

ARTICLES OF INCORPORATION
OF
THE NATIONAL SPACE GRANT ALLIANCE, INC.

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

FIRST: The name of the corporation is The National Space Grant Alliance, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The objects and purposes for which the corporation is organized and operated are to promote the social welfare by engaging in such activities, as are permitted hereunder and under all applicable laws, to expand and enhance the capacity of the United States of America to carry out education, research, and public outreach activities in science, mathematics, engineering, and technology (SMET) and additional fields, related to space, aeronautics, and Earth system science. In pursuit of these purposes, the corporation will endeavor to:

(a) Increase the financial and governmental support available to its membership for education, research, and public outreach activities in SMET and additional fields, related to space, aeronautics, and Earth system science.

(b) Publicize the objectives and relevant activities of the Alliance and its members.

(c) Seek to influence the activities of the local, state, and federal governments on behalf of the Alliance's membership, and

(d) Seek to develop mutually beneficial relationships among private sector organizations, government agencies, colleges and universities, and the Alliance's membership.

The corporation is organized as a nonprofit organization and shall be operated exclusively for the promotion of social welfare within the meaning of section 501 (c) (4) of the Internal Revenue Code. 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 as hereinabove stated). 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, other than as may be permitted by an organization that is exempt from federal income taxation under section 501 (a) of the Internal Revenue Code by reason of being described in section 501 (c) (4) of such Code.

FOURTH: To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by the District of Columbia Nonprofit Corporation

Act not without the scope of the THIRD hereof. Without limiting the generality of the foregoing, the corporation shall have the power to sue and be sued, 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 or 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 therefrom.

FIFTH: The corporation shall have members.

SIXTH: The designation of each class of members, and the qualifications and rights of the members of each class, shall be provided in the bylaws. Members shall be entitled to vote.

SEVENTH: The corporation shall not be authorized to issue any capital stock.

EIGHTH: The manner of election or appointment of Directors shall be provided in the bylaws.

NINTH: The Directors of the corporation shall have full authority, consistent with these Articles and the bylaws of the corporation, to regulate the internal affairs of the corporation and to establish its policies. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

- (a) a nonprofit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or each of such organizations shall then qualify (1) as a governmental unit under section 170 (c) of the Internal Revenue Code, (2) as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in sections 170 (c) (2) and 501 (c) (3) of such Code, or (3) as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in section 501 (c) (4) of such Code.
- (b) a nonprofit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify (1) as a governmental unit under section 170 (c) of the Internal Revenue Code, (2) as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in sections 170 (c) (2) and 501 (c) (3) of such Code, or (3) as an organization exempt from federal income taxation under section 501 (a) of such Code as an organization described in section 501 (c) (4) of such Code.

TENTH: References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

ELEVENTH: The address of the registered office of the corporation in the District of Columbia is CT Corporation System, 1025 Vermont Avenue, N.W., Washington, D.C. 20005 and the name of the registered agent at that address is CT Corporation System.

TWELFTH: The number of directors constituting the initial Board of Directors of the corporation is twelve and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualified are:

3 year

Dr. Janice DeCosmo
Director, Washington Space Grant Consortium
Space Grant Box 351650
319 Johnson Hall
Seattle, WA 98195-1650

Dr. William A. Hiscock
Director, Montana State Grant Consortium
261 EPS Building
P.O. Box 173535
Bozeman, MT 59717-3835

Ms. Mary L. Sandy
Director, Virginia Space Grant Consortium
ODU Peninsula Center
2713-D Magruder Blvd
Hampton, VA 23666

Dr. John P. Wefel
Director, Louisiana Space Grant Consortium
Department of Physics and Astronomy
277 Nicholson Hall
Baton Rouge, LA 70803-4001

2 year

Dr. John C. Gregory
Director, Alabama Space Grant Consortium
College of Science
MSB 205
Huntsville, AL 35899

Dr. Richard Hackney
Director, Kentucky Space Grant/NASA EPSCoR
Department of Physics & Astronomy
TCCW 246
One Big Red Way
Bowling Green, KY 42101-3576

Ms. Elaine R. Hansen

Director, Colorado Space Grant Consortium
Space Grant College
Engineering & Applied Science Department
Engineering Center, Room 1B-76
Campus Box 520
Boulder, CO 80309-0520

Dr. James V. Taranik
Director, Nevada Space Grant Consortium
Department of Geological Sciences, MS 172
Mackay School of Mines
Reno, NV 89557-0138

1 year

Dr. Brent D. Bowen
Director, Nebraska Space Grant Consortium
Aviation Institute
Allwine Hall 422
6001 Dodge Street
Omaha, NE 68182-0406

Mr. William J. Byrd
Director, Iowa Space Grant Consortium
Dept. of Aerospace Engr. & Engr. Mechanics
408 Town Engineering Bldg.
Ames, IA 50011-3231

Dr. William L. Garrard
Director, Minnesota Space Grant Consortium
Dept. of Aerospace Engr. & Mechanics
107 Akerman Hall
110 Union Street Southeast
Minneapolis, MN 55455

Dr. Eugene H. Levy
Director, Arizona Space Grant Consortium
Lunar & Planetary Laboratory, Planetary Sciences
Gould-Simpson, Room 1025
Tucson, AZ 85721

THIRTEENTH: The name and address of each incorporator is:

Janet Buckley
1420 New York Avenue
Suite 1050
Washington, DC 20005

Carolyn Fuller
1420 New York Avenue
Suite 1050
Washington, DC 20005

Carri Booth
1420 New York Avenue
Suite 1050
Washington, DC 20005:

INCORPORATORS

Janet Buckley
Janet Buckley

Carolyn Fuller
Carolyn Fuller

Carri Booth
Carri Booth

Date: January 21, 2000

I, _____, a Notary Public, hereby certify that on the 21st day of January, 2000, Janet Buckley, Carolyn Fuller, and Carri Booth appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

State / District of Columbia

City / County of Washington

The foregoing instrument was acknowledged before me this 21st day of January, 2000, by Janet Buckley, Carolyn Fuller, Carri Booth

Stephen D. McKay
Notary Public

My commission expires: 2-31-2002