

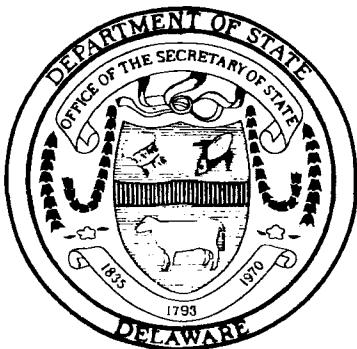
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Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF DELAWARE ASSOCIATION OF NON-PROFIT AGENCIES, INC. FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF NOVEMBER, A.D. 1986, AT 9 O'CLOCK A.M.

! ! ! ! ! ! ! ! ! !



863250028

Michael Harkins
Michael Harkins, Secretary of State

AUTHENTICATION: 11015553

DATE: 11/21/1986

JUN 19 1987

STATE OF DELAWARE
CERTIFICATE OF INCORPORATION
OF

NOV 21 1986 9AM

DELAWARE ASSOCIATION OF NON-PROFIT AGENCIES, INC.


SECRETARY OF STATE

FIRST: The name of this Corporation is DELAWARE ASSOCIATION OF NON-PROFIT AGENCIES, INC.

SECOND: Its registered office in the State of Delaware is to be located at 206 West Tenth Street, County of New Castle, City of Wilmington. The registered agent in charge thereof is Elaine Singleton, 206 West Tenth Street, Wilmington, Delaware.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on, are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware, to carry out the within purpose, except as herein expressly limited.

The purposes for which this organization is organized shall be exclusively for charitable and educational purposes as defined in Section 501(c)(3) of the Internal Revenue Code. No part of the net earnings shall inure to the benefit of any private individual and no powers shall be exercised except in furtherance of such purposes.

It shall not devote more than an insubstantial part of its activities to carrying on propaganda or otherwise attempting to influence legislation, nor shall it participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. It shall not have objectives or engage in activities which characterize it as an "active" organization as defined in Internal Revenue Regulations.

Upon the dissolution of the Corporation, the Board of Directors shall after payment of all liabilities, dispose of all the assets of the corporation exclusively for the purpose and in such manner or to such an organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify for exemption under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws.

It 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 1954, or corresponding provisions of any subsequent Federal tax laws.

It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

It shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

It shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of subsequent Federal tax laws.

FOURTH: This corporation shall not be for profit, nor shall it have any capital stock. It shall be governed and controlled by a board of directors, the size and election of which shall be established by the By-Laws, but in no event shall there be less than three directors. Officers shall be elected in accordance with the By-Laws.

FIFTH: (a) The name and address of the incorporator is as follows:

L. Coleman Dorsey, P.A.
1102 West Street
Wilmington, Delaware 19801

(b) The names and addresses of the first Board of Directors are as follows:

Benjamin M. Amos
1300 Market Street, Suite 600
Wilmington, DE 1980

Catherine M. Harker, J.D.
701 Shipley Street
Wilmington, DE 19801

Irving Kaufman
101 Garden of Eden Road
Wilmington, DE 19803

Janice F. Rheingold
710 N. Lincoln Street
Wilmington, DE 19805

Suzanne Rocheleau
1019 Brown Street
Wilmington, DE 19805

Elaine Singleton
206 West Tenth Street
Wilmington, DE 19801

SIXTH: The existence of this corporation is to be perpetual.

SEVENTH: The private property of the incorporator, members, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

THE UNDERSIGNED, for the purpose of forming a Corporation under the laws of the State of Delaware, does make and file this Certificate, and does certify that the facts herein stated are true; and it has accordingly hereto caused its name and seal to be set this 20th day of November, A.D. 1986.

In the Presence of:

Sarah Hall

COLONIAL CHARTER COMPANY

By: *L. Coleman Dorsey*
President

Attest: *Susan J. Ross*
Asst. Secretary

RECEIVED FOR RECORD

DEC. 5 1986

LEO J. DUGAN, Jr., Recorder

DOCUMENTARY
SURCHARGE
PAID \$3.00