

**ARTICLES OF INCORPORATION
OF
FOUNDATION OF THE NATIONAL ASSOCIATION OF BOARDS
OF EXAMINERS OF LONG TERM CARE ADMINISTRATORS**

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the District of Columbia Nonprofit Corporation Act (D.C. Code, 1981 Edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

1. Name. The name of the corporation is Foundation of the National Association of Boards of Examiners of Long Term Care Administrators.
2. Duration. The duration of the corporation is perpetual.
3. Purpose. The purposes for which the corporation is organized are: charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), including but not limited to research and education related to the provision of long term care.
4. Membership. The Corporation shall have no members.
5. Directors. The Board of Directors shall be vested with the management and control of the corporation. The manner in which the Directors shall be elected or appointed, and their term of office, shall be as provided in the Bylaws of the corporation.
6. Initial Directors. The number of Directors constituting the initial Board of Directors is five and the names and addresses, including street and number and zip code, of the persons who are to serve as the initial directors until their successors are elected or appointed and qualified are:
 - 1) Denney Austin, 6231 3rd Avenue, NW, Seattle, WA 98107-2106
 - 2) Katrina Magdon, Alabama Board of Examiners for NHA
4156 Carmichael Rd., Montgomery, AL 36106
 - 3) Jane A. Baker, North Carolina Board of Examiners for NHA
3733 National Drive, Suite 228, Raleigh, NC 27612
 - 4) Margaret McConnell, 2121 W. Charleston Blvd, Las Vegas, NV 889102
 - 5) William B. McIlwaine, 53 Brenner Street, Millersville, PA 17551

7. Incorporators. The names and addresses of the incorporators of the corporation are:

- 1) Katrina Magdon, Alabama Board of Examiners for NHA
4156 Carmichael Rd., Montgomery, AL 36106
- 2) William B. McIlwaine, 53 Brenner Street, Millersville, PA 17551
- 3) Randy Lindner, 1444 I Street NW, Suite 700, Washington, DC 20005

8. Registered Office and Agent. The initial registered office of the Corporation is 1090 Vermont Avenue N.W., Suite 430, Washington, D.C. 20005. The initial registered agent of the Corporation at that address is Corporation Service Company.

9. Provisions for the regulation of the internal affairs of the Corporation shall be provided in the Bylaws. In addition, the following provisions shall apply:

- a) The Corporation is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).
- b) No part of the net earnings 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 rendered and to make payments and distributions in furtherance of the purposes set forth above. 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 (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.
- c) Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code).
- d) Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue

Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Code), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

As witnesses to our statements, we have signed these Articles on the dates indicated below.

Incorporator

Signed and sworn to in my presence on _____, 2002.

Notary Public

Incorporator

Signed and sworn to in my presence on _____, 2002.

Notary Public

Incorporator

Signed and sworn to in my presence on _____, 2002.

Notary Public