CERTIFICATE OF INCORPORATION
OF
NATIONAL ASSOCIATION OF STATE DIRECTORS OF VOCATIONAL TECHNICAL EDUCATION CONSORTIUM

FIRST: The name of the corporation is National Association of State Directors of Vocational Technical Education Consortium.

SECOND: The address of its registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purposes of the corporation are:

1. To promote and advance vocational education in the United States in an effort to provide this country with a world-class workforce through:

    a. Publishing and distributing reports, studies, and papers on vocational education,

    b. Assisting employers and labor groups to expand their use of and development of vocational education programs, and

    c. Generally working to improve the United States occupational education system.

2. To educate professionals involved with vocational education in the United States by coordinating, developing and conducting programs, seminars and conferences.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 the purposes set forth in this Article THIRD).

To further the corporation's objects and purposes, the corporation shall have and shall exercise all of the powers conferred by the laws of the State of Delaware not without the scope of this Article THIRD. Without limiting the generality of the foregoing, the corporation shall have the power to sue and be sued, to receive grants, gifts, contributions and other sums of a like nature, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising there from.

FOURTH: The Corporation shall be a nonprofit corporation.

FIFTH: The Corporation shall not have any capital stock.

SIXTH: The Corporation shall have three classes of members, which shall be designated as follows: Active Member, Associate Member, and Contributing Member. Active Members shall have the right to vote. Except as otherwise provided by law, Associate Members shall be entitled to vote only with respect to the election of their member on the corporation's Board of Directors. The other conditions of membership in the corporation shall be stated in the Bylaws.

SEVENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the corporation subject to the affirmative vote of the members entitled to vote.

EIGHTH: Elections of directors need not be by written ballot unless the Bylaws of the corporation so provide.

NINTH: Upon the dissolution or final liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the authorized purposes of the corporation as the Board of Directors shall determine, and any of such assets not so disposed of shall be disposed of exclusively for such purposes by the court of the county in which the principal office of the corporation is located. None of such assets shall be disposed of or directed to any other purposes.

TENTH: The name and mailing address of the sole incorporator are as follows:

David L. Marshall
Baker & Hostetler
1050 Connecticut Avenue, N.W. Suite 1100
Washington, D.C. 20036

ELEVENTH: To the fullest extent permitted by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, a director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article shall not adversely affect any right or protection of any director of the corporation existing at the time of such repeal or amendment.

THE UNDERSIGNED, being the incorporator above named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of the Delaware Code, does make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly has hereunto set his hand this 17th day of August, 1989.

Document was signed by David L. Marshall
David L. Marshall
Sole Incorporator