

ARTICLES OF INCORPORATION

OF

NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC.
(A Nonprofit Corporation)

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation for such Corporation:

ARTICLE I

Name

This corporation shall be known as the National Council for Resource Development, Inc.

ARTICLE II

The corporation shall be of perpetual duration.

ARTICLE III

Corporate Purposes

The purposes for which this corporation is organized are as follows:

To provide assistance and information that will serve to insure more effective Federal, State, local and private support of community/junior colleges: to serve as a vehicle for communication, cooperation, definition and solution of issues, problems, and activities of such institutions in all areas of resource development; to promote professional competency through cooperative experiments, conferences, seminars, studies, workshops and other related activities as desired or required to fulfill the purpose of the Council.

To receive and hold by gifts, bequest or purchase any real or personal property and to manage, invest and reinvest the same and to use and dispose of the same for scientific, educational and charitable purposes, all for the advancement of National Council

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for Resource Development and its objectives; to hold, either absolutely or in trust for any of said purposes, funds and property of all kinds subject only to any limitations or conditions imposed by law or the instrument under which said property is received; to sell, lease, convey or otherwise dispose of any such property and to invest and reinvest the same or any proceeds thereof and to deal with and expend the principal and income for any of said purposes; to act as trustee; and, in general, to exercise any, all and every power, including trust powers, which a vehicle not for profit organized under the laws of the District of Columbia for the foregoing purposes can be authorized to exercise.

All of the assets and income of the Council shall be used only for the purposes hereinabove set forth, including the payment of expenses incident thereto, and no part of the assets or income of the Council shall be distributable to its members, directors or officers and no substantial part of its activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Council shall not participate in any political campaign on behalf of any candidate for public office.

ARTICLE IV

Members

The qualification and classes of members and the manner of their admission shall be as follows:

All persons interested in the education, scientific and charitable purposes of the Council and the advancement of National Council for Resource Development, Inc. specialists and their objectives and who meet such additional qualifications as may be prescribed in the By-Laws of the Council are eligible to become members of the Council upon approval or acceptance in the manner authorized by the Board of Directors.

ARTICLE V

Officers

The affairs of this organization are to be managed by a President, one or more Vice Presidents, a Secretary and a Treasurer and such other officers as may be provided for by the By-Laws of the organization. The officers of the organization shall be elected by the Board of Directors at the annual meeting of the organization.

ARTICLE VI

Annual Meeting

An annual meeting of the Governing Board of the corporation shall be held at a time and place to be determined by the Governing Board.

ARTICLE VII

Governing Board

The Board of Directors of this organization shall consist of the number of members as shall be set forth in the By-Laws of the organization, which number shall at no time be less than ten members.

The number of directors constituting the initial board of directors is eighteen and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

1. Joan E. Edwards
College of Southern Idaho
P. O. Box 1238
Twin Falls, ID 83301
2. Edward B. Dodd
Richmond Community College
P. O. Box 1189
Hamlet, NC 28345
3. Ray Taylor
St. Louis Community College
300 South Broadway
St. Louis, MO 63102
4. Barbara Bennett
Spokane Community College
1810 N. Greene Street
Spokane, WA 99207
5. Elaine Ironfield
Holyoke Community College
303 Homestead Avenue
Holyoke, MA 01075
6. Donald Waters
Elgin Community College
1700 Spartan Drive
Elgin, IL 60123
7. Clark Townsend
Green River Community College
12401 S.E. 320th Street
Auburn, WA 98002

8. Thomas A. Henry
Cumberland County College
P. O. Box 517
Vineland, NJ 08360
9. Mary Brumbach
Brookhaven College
3939 Valley View Lane
Farmers Branch, TX 75244
10. William Craft
Bunker Hill Community College
New Rutherford Avenue
Boston, MA 02129
11. Jon Garlock
Monroe Community College
1000 E. Henrietta Rd.
Rochester, N.Y. 14623
12. Peggy Yusten
Metropolitan Technical College
P. O. Box 3777
Omaha, NE 68103
13. Patricia F. Hickmon
Fayetteville Tech. Comm. College
P. O. Box 35236
2201 Hull Road
Fayetteville, NC 28303
14. Joan Young
Milwaukee Area Tech. College
700 West State Street
Milwaukee, WI 53233
15. Kay Henard
Amarillo College
P. O. Box 447
Amarillo, TX 79178
16. Marilyn Lefebure
Kirkwood Community College
313 Kirkwood Hall
Cedar Rapids, IA 52406
17. Roger Plothow
Utah Valley Community College
800 West 1200 South
Orem, UT 84058
18. Ann Ransford
Glendale College Foundation
1500 North Verdugo Road
Glendale, CA 91208

ARTICLE VIII

Incorporators

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

1. Alden B. Tueller 1115 East 2570 North
Provo, UT 84604
2. Roger H. Plothow 1254 North 1220 West
Provo, UT 84601
3. Maurine Johnson 967 North 680 West
Orem, UT 84057

ARTICLE IX

Registered Office and Agent

The address, including street and number and zip code, of the initial registered office of the corporation is National Council for Resource Development, Inc., One Dupont Circle N.W., Washington, D.C. 20036. The name of the initial registered agent of the corporation at such address is Anita Bowman who is a resident of Washington, D.C.

ARTICLE X

Earnings

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 the purposes set forth in Article III hereof. 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 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 of 1986 (or its successor) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or its successor).

ARTICLE XI

Dissolution

Upon the dissolution of the corporation, the Governing Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation to the American Association of Community/Junior Colleges, District of Columbia, or its successor, to be used exclusively for the purposes hereinabove set forth or, if the Association does not qualify as hereinafter described, to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of the District of Columbia, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XII

The By-Laws of this organization shall be made, altered, or rescinded by a vote of majority of all members present at any meeting of the Board of Directors or Council or by the unanimous written consent of all members of the Board of Directors.

ARTICLE XIII

Amendments to this constitution shall be proposed by a vote of two-thirds (2/3) of all members present at any meeting of the Council or by the unanimous written consent of all members of the Council.

DATED this _____ day of _____, 1990.

IN WITNESS WHEREOF, We, the incorporators of NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC. have made, subscribed, and verified

these Articles this 12th day of September, 1990.

Alden B. Tueller
Alden B. Tueller

Roger H. Plothow
Roger H. Plothow

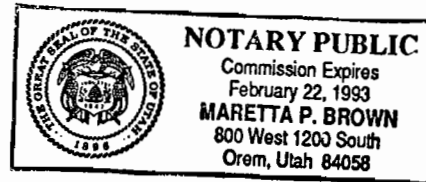
Maurine Johnson
Maurine Johnson

STATE OF UTAH)
) :ss.
COUNTY OF UTAH)

I hereby certify that on the 12th day of September, 1990, personally appeared before me, a Notary Public, Alden B. Tueller, Roger H. Plothow, and Maurine Johnson, incorporators of said Corporation, who being by me first duly sworn, declared that they are the persons who signed the foregoing Articles of Incorporation of said Corporation in the capacity of incorporators, and that they have read and are familiar with the contents thereof, and that the statements contained therein are true.

DATED this 12th day of September, 1990.

Maretta P. Brown
NOTARY PUBLIC



AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC.

The undersigned, as president of a nonprofit corporation under the provisions of the District of Columbia Nonprofit Corporation Act (hereinafter referred to as the "Act"), on behalf of, and as authorized by, the board of directors, hereby adopts the following Amendment of Articles of Incorporation for such corporation:

ARTICLE I

CORPORATE NAME

The name of this corporation is and shall continue to be: NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC. (the "Corporation").

ARTICLE II

AMENDMENTS

ARTICLE III of the original Articles of Incorporation entitled "Corporate Purposes" is hereby amended to add at the end the following paragraph:

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6- JAN 1992

BY: *WLA*

Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE X of the original Articles of Incorporation entitled "Earnings" is hereby amended to read as follows:

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 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/organization 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/organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code).

ARTICLE III

PROCEDURE FOR AMENDMENT

The corporation has no members.

This amendment was adopted by unanimous vote of a regular meeting of the board of directors at which more than a quorum were present, held at the Hyatt Regency Hotel at Capitol Hill December 6, 1991, in Washington, D.C., and said vote authorized the undersigned, BARBARA J. BENNETT, as president of the corporation, to execute this amendment on behalf of the corporation.

IN WITNESS WHEREOF, the undersigned, being the president of the corporation, execute this Amendment of Articles of Incorporation and certify to the truth of the facts herein stated, this 11th day of December, 1991.

NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT

Barbara J. Bennett
Barbara J. Bennett, PRESIDENT

2502 E 58th Lane
[Street Address]

Spokane, WA 99223
[City]

ATTEST;

Patricia L. ...

SECRETARY

AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC.

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IN WITNESS WHEREOF, the undersigned, being the president of the corporation, execute this Amendment of Articles of Incorporation and certify to the truth of the facts herein stated, this 11th day of December, 1991.

NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT

Barbara J. Bennett
Barbara J. Bennett, PRESIDENT

2502 E. 58th Lane
[Street Address]

Spokane Wa 99223
[City]

ATTEST:

SECRETARY

DISTRICT OF COLUMBIA)
 : ss.
)

On the 11th day of December, 1991, personally
appeared before me BARBARA J. BENNETT, signer of the foregoing
instrument, who acknowledged to me that she executed the same.



NOTARY PUBLIC

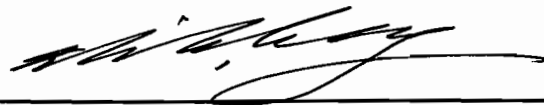
Ace-Federal Reporters, Inc.
444 North Capitol Street
Washington, D. C., 20001

Residing at: _____

My Commission Expires: OCT 14 1995

DISTRICT OF COLUMBIA)
 : ss.
)

On the 11TH day of DECEMBER, 1991, personally
appeared before me BARBARA J. BENNETT, signer of the foregoing
instrument, who acknowledged to me that she executed the same.



NOTARY PUBLIC
Residing at: _____

Ace-Federal Reporters, Inc.
444 North Capitol Street
Washington, D. C., 20001

My Commission Expires: OCT 14 1995

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF

NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC.

TO:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATIONS DIVISION
614 H STREET, N.W. ROOM 407
WASHINGTON, D.C. 20001

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

NATIONAL COUNCIL FOR RESOURCE DEVELOPMENT, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

National Council for Resource Development, Inc., the name of (the corporation) was changed to:

COUNCIL FOR RESOURCE DEVELOPMENT, INC.

THIRD: The amendment was adopted in the following manner:

"The amendment was adopted at a meeting of the Board of Directors held on July 12, 1997, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof."

Date:

1-20-98

Council for Resource Development, Inc.
Corporate Name

By Marilyn Appleson
Its President or Vice President

ATTEST: Joy Shindler Raley
Its Secretary or Assistant Secretary