Delaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NATIONAL CAREER TECHNICAL EDUCATION FOUNDATION, INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF DECEMBER, A.D. 2003, AT 4:38 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

3739377 8100

AUTHENTICATION: 2813527

030802342

DATE: 12-15-03

- State of Delaware
Secretary of State
Division of Corporations
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CERTIFICATE OF INCORPORATION

OF

NATIONAL CAREER TECHNICAL EDUCATION FOUNDATION, INC.

The undersigned natural person of the age of 21 years or more, acting as incorporator of a corporation, does hereby adopt the following Articles of Incorporation for such corporation pursuant to the General Corporation Law of the State of Delaware.

1. **Name**. The name of the corporation is NATIONAL CAREER TECHNICAL EDUCATION FOUNDATION, INC.

2. **Duration**. The period of duration is perpetual.

3. **Purpose**. The Corporation is organized and shall be operated exclusively for those purposes within the meaning of § 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"). The specific purpose for which the Corporation is formed is to develop and fund activities and programs that are designed to improve the career technical education system at the secondary, post secondary, and adult levels. This Corporation shall be a nonprofit corporation.

4. **Stock**. The Corporation shall not have authority to issue capital stock.

5. **Members**. The Corporation shall have no members.

6. **Restrictions**.

(a) No part of the net income of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 hereof.

(b) 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 distributing of statements) any political campaign on behalf of or against any candidate for public office.

(c) Notwithstanding any other provision set forth in this Certificate of Incorporation, 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 Code; 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 Code; the corporation shall not own any excess business holdings described in Section 4943 of the Code; the Corporation shall not make any investment in such manner as to be subject to the tax imposed by Section 4944 of the Code; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code. Any reference in this Certificate to any

section of the Code shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(d) Notwithstanding any other provision of this Certificate, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3), or to which contributions are to be deductible under Section 170(c)(2), of the Code.

7. **Directors**. The business of the Corporation shall be carried on through its Board of Directors; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be as provided in the Bylaws.

8. **Dissolution**. Upon the dissolution of the Corporation or the winding up of its affairs, and after payment, or making provision for payment, of all outstanding debts and liabilities, the Board of Directors shall distribute the assets of the Corporation to one or more organizations organized and operated for those purposes as shall at the time qualify under §501(c)(3) of the Code, and to which contributions are deductible under §170(c)(2) of the Code, or corresponding sections of any future Code. In no event shall any such assets be distributed to any Director, Officer, or other private individual.

9. **Registered Agent**. The address, including the street and number, of its initial registered office is 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808, and the name of its initial agent is Corporation Service Company.

10. **Initial Directors**. The number of directors constituting the initial Board of Directors is eight (8). The names and addresses, including street and number, of the persons who are to serve as the initial directors are:

NAME	ADDRESS
Dr. Michael G. Rush	650 West State Street, Room 324 Boise, Idaho 83720
Ms. Ellen O'Brien Saunders	128 10th Avenue SW Olympia, WA 98504-3105
Dr. John C. Foster	333 Market Street, 6th Floor Harrisburg, PA 17126-0333
Dr. Ann Benson	1413 S. Oakfield Court Stillwater, OK 74074
Mr. James Dick	6701 W 64th Street Overland Park, KS 66202
Dr. Linda Hoops	329 Main Street Evansville, IN 47708

Ms. Virginia O'Brien Irwin	101 Pleasant Street Concord, NH 03301
Dr. Ronald McCage	1866 Southern Lane Decatur, GA 30033-4097

11. **Incorporator**. The name and address, including street and number, of the incorporator is:

NAME	ADDRESS
Hugh Webster	1747 Pennsylvania Ave., NW Suite 1000 Washington, DC 20006

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 12th day of December, 2003.

BY: _____
Incorporator

NAME: Hugh Webster