the Corporation to cease doing business therein and withdraw therefrom, to revoke any appointment of agents or attorneys for service of process, and to file such certificates, reports, revocation of appointment, or surrender of authority as may be necessary to terminate the authority of the Corporation to do business in any such state, territory, dependency or country.

Authorization of Execution of Securities' Transfer Documents

RESOLVED, that the President or Vice President, and the Secretary-Treasurer, be, and they hereby are, authorized to execute on behalf of the Corporation any, and all, assignments and endorsements necessary or appropriate to effect the transfer, by sale, purchase or otherwise, of any securities owned by the Corporation.

Payments of Costs, Charges, and Expenses Incident to Organization and Qualification

RESOLVED, that the Secretary-Treasurer of this Corporation be, and hereby is, authorized to pay all charges and expenses incident to or arising out of the organization of this Corporation and to reimburse any person who has made any disbursements in respect thereof.

Appointment of Counsel

RESOLVED, that the President of the Corporation be, and hereby is, authorized to retain the law firm of Baker & Hostetler as counsel for the Corporation.

Appointment of Auditors for the Preparation
and Maintenance of Books and Records

RESOLVED, that the President be, and hereby is, authorized to select and appoint auditors for the Corporation for the preparation and maintenance of the Corporation's books, records and returns.

Authorization to Pay
Legal and Accounting Fees

RESOLVED, that the Secretary-Treasurer of this Corporation be, and hereby is, authorized to pay all legal and accounting fees for services performed from time to time for the Corporation.

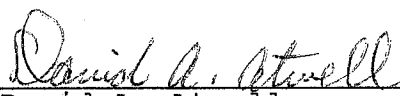
Execution in Counterparts

RESOLVED, that this Unanimous Written Consent may be executed in one or more counterparts, and all of such counterparts when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent as of the _____ day of _____, 1991.



Nicholas A. Mozzachio



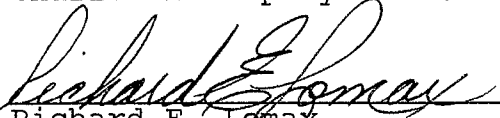
David A. Atwell



Charles A. Tapley



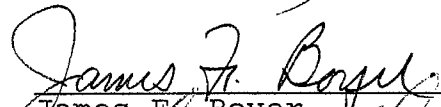
Eugene W. Stoner




Richard E. Lomax




Duane E. Weiss




James F. Boyer



Jack C. Fitch

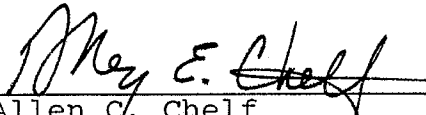



John L. Thalacker

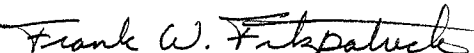


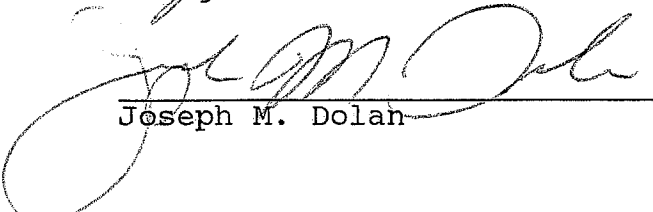
Arthur W. Hipp

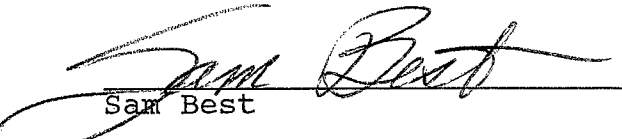

James H. Granger


Allen C. Chelf


George F. Butts


Frank W. Fitzpatrick


Joseph M. Dolan


Sam Best

d1m1022:34019:89001:writ-con.doc