

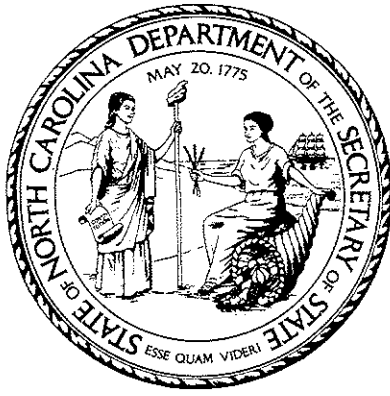
State of North Carolina

NOTICE

The issuance of a corporate charter to any domestic corporation or a certificate of authority to any foreign corporation shall not be subject to any tax or fee imposed by this State. The Department of the Secretary of State shall not be held liable for any loss or damage to any property of any person or entity arising from the issuance of a corporate charter or a certificate of authority to any corporation or the failure to issue a corporate charter or a certificate of authority to any corporation. The Department of the Secretary of State shall not be held liable for any loss or damage to any property of any person or entity arising from the issuance of a corporate charter or a certificate of authority to any corporation or the failure to issue a corporate charter or a certificate of authority to any corporation.

Certified Copy
from
The Department of The
Secretary of State
to be Recorded
with the
Register of Deeds
of County of
Registered Office

State of North Carolina



Department
of the
Secretary of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (7 sheets) to be a true copy of

ARTICLES OF INCORPORATION

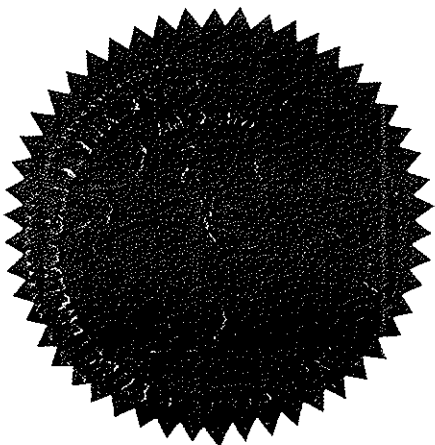
OF

THE COUNCIL ON THE CONTINUING EDUCATION UNIT

and the probates thereon, the original of which was filed in this office on the 22nd day of August, 19 77, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 22nd day of August in the year of our Lord 19 77.



Secretary of State

By Deputy Secretary of State

FILE

ARTICLES OF INCORPORATION

AD 10
 FILED
 THE COUNCIL ON THE CONTINUING EDUCATION UNIT

A NON-PROFIT CORPORATION

We, the undersigned natural persons of the age twenty-one years or more, do hereby associate ourselves into a non-profit corporation under the laws of the State of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, entitled "Non-Profit Corporation Act," and the several amendments thereto, and to that end hereby set forth:

1. The name of this corporation is The Council on the Continuing Education Unit.
2. The period of the duration of this corporation shall be perpetual.
3. The purpose of this corporation shall be to assist in the measurement and recognition of non-credit continuing education primarily through the understanding of and implementation of the concept of the Continuing Education Unit by educational institutions, organizations, professional societies, associations, and proprietary organizations offering continuing education programs, and related organizations offering non-credit continuing education programs. More specifically, the purposes include, but are not limited to:

- a. To operate in North Carolina, the United States and abroad exclusively for educational purposes within the meaning of 501 (c) (3) of the Internal Revenue Code of 1954 and of the corresponding provisions of any future United States Internal Revenue law, more particularly as follows:

- (1) To promote the maintenance and elevation of established standards with a view toward enhancing effectiveness of non-credit continuing education.

- (2) To work cooperatively with educational organizations including colleges, universities and other education institutions; proprietary

organizations; professional societies; associations; units of government; and other organizations and individuals engaged in non-credit continuing education and extension work.

(3) To promote the development, interpretation and dissemination of the best methods, ideals, criteria and standards for the use of the Continuing Education Unit.

(4) To establish and maintain an organization for the planning, development, design, and dissemination of information to ensure continuity in the development of the Continuing Education Unit for non-credit continuing education programs, to seek coherence in the use of and understanding of the purposes of the Continuing Education Unit, and to serve such other purposes as may be deemed to be appropriate in the pursuit of advancing the development and implementation of the concept of the Continuing Education Unit.

(5) To engage in research, to increase understanding, to assist in the improvement of the measurement and recognition of participation in non-credit continuing education, to conduct research and development that result in the initiation of services deemed appropriate to the advancement of non-credit continuing education.

(6) To promote and further the special fields of non-credit continuing education programs and extension work, and to engage or participate in encouraging and fostering non-credit educational work of every kind and character.

(7) To make, print, publish, distribute, circulate, or otherwise disseminate any papers, pamphlets, periodicals, or other written and printed products or information pertaining to the use and implementation of the Continuing Education Unit.

(9) To produce, own, use, exhibit, distribute, or otherwise circulate any slides, films, tapes, and supplies incidental or pertaining thereto, in

support of the Continuing Education Unit.

b. To receive or acquire money and property of every kind and description, to administer and expend the same, and to do all things otherwise permitted to be done by the corporation organized pursuant to the North Carolina Non-Profit Corporation Act and the several amendments thereto in furtherance of the above-stated purposes.

4. The corporation will have classes of members as provided for in the bylaws.

5. The method of selection, election, and/or appointment of the Directors of the corporation are provided for in the bylaws.

6. The address of the initial registered office of the corporation is as follows: 3337 Thomas Road, Raleigh, NC 27607, Wake County.

The name of the initial registered agent of the corporation at the above address is William L. Turner.

7. The number of directors constituting the initial Board of Directors shall be ten (10) and the names and addresses of the persons to serve as directors until the first meeting of the corporation or until their successors are elected and qualified, are:

William L. Turner	3337 Thomas Road	Raleigh, NC 27607
Paul J. Grogan	6505 Gettysburg Drive	Madison, WI 53705
Warren Ball	1261 Mt. Vernon Terrace	Northbrook, IL 60062
Leonard R. Brice	19248 Heather Lane	Strongsville, OH 44134
Edward H. Cox	1911 Longcome Drive	Wilmington, DE 19810
Lloyd L. Joyner, Jr.	114 Chelsa Circle	Statesboro, GA 30458
Louis E. Phillips	Route 9, 301 Devonshire Ln.	Greenville, SC 29609
John W. Enell	165 Lake Drive West	Wayne, NJ 07470
John A. Rhodes	8151 Old Poplar Pike	Germantown, TN 38138

Keith E. Glancy 13000 Old Columbia Pike Silver Spring, MD 20904

8. Names and addresses of all incorporators are:

William L. Turner 3337 Thomas Road Raleigh, NC 27607

Paul J. Grogan 6505 Gettysburg Drive Madison, WI 53705

Keith E. Glancy 13000 Old Columbia Pike Silver Spring, MD 20904

9. 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 individuals, 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 #3 hereof. In addition to the powers granted corporations under Chapter 55A of the General Statutes of North Carolina, this corporation shall have full power and authority to: Make donations for charitable, scientific, and educational purposes to organizations qualified under Section 501 (c) (3) of the Internal Revenue Code as amended or superseded. 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, 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 by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law).

10. Upon dissolution of this corporation, all assets of the corporation shall be distributed to the National University Extension Association, which is an exempt organization under 501 (c) (3) of the Internal Revenue Code, and established for educational purposes in continuing education and extension work.

IN TESTIMONY WHEREOF, we have hereunto set our hands, this 10
day of June, 1977.

Paul J. Hogan

Keith E. Hannon

William L. Turner

STATE OF NORTH CAROLINA

COUNTY OF WAKE

This is to certify that on the 22 day of April, 1977, before me, a Notary Public, personally appeared William L. Turner, who I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses and purposes therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 22 day of April, 1977.

Patricia L. Rhodes
Notary Public

My Commission Expires:

May 3, 1981

STATE OF WISCONSIN

COUNTY OF Dane

This is to certify that on the 26th day of April, 1977, before me, a Notary Public, personally appeared Paul J. Grogan who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 26th day of April, 1977.

Patricia L. Rhodes
Notary Public

My Commission Expires:


August 21, 1977

STATE OF MARYLAND

COUNTY OF Baltimore

This is to certify that on the 9th day of May, 1977 before me, a Notary Public, personally appeared Keith E. Glancy who, I am satisfied, is the person named in and who executed the foregoing Articles of Incorporation, and I having first made known to him the contents thereof, he did acknowledge that he signed and delivered the same as his voluntary act and deed for the uses therein expressed.

In Testimony Whereof, I have hereunto set my hand and official seal, this the 9th day of May, 1977.


Notary Public

My Commission Expires:

July 1, 1978