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OFFICE OF RECORDER OF DEEDS
Washington, D. C.

Recorder

Peter S. Ridley

. C.

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia
Non-profit Corporation Act have been complied with and ACCORD-
INGLY this Certificate of Incorporation

is hereby issued to the NATIONAL ART EDUCATION ASSOCIATION

as of the date hereinafter mentioned.

Date June 30, 1971

PETER S. RIDLEY,

Recorder of Deeds, D. C.

Alfred Goldstein

Alfred Goldstein

Superintendent of Corporations

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

RICHMOND, July 28, 1976

Dr. John J. Mahlmann, Executive Director
1916 Association Drive
Reston, Va. 22091

NAEA
RECEIVED
AUG 3 1976

Dear Sir:

I acknowledge receipt of a statement of Registered Office and Agent executed
on behalf of
National Art Education Association

	<input checked="" type="checkbox"/> \$1.00
together with fees as follows: checks payable to	<input type="checkbox"/> \$10.00
State Corporation Commission	<input type="checkbox"/> \$25.00

Clerk, _____

Clerk, _____

THIS IS YOUR RECEIPT.

Respectfully,

William C. Young

Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

RICHMOND, July 28, 1976

**NAEA
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Dr. John J. Mahlmann, Executive Director
1916 Association Drive
Reston, Va. 22091

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National Art Education Association

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together with fees as follows: checks payable to	[] \$10.00
State Corporation Commission	[] \$25.00

Clerk, _____

Clerk, _____

THIS IS YOUR RECEIPT.

Respectfully,

William C. Young

Clerk of the Commission

ARTICLES OF INCORPORATION

OF

NATIONAL ART EDUCATION ASSOCIATION

TO THE RECORDER OF DEEDS, WASHINGTON, D. C.:

We, the undersigned, are natural persons of the age of 21 or more and, desiring to associate ourselves for charitable, scientific and educational purposes, hereby adopt the following Articles of Incorporation for National Art Education Association pursuant to the District of Columbia Non-Profit Corporation Act, Title 29, Chapter 10, District of Columbia Code (1967 ed.)

ARTICLE I

Name

The name of the corporation is National Art Education Association.

ARTICLE II

Term for Which the Corporation is Organized

The period of duration is perpetual.

ARTICLE III

Purposes and Objectives

The purposes of the Association are to represent the art teachers of the country; to improve the conditions of teaching art; to promote the study of the teaching of art; to encourage research

and experimentation in art education; to hold public discussions; to sponsor institutes, conferences and programs; to publish articles, reports and surveys; to work with other related agencies. Provided, however that the Association shall not engage in any activity which would be inconsistent with the status of an educational, scientific and charitable organization as defined in Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or any successor provision thereto, and provided further that none of the above stated purposes of the Association shall be construed as other than the public benefit purposes appropriate for such a charitable, scientific and educational organization.

ARTICLE IV

Organization

The Association shall be a corporation without stockholders but it shall have members. The classes of members, the manner of their election or appointment and the qualifications and rights of the members of each class shall be determined in accordance with the Bylaws.

ARTICLE V

Board of Directors

Section 1. The affairs and property of the Association shall be managed by a board of directors which shall have all the powers and duties of a board of directors within the meaning of the District of Columbia Code, Section 29-1018 (1967 ed.). The number

of members of the board of directors, their qualifications, the manner of their election, and the terms of their office shall be fixed by the Bylaws.

Section 2. The number of members constituting the initial board of directors is twelve and the names and addresses including street and number of the persons who are to serve as the initial board of directors until their successors be elected and qualified are:

William Bealmer
Associate Professor of Art
Northern Illinois University
DeKalb, Illinois 60115

Ruth M. Ebken
Director of Art
Board of Public Education
341 South Bellefield Avenue
Pittsburgh, Pennsylvania 15213

Harlan E. Hoffa
Head Department of Art
Penn State University
269 Chambers Building
University Park, Pennsylvania 16802

John J. Mahlmann
National Art Education Association
1201 - 16th Street, N.W.
Washington, D. C. 20036

George F. Horn
Supervisor of Art
Baltimore Public Schools
Baltimore, Maryland 21218

Leven C. Leatherbury
Specialist in Art Education
San Diego City Schools
4100 Normal Avenue
San Diego, California 92103

Antony Swider
Art Supervisor
Forsyth County Schools
P.O. Box 2513
Winston Salem, North Carolina 27103

Bill Lockhart
Chairman
Department of Art
Texas Tech University
Lubbock, Texas 79407

Carmen Gallego
Elementary Division Chairman
5 Horizon Road
Apartment 2203
Fort Lee, New Jersey 07024

Muriel Cassidy
Secondary Division Chairman
623 Second Ivy Way
Denver, Colorado 80222

Frances Heussenstamm
Higher Education Division
Chairman
Teachers College
Columbia University
New York, New York 10017

Rosemary Beymer
Supervision Division Chairman

ARTICLE VI

Disposal of Assets

Upon dissolution, all of the assets of the Association shall be turned over to such non-profit organizations qualifying as exempt from Federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or any successor provision thereto as the then board of directors shall select in accordance with the Bylaws. Provided, that if at the time of such dissolution the Association is a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954, the assets shall be paid over to such other organizations as will not subject the Association to the tax imposed by Section 507(c) of the Internal Revenue Code of 1954.

ARTICLE VII

Bylaws

The Association shall adopt Bylaws not inconsistent herewith which may be amended as therein provided and which may contain any provision permissible under the laws of the District of Columbia.

ARTICLE VIII

Powers

The Association shall have all the powers from time to time conferred on charitable, scientific and educational non-profit corporations by the District of Columbia; including, without limitations, the power to purchase or otherwise acquire, and to

own, hold, improve, use and otherwise deal in and with, real and personal property, and to sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of any part of its property and assets. Provided, that the conferring of any such power shall not be construed as permitting the Association to engage in any activity not consistent with its status as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE IX

Restrictions

Section 1. No part of the net earnings of the Association shall inure to the benefit of any sponsor, donor, creator, director, officer, employee, or without limitation, any other private individual or to the benefit of any corporation, organization, any part of the net earnings of which inure to the benefit of any private individual, provided that this shall not prohibit the payment of reasonable compensation for services actually rendered to or for the Association in effecting its purposes.

Section 2. The Association shall not divert any part of its income or corpus to any sponsor, donor, creator, director, officer, or employee. The Association shall not use any of its income for purposes other than the objects hereinbefore set forth. The Association shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event shall the Association engage in any legislative activities other than those in direct furtherance of

participate in or intervene in any political campaign on behalf of any candidate for public office. In general, the Association shall not act in any way or engage in any activity which might affect its right to federal tax exemption or the right of donors to the Association to federal tax deduction for their contributions to the Association and the Association shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may from time to time be granted to charitable, scientific or educational associations or foundations.

Section 3. If at any time the Association is, or is treated as if it is, a private foundation within the meaning of Section 509 of the Internal Revenue Code of 1954 or any successor provision thereto, the Association shall distribute its income for each taxable year at such time and in such manner as to not subject the Association to tax under Section 4942 of the Internal Revenue Code of 1954 or any successor provision thereto; and, in addition, the Association shall not engage in any of the following, all as defined in the respective sections of the Internal Revenue Code of 1954, or any successor provisions thereto, set forth below:

(1) engage in any act of self-dealing as defined in Section 4941(d);

(2) retain any excess business holdings as defined in Section 4943(c);

(3) make any investment in such manner as to subject the Association to tax under Section 4944; and

(4) make any taxable expenditure as defined in Section

ARTICLE X

No Personal Liability

Neither the officers, directors nor sponsors of the Association or their property shall be subject to or chargeable with the payment of the corporate debts or obligations of the Association.

ARTICLE XI

Address and Registered Agent

The address including street and number of the Association's initial registered office is 1201 - 16th Street, N.W., Washington, D. C. 20036.

and the name of its initial registered agent at such address is John Mahlmann.

ARTICLE XII

Incorporators

The name and address including street and number of each incorporator is:

John J. Mahlmann
National Art Education Association
1201 - 16th Street, N.W.
Washington, D. C. 20036

John E. Hammond
National Art Education Association
1201 - 16th Street, N.W.
Washington, D. C. 20036

William Bealmer
Associate Professor of Art

June 25, 1971

Date

William Bealmer [SEAL]

June 25, 1971

Date

John Mahlmann [SEAL]

June 25, 1971

Date

John E. Hammond [SEAL]

DISTRICT OF COLUMBIA, to wit:

I, Nellie F. McCain, a Notary Public in and for the said District of Columbia, do hereby certify that William Bealmer, John Mahlmann and John E. Hammond, parties hereto and who are personally well known to me as the persons who executed the foregoing and annexed Articles of Incorporation, bearing date as of the 25th day of June, 1971, personally appeared before me in said District, and acknowledged the same to be their act and deed.

GIVEN under my hand and official seal this 25th day of

June, 1971.

Nellie F. McCain
Notary Public, D. C.

My commission expires: June 30, 1975