

**ARTICLES OF INCORPORATION**  
**OF**  
**GEORGIA CHAPTER OF NATIONAL INSTITUTE**  
**OF GOVERNMENTAL PURCHASING, INC.**

(1)

The name of the Corporation is GEORGIA CHAPTER OF NATIONAL  
INSTITUTE OF GOVERNMENTAL PURCHASING, INC.

(2)

The Corporation is organized pursuant to the provisions of the Georgia  
Nonprofit Corporation Code (the "Code") [O.C.G.A. § 14-3-202 (GCA § 22-2202)] and  
pursuant to the Internal Revenue Code 501(c)(6), for the purpose of establishing  
cooperative relationships among its Members for the development of efficient purchasing  
methods and practices in the field of educational, governmental and public institutional  
procurement; to encourage maintenance of ethical standards in buying and selling; to  
promote uniform public purchasing laws and simplified standards and specifications; to  
collect and disseminate useful information for its Members; to promote the interchange of  
ideas and experiences within the purchasing profession; to encourage research and  
investigation; to promote ongoing training and certification of those engaged in the  
profession; to sponsor such other activities as may be useful in providing its Members  
with knowledge for efficient procurement; to strive by all legitimate means to advance  
the purchasing profession; and to observe the purposes, aims and objectives of the  
National Institute of Governmental Purchasing, Inc.

(3)

The Corporation will have members.

(4)

The affairs of the Corporation shall be managed by a Board of Directors through an executive committee. [O.C.G.A. § 14-3-801 (GCA § 22-2801)]. The method of electing the board of directors shall be determined by the bylaws of the Corporation. [O.C.G.A. § 14-3-804 (GCA § 22-2804)].

(5)

The street address of the initial registered office of the corporation is 241 Washington Avenue, Marietta, Georgia 30060 and the initial registered agent of the corporation at such address is FRED D. BENTLEY, JR.

(6)

The name and address of the incorporator is:

Fred D. Bentley, Jr.  
241 Washington Avenue  
Marietta, Georgia 30060

(7)

The mailing address of the initial principal office of the corporation is:

241 Washington Avenue  
Marietta, Georgia 30060

(8)

Personal liability of all directors [and members] of the Corporation to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director is hereby eliminated to the extent allowed by § 14-3-202(b)(4) (GCA § 22-2202) of the Georgia Nonprofit Corporation Code or any successor statute.

(9)

The Corporation is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of or be distributable to any directors, member, or other private individual. The Corporation shall never be authorized to engage in a regular business of a kind ordinarily carried on for profit or in any other activity except in furtherance of the purposes stated above for which the Corporation is organized.

(10)

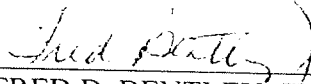
No substantial part of the activities of the Corporation shall consist of attempting to influence legislation, by propaganda or otherwise. The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(11)

In the event of the dissolution of the Corporation, to the extent allowed under applicable law, after all lawful debts and liabilities of the Corporation have been paid, all the assets of the Corporation shall be distributed to, or its assets shall be sold and the proceeds distributed to, another organization organized and operating for the same purposes for which the Corporation is organized and operating, or to one or more corporations, funds, or foundations organized and operating exclusively for religious, charitable, scientific, literary, or educational purposes, which shall be selected by the board of directors of the Corporation; provided, however, that any such recipient organization or organizations shall at that time qualify as exempt from taxation under the

provisions of Section 501(a) of the Internal Revenue Code or 1986, as an organization described in Section 501(c)(6) of the Internal Revenue Code of 1986, or the corresponding provisions of any subsequent law. In the event that upon the dissolution of the Corporation the board of directors of the Corporation shall fail to act in the manner herein provided within a reasonable time, a court of competent jurisdiction in the county in which the principal office of the Corporation is located shall make such distribution as herein provided upon the application of one or more persons having a real interest in the Corporation or its assets.

**IN WITNESS WHEREOF;** the undersigned has executed these Articles of Incorporation.

  
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FRED D. BENTLEY, JR.