

**Certificate of Incorporation  
Of the  
National Association of Engineering Student Councils, Inc.**

**(Under Section 402 of the Not-for-Profit Corporation Law)**

The undersigned, for the purpose of forming a corporation pursuant to Section 402 of the Not-for-Profit Corporation Law of New York, hereby certifies:

FIRST: The name of the corporation is:

National Association of Engineering Student Councils, Inc.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law. The Corporation is not formed for pecuniary profit or financial gain.

THIRD: The purposes for which this corporation is formed are as follows:

- (a) To collect, accept, hold, invest, reinvest and administer any gifts, bequests, grants, contributions, benefits of trusts (but not to act as trustee of any trust) and property of any sort, without limitation as to amount or value.
- (b) To expend, contribute, disburse, and otherwise dispose of its money, income and other property by making grants and contributions to, and cooperating with and otherwise voluntarily financially assisting any other corporation, foundation, agency, organization, institution, fund, trust or community chest, whether now existing or hereafter established, organized and operated exclusively for charitable, educational, literary or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
- (c) To engage in all lawful activities, including those which are not otherwise stated in this Certificate of Incorporation, which are incidental or conducive to the accomplishment of any of the above-stated purposes.
- (d) To organize and conduct annual conferences of the student representatives of the National Association of the Engineering Student Councils of various Universities and to hold such other meetings, conferences, and activities as deemed desirable by its governing bodies.

Nothing contained in this Certificate of Incorporation shall authorize the Corporation to undertake or engage in any of the activities specified in subdivisions (a) through (v) of Section 404 of the Not-for-Profit Corporation Law or Section 460 of the Social Services Law.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation is organized exclusively for charitable, educational, literary and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) and shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under such section.

FOURTH: Concerning the regulation of the internal affairs of the Corporation:

- (a) No part of the net earnings of the Corporation shall incur in whole or in part to the benefit of its directors, officers or other private persons except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Certificate of Incorporation.
- (b) No substantial part of the Corporation's activities shall be attempting to influence legislation by propaganda or otherwise, except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law). The Corporation shall not directly or indirectly participate in, or intervene in (including publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Upon 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 exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, literary and scientific purposes as shall at the time qualify as an exempt organization or exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not disposed of shall be disposed of by the Supreme Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such exempt organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

FIFTH: The Corporation shall be a Type B corporation under Section 201 of the Not-for-Profit Corporation Law.

SIXTH: The office of the Corporation shall be located in the County of Erie, State of New York.

SEVENTH: The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Shunsuke Okubo	University of Illinois at Urbana-Champaign 802 W. Green #305 Urbana, Illinois 61801
Douglas Menelly	State University of New York at Buffalo 1941 Clemons Street Bellmore, New York 11710

Karl Zimmer	University of Cincinnati 2191 Quebec Road Cincinnati, Ohio 45214
Pamela Sellier	Mississippi State University 25330 Cuevas-Delisle Road Pass Christian, Mississippi 39571
Kristin VanDragt	University of Colorado at Boulder 582 Pinecrest Drive Los Altos, California 94024
David V. Zawacki	Western New England College 165 Garden Drive Springfield, Massachusetts 01119
Rebecca Jones	Virginia Tech 506F Jackson Street Blacksburg, Virginia 24060
Matt Ricketts	University of Louisville 8715 Whipps Mill Road Louisville, Kentucky 40222
Craig Lyjak	Rose-Hulman Institute of Technology Box 778 5500 Wabash Avenue Terre Haute, Indiana 47803
Juan Sanchez	University of Texas at Austin 5807 Parkwood Drive Austin, Texas 78735
M. Athar Naeem	University of Colorado at Boulder 1740-B South Ammons Lake Wood, Colorado 80232

EIGHTH: The Secretary of State of the State of New York is designated the agent of the Corporation upon whom process against the Corporation may be served. The post office address within this state to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is:

Jaackle, Fleischmann & Mugel  
800 Fleet Bank Building  
12 Fountain Plaza  
Buffalo, New York 14202-2292

NINTH: The subscriber is one of the age of eighteen or over.

IN WITNESS THEREOF, the undersigned has executed this Certificate of Incorporation this 14 day of June, 1996, and affirms that the statements contained herein are true under penalties of perjury.

Signed:

Douglas Menelly, Incorporator  
1941 Clemons Street  
Bellmore, New York 11710

**Affidavit**

State of New York    )  
                              )        SS:  
County of Erie        )

DOUGLAS MENELLY, being duly sworn, deposes and says:

1. That he is the subscriber of the foregoing Certificate of Incorporation of the NATIONAL ASSOCIATION OF ENGINEERING STUDENT COUNCILS, INC., pursuant to the Not-for-Profit Corporation Law of the State of New York.
2. That the said Certificate of Incorporation is for the incorporation of NATIONAL ASSOCIATION OF ENGINEERING STUDENT COUCNILS, an existing unincorporated association.
3. That the subscriber of said Certificate of Incorporation constitutes the sole member of the committee duly authorized, by vote of the membership of the NATIONAL ASSOCIATION OF ENGINEERING STUDENT COUCNILS, at a meeting held on January 28, 1996, to incorporate the existing unincorporated association.

Signed:

Douglass Menelly

Sworn to before me this 23  
day of July, 1996.

Signed:

Janice C. Alber  
Notary Public

(Notary Seal on file)