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December 21, 1999

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\*\*\*\*\*131.25 \*\*\*\*\*87.50

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Treasure Coast Chapter of NIGP, Inc.

Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation, and a check for \$131.25 for the filing fee, certified copy and certificate of status.

Please return the certified copy and certificate to me.

Yours truly,

Charles M. Watkins

Charles M. Watkins

CMW/ctb

## Enclosures

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1999 DEC 27 PM 12:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**TREASURE COAST CHAPTER OF NIGP, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

1. Name. The name of the corporation shall be Treasure Coast Chapter of NIGP, Inc.
2. Principal office. The principal place of business and the mailing address of this corporation shall be: 121 S.W. Port St. Lucie Blvd., Bldg., A, Port St. Lucie, Florida 34984-5099.
3. Purposes. This corporation is organized, and shall be administered and operated, exclusively to receive, administer and expend funds for the following purposes:
  - (a) To promote ethical, efficient, and cost-effective public purchasing policies and practices;
  - (b) To provide educational programs, products, and services for public purchasing personnel;
  - (c) To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;
  - (d) To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
  - (e) To assist other charitable and educational organizations in the conduct of similar activities; and
  - (f) To engage in any and all lawsuit activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing religious, charitable, and educational purposes, and for no other purpose or purposes, the corporation shall have all of the powers granted to nonstock corporations by §617.0302 of the Florida Not-For-Profit Corporation Act; provided, however, that the corporation shall not except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of the corporation.

4. Manner of election of directors. The directors shall be elected by the members.

5. Initial registered agent and street address. The name and the Florida street address of the initial registered agent is: Cheryl A. Shanaberger, 121 S.W. Port St. Lucie Blvd., Bldg. A, Port St. Lucie, Florida 34984-5099.

6. Other provisions. (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 persons, 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. 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 any political campaign on behalf of or against any candidate for public office.

(b) Notwithstanding any other provision set forth in these Articles 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 Internal Revenue Code of 1986; 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 Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investment in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

(d) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the corporation's charitable and educational purposes, or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.

6. Incorporator. The name and address of the incorporator to these Articles of Incorporation are:

Charles M. Watkins  
Suite 1000  
1747 Pennsylvania Avenue, N.W.  
Washington, D.C. 20006.

Dated: Dec 21, 1999

Charles M. Watkins  
Charles M. Watkins

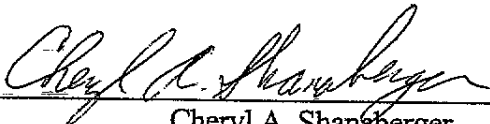
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: 12/10/99

  
Cheryl A. Shanaberger