

STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION

APPROVED FOR RECORD

0639 643

5/19/86 at 10:35 a.m.

ARTICLES OF CONSOLIDATION
consolidating
EVALUATION RESEARCH SOCIETY,
MARYLAND EVALUATION ASSOCIATION, INC.
and
EVALUATION NETWORK
to form
AMERICAN EVALUATION ASSOCIATION, INC.

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FILED
HOWARD M. SMITH
CLERK'S OFFICE
MONTGOMERY CO. MD

THIS ARTICLES OF CONSOLIDATION, entered into this 2th
of May, 1986, between EVALUATION
RESEARCH SOCIETY, a non-profit Ohio corporation, MARYLAND
EVALUATION ASSOCIATION, INC., a non-profit Maryland corporation
and EVALUATION NETWORK, a non-profit Michigan corporation.

The Council (Board of Trustees) of Evaluation Research
Society, Board of Directors of Maryland Evaluation Association,
Inc. and the Board of Directors of Evaluation Network have
agreed to consolidate to form a new corporation. The terms and
conditions of the consolidation and manner of approval shall be
as herein set forth.

ARTICLE I

The corporations which are parties to these Articles of
Consolidation are ERS EVALUATION RESEARCH SOCIETY (herein-
after "ERS"), a non-profit, non-stock, corporation organized
and existing under the laws of the State of Ohio, ME MARYLAND
EVALUATION ASSOCIATION, INC., (hereinafter referred "MEA", a
non-profit, non-stock, corporation organized and existing under
the laws of the State of Maryland, and EN EVALUATION NETWORK
(hereinafter "ENet"), a non-profit, non-stock, corporation
organized and existing under the laws of the State of Michigan.
ERS is located at 1885 Neil Avenue Mall, Columbus, Ohio 43210;
ENet is located at Western Michigan University, c/o Division of
Research and Sponsored Programs, Kalamazoo, Michigan 49008 and
MEA is located at 9555 Persimmon Tree Road, Potomac, Maryland
20854.

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ARTICLE II

The name of the new corporation, resulting from the consolidation shall be AMERICAN EVALUATION ASSOCIATION, INC. (hereinafter "AEA"), and shall be formed under the laws of the State of Maryland. AEA consents to be sued and served with process in Ohio in any proceeding for the enforcement of any obligation of ERS. Further, AEA irrevocably appoints the Secretary of the State of Ohio as AEA's agent to accept service of process in any such proceeding.

ARTICLE III

ERS was incorporated as a non-stock corporation on the 12th day of April 1979, under the Ohio non-profit Corporation Law, Chapter 1702, Ohio Revised Code. ERS is not qualified or registered to do business in Maryland but does have an office in Montgomery County at the street address of 9555 Persimmon Tree Road, Potomac, Maryland 20854. ERS is using this office to effect this consolidation. ERS has no interest in any land in Maryland.

ENet was incorporated as a non-stock corporation on the 18th day of November, 1982, under the Michigan non-profit Corporation Law, Act 162, Public Acts of 1982. ENet is not qualified or registered to do business in Maryland, has no offices in Maryland, and has no interest in any land in Maryland.

MEA was incorporated as a non-stock corporation on the 10th day of April, 1986, under the Maryland non-profit corporation law, Corporations and Associations Article. MEA is qualified and registered to do business in Maryland and has its principal office in Maryland and is located at 9555 Persimmon Tree Road, Potomac, Montgomery County, Maryland 20854 and has no interest in any land in Maryland.

ARTICLE IV

The Charter of the Corporation is as follows:

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FIRST: The name of the corporation is American Evaluation Association, Inc. (hereinafter referred to as "AEA").

SECOND:

A. Purposes

The purposes for which AEA is formed are as follows:

- (1) To promote scientific, educational and charitable purposes, as those terms are used in Section 501(c)(3) of the Internal Revenue Service Code, in connection with the science and practice of evaluation in both the public and private sectors of society.
- (2) To improve the theory and practice of evaluation in public and private sectors, improve training programs to prepare new evaluators, improve the professional competencies of practicing evaluators, and improve the communication and utilization of evaluations.
- (3) To engage in a diversity of activities and enter into, perform, and carry out contracts of any kind necessary or convenient to, or incidental to, the accomplishment of any one or more of the nonprofit purposes of the corporation.
- (4) The corporation is organized exclusively for educational and charitable 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 1954 (or the corresponding provision of any future United States Internal Revenue Law), and, more specifically, to receive and administer funds for such charitable and educational purposes, all for the public welfare, and for no other purposes, and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either absolutely or in trust for such objects and purposes or any of them, any property, real, personal or mixed, without limitation

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as to amount of value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the before-mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal or mixed, in trust, under the terms of any will, deed of trust, or other trust instrument for the foregoing purposes or any of them, and in administering the same to carry out the directions, and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received, but no gift, bequest or devise of any such property shall be received and accepted if it be conditioned or limited in such manner as shall require the disposition of the income or its principal to any person or organization other than a "charitable organization" or for other than "charitable purposes" within the meaning of such terms as defined in Article X of these Articles of Consolidation, or as shall in the opinion of the Board of Directors, jeopardize the federal income tax exemption of the corporation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force or afterwards amended; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the foregoing purposes, or some of them; and, in general, to exercise any, all and every power for which a non-profit corporation organized under the applicable provisions of the Annotated Code of Maryland for scientific,

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educational, and charitable purposes, all for the public welfare, can be authorized to exercise, but only to the extent the exercise of such powers are in furtherance of exempt purposes.

B. NON-PROFIT CHARACTER

No part of the net earnings of AEA shall inure to the benefit of or be distributable to its members, directors, officers or other private persons, except that AEA 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 Article IV. No substantial part of the activities of AEA shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and AEA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, AEA shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (3) by a corporation exempt from State of Maryland income tax under Section 288 of Article 81 of the Maryland Code (or the corresponding provision of any future Maryland statute).

C. GRANTS AND GIFTS

The corporation, through the Board of Directors, shall accept gifts and grants of a general nature or for specific

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THIRD: The post office address of the principal office of AEA in this State is 9555 Persimmon Tree Road, Potomac, Montgomery County, Maryland 20854. The name and post office address of the Resident Agent of the Corporation in this State is Nancy R. Kingsbury, 9555 Persimmon Tree Road, Potomac, Montgomery County, Maryland 20854. The Resident Agent is an individual actually residing in this State.

FIFTH: The number of Directors of AEA shall be twelve (12) which number may be increased or decreased pursuant to the Constitution of AEA but shall never be less than three (3). The names of the current Directors who shall act until their successors are duly chosen and qualified are the following:

Dr. Michael Hendricks
MH Associates
2410 20th Street, N. W.
Suite 101
Washington, D. C. 20009

Professor Richard J. Light
Kennedy School of Government
Harvard University
Cambridge, Massachusetts 02138

Dr. Conrad G. Katzenmeyer
NIE
Mailstop 9
1200 19th Street, N. W.
Washington, D. C. 20208

Dr. Nancy R. Kingsbury
9555 Persimmon Tree Road
Potomac, Maryland 20854

SIXTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of AEA and of the Directors and members:

(a) The affairs of AEA shall be managed by a Board of Directors (hereinafter referred to as the "Board") elected by the members of the corporation in a manner provided by the Constitution. The qualifications of the Directors, together with their terms of office, manner of election, removal, change of number, filling of vacancies and of newly created Directors, powers, duties and liabilities, shall except as otherwise provided in these Articles or by the laws of the State of Maryland, be as prescribed by the Constitution.

The regular officers of the corporation shall be elected in the manner as provided in the Constitution. The trustees and officers shall serve without compensation except as provided by the Constitution.

(b) The Constitution of the corporation shall be adopted by the members of the corporation and may be amended only as provided therein, provided that such Constitution and amendments thereto shall not conflict with the provisions of these Articles of Consolidation.

(c) These Articles of Consolidation may be amended by the members upon a two-thirds (2/3) vote of those members voting on the amendment.

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(d) The members of the corporation shall be those individuals interested in the science and practice of evaluation and the other purposes of the corporation.

(e) The Directors of the corporation shall also constitute the members of the corporation.

(f) Upon the dissolution of the corporation's affairs, or upon the abandonment of the corporation's activities due to its impracticable or inexpedient nature, the assets of the corporation then remaining in the hands of the corporation shall be distributed, transferred, conveyed, delivered and paid over to any other charitable organization (as hereinafter defined) of this or any other State, having a similar or analogous character or purpose, in some way associated with or connected with the corporation to which the property previously belonged.

(g) The corporation may by its Constitution make any other provisions or requirements for the arrangement or conduct of the business of the corporation, provided the same be not inconsistent with these Articles of Consolidation nor contrary to the laws of the State of Maryland or of the United States.

(h) 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 1954, or corresponding provisions of any subsequent federal tax laws.

(i) The corporation 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.

(j) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal

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Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

(k) The corporation 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 any subsequent federal tax laws.

(l) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE V

The Articles of Consolidation were duly authorized and advised by the Council (Board of Trustees) and authorized and approved by the members of ERS in the manner and by the vote required by the laws of the State of Ohio and by the Articles of Incorporation of ERS.

ARTICLE VI

The Articles of Consolidation were duly authorized and advised by the Board of Directors, and approved in the manner and by the vote required by the laws of Michigan and by the Articles of Incorporation of ENet.

ARTICLE VII

The Articles of Consolidation were duly authorized and advised by the Board of Directors, said Board of Directors constituting the entire membership of MEA, and approved in the manner and by the vote required by the laws of the State of Maryland and by the Articles of Incorporation of MEA.

ARTICLE VIII

Upon the effective date of consolidation:

A. The separate existences of ERS, MEA and ENet shall cease.

B. Transfer of Assets - All the property, rights, privileges, powers and franchises, including any legacies which

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it would have been capable of taking, of ERS, MEA and ENet, of whatever nature and description, of a public as well as of a private nature, shall be transferred to, vest in and devolve upon AEA without further act or deed; and all property rights, privileges, powers and franchises, and all and every other interest of ERS, MEA and ENet shall be thereafter as effectually the property of the corporation as they were of ERS, MEA and ENet.

ARTICLE IX

On and after the effective date of the consolidation:

A. All debts, obligations, liabilities and duties of ERS, MEA and of ENet shall thenceforth attach to AEA, and may be enforced against it to the same extent as if said debts, obligations, liabilities and duties had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against either ERS, MEA or ENet may be prosecuted to judgment or decree as if the consolidation had not taken place, and AEA, upon the motion of AEA or of any party, may be substituted as a party in place of ERS, MEA and ENet, as the case may be, and any such judgment or decree against ERS, MEA and ENet shall constitute a lien upon the property of AEA.

B. The title to any real estate shall not revert or be in any way impaired by reason of the consolidation, but all rights of creditors and all liens upon any property of ERS, MEA or ENet shall be preserved unimpaired. Confirmatory deeds, assignments or other like instruments, when deemed desirable to evidence such transfer, vesting or devolution of any property, right, privilege or franchise, may at any time, or from time to time, be made and delivered in the name of ERS, MEA or ENet, as the case may be, by the last acting officers thereof, or by the appropriate officers of AEA.

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ARTICLE X

The consolidation referred to herein shall become effective upon the issuance of a Certificate of Consolidation by the Secretaries of the States of Michigan and Ohio and the acceptance of these Articles of Consolidation for record by the State Department of Assessments and Taxation of the State of Maryland. In no event shall the consolidation become effective later than thirty (30) days after the Articles of Consolidation are accepted for record pursuant to §3-113 of the Corporations and Associations Article, Annotated Code of Maryland.

The corporation party of these Articles of Consolidation have agreed that, notwithstanding the effective date as hereinabove established, the consolidation, if and when effective under the laws of the States of Maryland, Michigan and Ohio, shall be effective for accounting purposes only as of the opening of business on November 10, 1985. Appropriate property, financial, accounting, statistical and other corporate records of ERS, MEA, ENet and AEA shall be adjusted or made, as the case may be, to reflect such effects of the consolidation as of February 15, 1986.

ARTICLE XI

In these Articles of Consolidation,

A. References to "charitable organizations" or "charitable organization" mean corporations, trusts, funds, foundations, or community chests created or organized in the United States or in any of its possessions, whether under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, organized and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda or otherwise attempting, to influence legislation and which do not participate in, or intervene in (including the

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publishing or distributing of statements), any political campaign on behalf of any candidates for public office. It is intended that the organization described in this Article X shall be entitled to exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as now in force and afterwards amended.

B. The term "scientific, educational and charitable purposes" shall be limited to and shall include only religious, charitable, scientific testing for public safety, literary, or educational purposes within the meaning of the terms used in Section 501(c)(3) of the Internal Revenue Code of 1954 and in Section 288 of Article 81 of the Maryland Code of 1957 but only such purposes as also constitute public charitable purposes under the laws of the United States, any state or territory, the District of Columbia, or any possession of the United States, including, but not limited to, the granting of scholarships to young men and women to enable them to attend educational institutions.

IN WITNESS WHEREOF Evaluation Research Society, Maryland Evaluation Association, Inc. and Evaluation Network, the parties to the consolidation, have caused these Articles of Consolidation to be signed in their respective corporate names and on their behalf by their respective President or Vice-President and their respective corporate seals to be hereunto affixed and attested by their respective Secretaries or Assistant-Secretaries, the day and year first above written.

ATTEST:


David S. Cordray
Secretary

MARYLAND EVALUATION ASSOCIATION,
INC.

BY:  (SEAL)
Nancy R. Kingsbury
President

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STATE DEPARTMENT OF ASSESSMENTS
AND TAXATION
APPROVED FOR RECORD

LIBER 0732 FOLIO 284

11-23-87 at 9:40 .m.

ARTICLES OF AMENDMENT

OF

AMERICAN EVALUATION ASSOCIATION, INC.

AMERICAN EVALUATION ASSOCIATION, INC. a Maryland corporation having its principal office at 9555 Persimmon Tree Road, Potomac, Montgomery County, Maryland 20854 (hereinafter referred to as the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland, (hereinafter referred to as the "Department"):

FIRST: The Charter of the Corporation is hereby amended to add the following sentence at the end of Item SIXTH: (f) of ARTICLE IV:

However, if there is no organization in existence having a similar or analogous character or purpose that was in some way associated with or connected with the Corporation to which the property previously belonged, then the assets will be distributed to a charitable organization (as hereinafter defined).

SECOND: By written informal action, unanimously taken by the Board of Directors of the Corporation, pursuant to and in accordance with Section 2-408(c) of the Corporations and Associations Article of the Annotated Code of Maryland, the Directors of the Corporation duly advised the foregoing amendment and by written informal action unanimously taken by the Members of the Corporation in accordance with Section 2-505 of the Corporations and Associations Article of the Annotated Code of Maryland, the Members of the Corporation duly approved said amendment.

IN WITNESS WHEREOF, American Evaluation Association, Inc., has caused these presents to be signed in its name and on its behalf by its President and its corporate seal to be hereunder affixed and attested by its Secretary on this 6th day of November 1987 its President acknowledges

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CLERK'S OFFICE
MONTGOMERY COUNTY, MD



STATE OF MARYLAND

State Department of Assessments and Taxation

Gene L. Burner, Director

DOCUMENT CODE 14 Business Code 04 County 6502116598

Close

Original
Transferor) Maryland Evaluation
Association, Inc (Md), Evaluation
Network (Mich) and Evaluation
Research Society (Oh)

Surviving
(Transferee) _____

Change
New Name) American Evaluation
Association, Inc.

Change of Name
Change of Principal Office
Change of Resident Agent
Change of Resident Agent Address

DE	AMOUNT	FEE REMITTED
_____	_____	Rec. Fee (Arts. of Inc.)
_____	_____	Organ. & Capitalization
_____	_____	Rec. Fee (Amendment)
<u>34</u>	_____	Rec. Fee (Merger or Consolidation)
_____	_____	Rec. Fee (Transfer)
_____	_____	Rec. Fee (Dissolution)
_____	_____	Rec. Fee (Revival)
_____	_____	Foreign Qualification
_____	_____	Foreign Name Registration
_____	_____	Cert. of Qualification or Registration
_____	_____	Certified Copy
_____	_____	Foreign Penalty
_____	_____	For. Supplemental Cert.
_____	_____	Cert. of Conveyance

CODE	AMOUNT	FEE REMITTED
75	_____	Special Fee
80	_____	For. Limited Partner-ship
83	_____	Cert. Ltd. Partnership
84	_____	Amend. to Limited Partnership
85	_____	Term. of Limited Partnership
21	_____	Recordation Tax
22	_____	State Transfer Tax
23	_____	Local Transfer Tax
31	_____	Corp. Good Standing
NA	_____	For. Corporation Registration
_____	_____	Other _____
_____	_____	Other _____

AL FEES 34 Check _____ Cash _____APPROVED BY: A

_____ Documents on _____ checks

1 to Address: _____

Timothy Casey
51 Monroe St
Rockville, Md 20850

Code _____

ATTENTION: _____

E:

that these Articles of Amendment are the act and deed of American Evaluation Association, Inc. and, under the penalties of perjury, that the matters and facts set forth herein with respect to authorizations and approval are true in all material respects to the best of his knowlege, information and belief.

Sworn to and subscribed before me this 13th
day of MAY, 19 87.

Witness my hand and official seal.

Robert Covert Notary Public

My Commission Expires June 14, 1987

AMERICAN EVALUATION ASSOCIATION,
INC.

By: Robert Covert (SEAL)
ROBERT COVERT, President

ATTEST:

Nancy R. Kingsbury (SEAL)
NANCY R. KINGSBURY, Secretary



Subscribed and sworn to before me, in my presence,
this 13th day of MAY, 1987, a Notary Public
In and for the State of Maryland
Edward No Arch
Notary Public

My commission expires
EDWARD NO ARCH
NOTARY PUBLIC STATE OF MARYLAND
My Commission Expires July 1, 1990

ARTICLES OF CONSOLIDATION

CONSOLIDATING

MARYLAND EVALUATION ASSOCIATION, INC. (A MD CORP.)

EVALUATION RESEARCH SOCIETY (AN OH CORP.)

AND

EVALUATION NETWORK (A MI CORP.)

TO FORM

AMERICAN EVALUATION ASSOCIATION, INC.

APPROVED AND RECEIVED FOR RECORD BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION

OF MARYLAND MAY 19, 1986

AT

10:35

O'CLOCK A.

M. AS IN CONFORMITY

WITH LAW AND ORDERED RECORDED.

ORGANIZATION AND
CAPITALIZATION FEE PAID:

RECORDING
FEE PAID:

SPECIAL
FEE PAID:

\$ _____

\$ 34.00

\$ _____

TO THE CLERK OF THE COURT OF MONTGOMERY COUNTY

drb

IT IS HEREBY CERTIFIED, THAT THE WITHIN INSTRUMENT, TOGETHER WITH ALL INDORSEMENTS THEREON, HAS
BEEN RECEIVED, APPROVED AND RECORDED BY THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND.



A 202773

RECORDED IN THE RECORDS OF THE

STATE DEPARTMENT OF ASSESSMENTS

AND TAXATION OF MARYLAND IN LIBER, FOLIO. 2817-0491