

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UNIVERSAL PUBLIC PROCUREMENT CERTIFICATION COUNCIL**

TO: The State Corporation Commission  
Richmond, Virginia

The members of the Universal Public Procurement Certification Council have duly adopted these Amended and Restated Articles of Incorporation (“Articles”) pursuant to the Virginia Nonstock Corporation Act (hereinafter “the Act”).

FIRST: The name of the corporation is: UNIVERSAL PUBLIC PROCUREMENT CERTIFICATION COUNCIL (“the Corporation”).

SECOND: The period of existence shall be perpetual.

THIRD: This Corporation is organized, and shall be administered and operated, exclusively to receive, administer and expend funds to relieve the burdens of government, within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended.

In order to accomplish the foregoing charitable purpose, and for no other purpose or purposes, the Corporation shall have the all powers granted to nonstock corporations by Sections 13.1-826 and 13.1-827 of the Code of Virginia, and may do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation; provided, however, that the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the Corporation.

FOURTH: (a) The Corporation shall have members who shall serve as the Board of Directors. Directors shall serve three year terms. To the fullest extent permitted by the Act, the election or appointment of directors may, at the discretion of the Board of Directors, be accomplished by a mail or electronic mail ballot.

(b) The number of directors shall be five: three appointed by the National Association of State Procurement Officials, Inc. ("NASPO"); and two elected by the Board of Directors. All other matters regarding the directors shall be set forth in the Bylaws.

FIFTH: No part of the net earnings of the Corporation shall inure to or for 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 THIRD 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 (or against) any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a Corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986. (Any reference in these Articles to the Internal Revenue Code of 1986 shall be deemed to refer also to the corresponding provision(s) of any subsequent federal tax law.)

Notwithstanding any other provision set forth in these Articles, at any time during which it is deemed a private foundation, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the Corporation shall not own any excess business holdings described in Section 4943 of the Internal Revenue Code of 1986; the Corporation shall not make any investment in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the Corporation shall not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code of 1986.

SIXTH: To the fullest extent permitted by Section 13.1-870.1 of the Act, no member, officer or director of the Corporation shall be personally liable for any damages in any proceeding brought against him or her in that capacity, including without limitation in any proceeding brought by or in the right of the Corporation.

SEVENTH: Upon the dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation remaining after payment of the debts of the Corporation or provision therefor shall be distributed to NASPO, if "Qualified", *i.e.*, then exempt from federal tax under Section 501(c)(3), and described in Section 170(c)(2), of the Internal Revenue Code of 1986. If NASPO is not "Qualified" assets will be distributed to organizations which are then exempt from federal tax under Section 501(c)(3), and to which contributions are then deductible under Section 170(c)(2), of the Internal Revenue Code, as the Board of Directors shall determine.

EIGHTH: These Articles may be amended by action in the manner provided for in the Act.