F I L E D
IN THE OFFICE OF THE SECRETARY
OF STATE OF THE STATE OF OREGON.
APR 3 1990
CORPORATION DIVISION

19708-88

NATIONAL EDUCATIONAL COMPUTING CONFERENCE, INC.

ARTICLES OF INCORPORATION

ARTICLE 1 Name. The name of this Corporation is National Educational Computing Conference, Inc.

ARTICLE 2 Purpose. This corporation is a public benefit corporation. The corporation shall be a nonprofit educational organization whose purposes shall conform with Section 501(c)(3) of the Internal Revenue Code and shall be to sponsor the National Educational Computing Conference and to promote and advance the use of technology in education.

ARTICLE 3 Powers. The corporation shall have the power to do all lawful acts necessary or desirable to carry out its purposes consistent with the provisions of the Oregon Nonprofit Corporation Act and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 4 Members. The corporation shall not have members as defined by the Oregon Nonprofit Corporation Act.

ARTICLE 5 Initial Registered Agent and Office. The name of the Corporation's initial Registered Agent is David Moursund, and the address of the initial Registered Agent is c/o ISTE, University of Oregon, 1787 Agate Street, Eugene, OR 97403.

ARTICLE 6 Principal Office. The principal office of the corporation shall be located at ISTE, University of Oregon, 1787 Agate Street, Eugene, Oregon 97403.

ARTICLE 7 Incorporator. The name and address of the incorporator is David Moursund, c/o ISTE, University of Oregon, 1787 Agate, Eugene, Oregon 97403.

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ARTICLE 8 **Initial Directors**. The number of initial directors is six. The initial directors of the corporation and their addresses are as follows:

David Moursund
c/o ISTE
University of Oregon
1787 Agate Street
Eugene, OR 97403

Dr. Jean Rogers
Hewlett Packard
Corporate Engineering Bldg., 28AD
Box 10320
Palo Alto, CA 94303-0872

Diana Harris
Computing Services
319 PHBA
University of Iowa
Iowa City, IA 52242

Ted Sjoerdsma
Computer Science Department
Washington & Lee University
Lexington, VA 24450

Dorris Lidtke
Dept. of Computer & Information Sciences
Towson State University
Towson, MD 21204

Jim Poirot
Computer Education & Cognitive Systems
University of North Texas
Denton, TX 76203

Each director named has consented to this appointment.

ARTICLE 9 **Director Liability**. No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director; provided that this article shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Oregon Business Corporation Act. No amendment to or repeal of this article shall apply to or have any affect on the liability of any director of the Corporation for any act or omission which occurs prior to the effective date of any such amendment or repeal. No amendment to the Oregon Nonprofit Corporation Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective date of such amendment.

ARTICLE 10 **NET EARNINGS**. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 in Article 2 hereof. No substantial part of the activities of the corporation shall be the carrying on of lobbying, 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 any candidate for public office. Notwithstanding any provision 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 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 179(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE 11 Dissolution. Upon the dissolution of the corporation, any assets remaining thereafter shall be conveyed to such organization or organizations as shall be selected by the affirmative vote of the majority of the directors entitled to vote in respect thereof, provided however, that such organization or organizations shall be exempt under Section 501(c)(3) of the Internal Revenue Code.

David Moursund
David Moursund
Incorporator

Person to contact about this filing:

J. Lee Lashway
P.O. Box 11620
Eugene, OR 97440
485-0220