

ARTICLES OF INCORPORATION
OF
NATIONAL CONTRACT MANAGEMENT ASSOCIATION

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act hereby certifies:

FIRST: The name of the corporation (which is hereinafter called the "Corporation") is:

National Contract Management Association

SECOND: The members of the Corporation shall consist of the initial directors of the Corporation (named in Article FIFTH hereof) and of such other persons as determined in accordance with the Bylaws. Each of the initial directors shall have one vote.

THIRD: The Board of Directors shall be comprised of the Founder of the Corporation, the National Directors and the Executive Council. The National Directors shall consist of a delegate from each chapter of the Corporation who shall be elected by the chapter members or their designated electors. The Executive Council shall consist of the National Officers from each region of the Corporation who shall be elected by the chapters in each region as well as other National Officers elected by the Executive Council members then in office.

FOURTH: The address of the initial registered office of the Corporation is 701 North Fifth Street, Suite 100, Richmond, Virginia 23219. The registered office is in the City of Richmond. The name of the initial registered agent of the Corporation at that office is William B. Cave, Esquire. Mr. Cave is a resident of Virginia and a member of the Virginia State Bar.

FIFTH: The names and addresses of the initial directors are as follows:

<u>Name:</u>	<u>Address:</u>
Mary J. Mayer	7904 Inverton Road, 2T-3 Annandale. VA 22003
Barbara M. Weaver	Rt. 3, Box 696 Arden-on-the-Tygart Philippi, WV 26416
W. Gregor Macfarlan	Logistics Management Institute 6400 Goldsboro Road Bethesda, MD 20817-5886
Paul B. Lindahl	3M Company 3M Center, MS 224-6E St Paul, MN 55144-1000
Don C. Hoff	1903 Silver Bell Road, #119 Eagan, MN 55122

Alan W. Beck	1305 Oakbrooke Avenue Alexandria, VA 22308
David Hall	12823 N. 65th Place Scottsdale, AZ 85254
Ronald L. Smith	40A Soundview Drive Huntington Bay, NY 11743
David O. Linthicum	9 Honeysuckle Way Howell, NJ 07731
Mark J. Lumer	6106 Glen Oaks Ct. Springfield, VA 22152
Donna S. Ireton	Advanced Systems Development, Inc. 2800 Shirlington Road, Suite 800 Arlington, VA 22206
Arthur L. Glassman	881 Trail Ridge Road Aiken, SC 29803
Richard A. Hardesty	3106 Indigo Place Seffmer, FL 33584
Christine L. Rising	6968 Beckett Court Centerville, OH 45459
James L. McGovem	McGovem & McGovem, CPA's 9901 S. Western Avenue, Suite 203 Chicago, IL 60643
Susette M Schwartz	2124 N. Westridge Wichita, KS 67203
Kent Shoemaker	7800 Morris Ripple PL, N.E. Albuquerque, NM 87122-2702
James W. Taylor	Amorose, Taylor & Wilder 1000 G Street, Suite 350 Sacramento, CA 95814
Bryan L. Dittmer	2125 First Avenue, #2101 Seattle, WA 98121
Vie Avetissian	Northrop Corporation 1840 Century Park East

Los Angeles, CA 90067

Charles E. Rumbaugh

P.O. Box 2636
Rolling Hills, CA 90274
PSC 3, Box 305
APO, AE 09021

Bradley R. Busch

Glenn T. Whitaker

PSC 2, Box 9715
APO, AE 09012

SIXTH: The Corporation shall be a nonprofit organization qualifying under § 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, and shall not have the authority to issue capital stock. The purpose for which the Corporation is formed is to engage in any lawful business for which corporations may be organized under the Virginia Nonstock Corporation Act. In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in § 13.1-826 and § 13.1-827 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended.

SEVENTH: The internal affairs of the Corporation shall be regulated by its Bylaws. In the event of dissolution or final liquidation, all of the remaining assets and property of the Corporation shall be applied and distributed in accordance with the Plan of Dissolution adopted by the Board of Directors provided, however, such Plan is not inconsistent with any provision of the Virginia Nonstock Corporation Act or any Code provision applicable to corporations described in § 501(c)(6) of the Code.

EIGHTH: The Board of Directors shall have the power to adopt bylaws or resolutions for the indemnification of the Corporation's directors, officers, employees, and agents, provided that any such bylaws or resolutions shall be consistent with applicable law.

NINTH: To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation. Neither the amendment or repeal of this Article, nor the adoption or amendment of any provision of these Articles of Incorporation or the Corporation's bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act on this 25th day of February, 1994.

Phyllis-Jo Himelfarb