



National Association for  
College Admission Counseling

# Certificate of Incorporation

## of National Association for College Admission Counseling, Inc.

*Approved by NACAC members with the Plan for Reorganization in Delaware at the General Membership Meeting, September 27, 2008.*

**THE UNDERSIGNED**, for the purpose of forming a nonstock corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware (the “Delaware Law”) hereby certifies:

**FIRST:** The name of the Corporation is the National Association for College Admission Counseling, Inc.

**SECOND:** The registered office of the Corporation in the State of Delaware is located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, 19904. The name of the registered agent at such address is National Registered Agents, Inc.

**THIRD:** The Corporation shall be a nonprofit corporation and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as now in effect or as may be amended hereafter (the “Code”). These purposes include (a) shaping and developing ethical and effective college counseling, admission and enrollment practices that influence the development and realization of students’ educational goals; and (b) doing everything necessary, proper, advisable or convenient for the accomplishment of the Corporation’s purposes and objectives and doing all other things incidental to them or connected to them that are not forbidden by this Certificate of Incorporation, the Delaware Law, the Code or by any other law.

**FOURTH:** The Corporation shall not have the authority to issue capital stock.

**FIFTH:** The Corporation shall have such classes of voting and non-voting members as set forth in the Bylaws of the Corporation, which designate the class or classes, the manner of qualification or appointment, and the rights and benefits of such members.

**SIXTH:** The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner from time to time prescribed by the laws of the State of Delaware. All rights herein conferred are granted subject to this reservation.

**SEVENTH:** A director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the Corporation, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the Delaware General Corporation Law, or (d) for any transaction from which the director derived any improper personal benefit.

**EIGHTH:** The Board of Directors shall manage and control the property, activities and affairs of the Corporation. All matters pertaining to directors and officers (including without limitation the exact number of directors and officers, their duties and terms, and the procedures for their election, resignation, removal and the filling of vacancies), and all other provisions for the regulation of the internal affairs of the Corporation, shall be set forth in the Bylaws of the Corporation to the extent that they are not set forth as follows or elsewhere in this Certificate of Incorporation:

- (a) The number of directors shall not be less than three (3). The initial directors are listed in Article NINTH below.
- (b) No directorship or officership of the Corporation shall be assignable, nor shall any directorship or officership of the Corporation pass to any personal representative, heir or devisee.

- (c) The private property of any director, officer or employee of the Corporation, or of any other person acting on the Corporation's behalf pursuant to an official election, appointment or direction, shall not be subject to payment of the liabilities, debts or obligations of the Corporation to any extent whatsoever, and they shall be entitled to be indemnified as provided in the Bylaws.

**NINTH:** The initial Board of Directors of the Corporation shall be named by the Incorporator.

**TENTH:** The period of duration of the Corporation is perpetual.

**ELEVENTH:** The powers and activities of the Corporation shall be subject to the following restrictions and limitations:

- (a) Notwithstanding any other provision of this Certificate, only such powers shall be exercised as are in furtherance of the purposes of the Corporation, and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and by an organization contributions to which are deductible under Section 170(c)(2) of the Code.
- (b) No part of the assets or net earnings of the Corporation shall inure to the personal benefit of any director, officer or employee of the Corporation, or any other person, except that reasonable compensation may be paid for personal services which are reasonable and necessary to carry out the purposes of the Corporation.
- (c) None of the assets or property of the Corporation shall, upon liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, be distributed to the directors, officers or employees of the Corporation, or to any other person. Furthermore, upon liquidation, dissolution or winding up of the

Corporation, such assets or property shall be distributed to one or more organizations which would then qualify under the provisions of Section 501(c)(3) of the Code. Provided, however, that any asset or property held by the Corporation upon condition requiring its return, transfer or conveyance, which condition occurs by reason of the liquidation, dissolution or winding up of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirement. Any such distribution or any such return, transfer or conveyance, shall be made in accordance with the Delaware Law and with Section 501(c)(3) of the Code.

- (d) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted under Section 501(c)(3) of the Code. Furthermore, the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

**TWELFTH:** The incorporator is Jacqueline A. Henson, whose mailing address is 1900 K Street, N.W., Washington, D.C. 20006.

**I, THE UNDERSIGNED,** being the incorporator for the purpose of forming a nonstock corporation under the laws of the State of Delaware do make, file and record this Certificate of Incorporation, do certify that the facts herein stated are true, and, accordingly, have hereto set my hand this 22nd day of March, 2007.

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Jacqueline A. Henson  
Incorporator