

GOVERNMENT OF THE DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

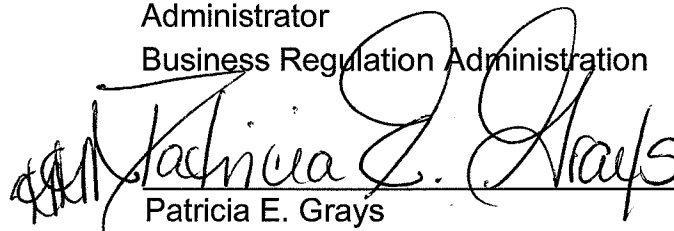
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

NATIONAL ASSOCIATION OF COUNCILS ON DEVELOPMENT DISABILITIES

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **7th** day of **October, 2002**.

David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
Business Regulation Administration

A handwritten signature in black ink, appearing to read "Patricia E. Grays", written over a horizontal line.

Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION

OF

NATIONAL ASSOCIATION OF COUNCILS ON DEVELOPMENTAL DISABILITIES

To: Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporations Division
941 North Capitol Street, N.E.
Washington, D.C. 20002

We, the undersigned natural persons of the age of eighteen years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT of the District of Columbia (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

- FIRST:** The name of the corporation is National Association of Councils on Developmental Disabilities (the "Corporation").
- SECOND:** The period of duration of the Corporation is perpetual.
- THIRD:** The Corporation is organized for, and shall be operated for the following purposes:
- (a) to create a network of state and territorial councils on developmental disabilities that will assist in cooperation, communication, and information exchange between individual councils and staff;
 - (b) to assist state and territorial councils on developmental disabilities to implement the Developmental Disabilities Act;
 - (c) to work toward improving the lives of people with developmental disabilities;
 - (d) to improve and promote the contribution and effectiveness of state and territorial councils on developmental disabilities in matters related to people with developmental disabilities;
 - (e) to serve as a national voice for state and territorial councils on developmental disabilities that will assist in formulation of national policy regarding people with developmental disabilities;
 - (f) to assist educating and informing the public about the needs and capabilities of people with developmental disabilities and their families;

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- (g) to foster communication, cooperation, and information exchange among federal, state, and volunteer agencies, and other organizations concerned with people with developmental disabilities and their families; and
- (h) for any other lawful purpose consistent with the provisions of this article.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Section 501(c)(3) purposes. 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 in opposition to, 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 (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code (or corresponding section of any future Federal tax code) or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding section of any future Federal tax code.)

FIFTH: Upon the dissolution of this Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future Federal tax code, or shall be distributed to an organization exempt from Federal taxation under Section 501(c)(3).

SIXTH: The Corporation is not organized for pecuniary profit, shall not have the authority to issue capital stock, and shall not have the authority to pay any dividends. The Corporation shall be operated on a nonprofit basis in furtherance of its corporate purposes, and any surplus shall be used to further such purposes.

SEVENTH: The Corporation shall have one class of members.

EIGHTH: The Corporation shall be governed by a board of directors who shall be selected in the manner provided in the bylaws. The management, affairs, business, and concerns of the Corporation shall be vested in the board of directors. Except as otherwise provided in these articles of incorporation, the bylaws may provide, with respect to the directors, for their number; for their qualifications; for the place, time, method, and manner of their selection; for their term of office; for filling of vacancies; for their meetings; and, generally, for their rights, powers, duties, privileges, and restrictions.

EIGHTH: The address, including street and number of the initial registered office of the Corporation is CT Corporation, c/o CT Corporation System, 1025 Vermont Ave., NW, Washington, DC 20005, and the name of the initial registered agent at such address is CT Corporation.

NINTH: The number of directors constituting the initial board of directors is four (4), and the names and addresses, including street and number and postal code of the persons who are to serve as directors until the first annual meeting or until their successors are elected and shall qualify are:

Ann Trudgeon, Executive Director
Oklahoma Developmental Disabilities Council
2401 N.W. 23rd Street, Suite 74
Oklahoma City, Oklahoma 73107

Jan Newsom, Chair
Texas Council on Developmental Disabilities
6040 Preston Haven
Dallas, Texas 75230

Ed Holen, Executive Director
Washington State Developmental Disabilities Council
2600 Martin Way, East, suite F
Olympia, Washington 98504

Dan Shannon, Executive Director
Massachusetts Developmental Disabilities Council
174 Portland Street, 5th Floor
Boston, Massachusetts 02114

The terms of the initial directors shall be until their successors are chosen in the manner provided by the bylaws of the Corporation.

TENTH: The name and address, including street and number and zip code, of each incorporator are:

Ann Trudgeon, Executive Director
Oklahoma Developmental Disabilities Council
2401 N.W. 23rd Street, Suite 74
Oklahoma City, Oklahoma 73107

Roger Webb, Executive Director
Texas Council on Developmental Disabilities
6201 East Oltorf, suite 600
Austin, Texas 78741

Ed Holen, Executive Director
Washington State Developmental Disabilities Council
2600 Martin Way, East, Suite F
Olympia, Washington 98504

Dan Shannon, Executive Director
Massachusetts Developmental Disabilities Council
174 Portland Street, 5th Floor
Boston, Massachusetts 02114

IN WITNESS WHEREOF, I have signed these articles and acknowledge the same to be my act.

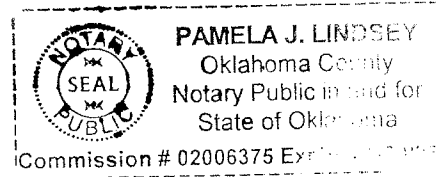
Signed:

Ann Trudgeon
Ann Trudgeon

9.24.2002
Date

I, Pamela J. Lindsey, a Notary Public, hereby certify that on the 24th
day of September, 2002, Ann Trudgeon appeared before me and signed the foregoing document as
incorporator, and have averred that the statements therein contained are true.

Pamela J Lindsey



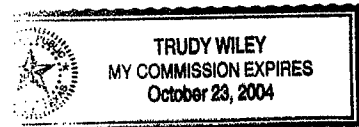
Signed:

Roger Webb
Roger Webb

9-25-2002
Date

I, Trudy Wiley, a Notary Public, hereby certify that on the 25th
day of September, 2002, Roger Webb appeared before me and signed the foregoing document as
incorporator, and have averred that the statements therein contained are true.

Trudy Wiley



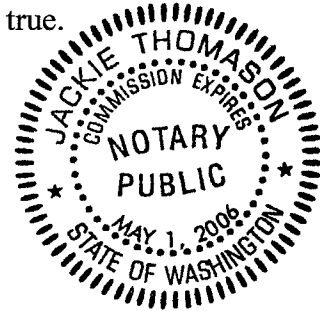
Signed:

Ed Holen
Ed Holen

9/29/02
Date

I, Jackie L. Thomason, a Notary Public, hereby certify that on the 26th day of Sept., 2002, Ed Holen appeared before me and signed the foregoing document as incorporator, and have averred that the statements therein contained are true.

Jackie L. Thomason



Signed:

Dan Shannon
Dan Shannon

10/1/02
Date

I, Noe Richard, a Notary Public, hereby certify that on the 1st day of Oct, 2002, Dan Shannon appeared before me and signed the foregoing document as incorporator, and have averred that the statements therein contained are true.

Noe Richard
MY COMM. EXPIRES APRIL 1, 2005