

STATE OF GEORGIA

Secretary of State

Corporations Division

315 West Tower

#2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF INCORPORATION

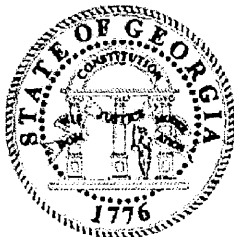
I, **Brian P. Kemp**, the Secretary of State and the Corporations Commissioner of the State of Georgia, hereby certify under the seal of my office that

NATIONAL ASSOCIATION OF GOVERNMENTAL LABOR OFFICIALS, INC.

a Domestic Non-Profit Corporation

has been duly incorporated under the laws of the State of Georgia on **07/30/2010** by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta
and the State of Georgia on July 30, 2010



A handwritten signature in black ink, appearing to read "B. P. Kemp".

Brian P. Kemp
Secretary of State

ARTICLES OF INCORPORATION
OF
NATIONAL ASSOCIATION OF GOVERNMENTAL LABOR OFFICIALS, INC.

ARTICLE I
NAME

The name of the corporation is the NATIONAL ASSOCIATION OF GOVERNMENTAL LABOR OFFICIALS, INC. (the "Association").

ARTICLE II
NONPROFIT CORPORATION AND CHARITABLE PURPOSES

The Association is a nonprofit corporation under the provisions of the Georgia Nonprofit Corporation Code. It is organized, and shall at all times operate, exclusively for public "charitable uses and purposes" (as defined in Article XI hereinbelow). In furtherance of such purposes, the Association shall have full power and authority:

(a) To acquire and administer funds and property which, after the payment of necessary expenses, shall be devoted to charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as may be determined from time to time by the Executive Board or members. The preceding sentence shall not be construed to require the Executive Board or members to distribute the principal or corpus held by the corporation;

(b) To make distributions to organizations that qualify as tax exempt organizations under Sections 501(a) and 501(c)(3) of the Code;

(c) To receive and accept property, whether real, personal, or mixed, by way of gift, bequest or devise, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the governing instruments of the Association, as the same shall be amended from time to time; and

(d) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable or conducive, directly or indirectly, as determined by the Executive Board or members to carry out any of the purposes of the Association, as set forth in these Articles of Incorporation and as may be set forth in the Bylaws of the Association, including the exercise of all other power and authority enjoyed by corporations generally by virtue of the provisions of the Georgia Nonprofit Corporation Code (within and subject to the limitations of Section 501(c)(3) of the Code).



The Association shall serve only such purposes and functions and shall engage only in such activities as are consonant with the purposes set forth in this Article II and as are exclusively charitable and are entitled to charitable status under Section 501(c)(3) of the Code.

ARTICLE III
DURATION

The Association shall have perpetual duration.

ARTICLE IV
TAX-EXEMPT NONPROFIT CORPORATION

- (a) The Association shall be neither organized nor operated for pecuniary gain or profit.
- (b) No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any director, member, officer, agent or employee of the Association, or any other private person; but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II hereof.
- (c) No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the Association shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- (d) Notwithstanding any other provisions of these Articles of Incorporation, the Association shall not carry on any other activities not permitted to be carried on:
 - (i) By a corporation exempt from federal income taxation under Section 501(c)(3) of the Code; or
 - (ii) By a corporation, contributions to which are deductible for federal income tax purposes under Section 170(c)(2) of the Code.

It is intended that the Association shall have, and continue to have, the status of an organization which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code. All terms and provisions of these Articles of Incorporation and the Bylaws of the Association, and all authority and operations of the Association, shall be construed, applied and carried out in accordance with such intent.

ARTICLE V
BOARD OF DIRECTORS

The Executive Board of the Association as constituted in the Bylaws shall serve as the Board of Directors. It shall be the duty of the Executive Board to carry out the purposes and functions of the Association as set forth in these Articles and as authorized in the Bylaws of the Association, provided that no action taken shall be inconsistent with the status of the Association as a nonprofit corporation which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code. The Executive Board shall be elected in accordance with the Bylaws of the Association.

ARTICLE VI
MEMBERS

The Association shall be a membership association, the eligibility to become a member as specified in the Bylaws of the Association. It shall be the duty of the members to exercise such authority as may be vested in the members in accordance with the provisions of the Bylaws of the Association, provided that no action taken shall be inconsistent with the status of the Association as a nonprofit corporation which is exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code.

ARTICLE VII
DISSOLUTION OF CORPORATION

Upon dissolution of the Association, the Executive Board shall, after paying or making provision for payment of all the liabilities of the Association, dispose of all of the assets of the Association by distributing those assets exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively for public charitable uses and purposes as shall at the time qualify as exempt from taxation under Sections 501(a) and 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction for the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The initial registered agent of the Association shall be Donald M. Etheridge, Jr. and the initial registered office shall be in Fulton County, Georgia at 303 Peachtree Street, Suite 5300, Atlanta, GA 30308.

ARTICLE IX
LIMITATIONS ON DIRECTOR AND MEMBER LIABILITY

No director, member or agent of a member of the Association shall be liable to the Association for monetary damages for any action taken, or any failure to take any action, as a director, member or agent of a member except liability (i) for any appropriation, in violation of his or her duties, of any business opportunity of the Association; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of the law; (iii) for any type of act or transaction set forth in Sections 14-3-860 through 14-3-864 of the Georgia Nonprofit Association Code; or (iv) for any transaction from which the director, member or agent of a member received an improper personal benefit. If the Georgia Nonprofit Association Code is amended after the effective date of these Articles to authorize corporate action further limiting the personal liability of directors, members or agents of a member, then the liability of a director, member or agent of a member of the Association shall be limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended. Any repeal or modification of the foregoing paragraph shall not adversely affect any right or protection of a director, member or agent of a member of the Association existing at the time of such repeal or modification.

ARTICLE X
INDEMNIFICATION; INSURANCE

(a) No director, member, agent of a member or officer of the Association shall be liable for any debts or obligations of the Association, and creditors shall look only to the assets of the Association for satisfaction of any debts or obligations of the Association.

(b) To the fullest extent permitted by applicable law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative (other than (i) in connection with a proceeding by or in the right of the Association or (ii) in connection with any other proceeding in which the person was adjudged liable on the basis that personal benefit was improperly received by the person, whether or not involving action in the person's official capacity) by reason of the fact that he or she is or was a director, member, agent of a member, officer, employee or agent of the Association, or is or was serving at the request of the Association as director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding if he or she conducted himself or herself in good faith and if he or she reasonably believed (i) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the Association; (ii) in all other cases, that such conduct was at least not opposed to the best interests of the Association; and (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that a person did not act in a manner which he or she believed in good faith to be in or not opposed to the best interests of the

Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(c) To the fullest extent permitted by applicable law, the Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Association by reason of the fact he or she is or was a director, member, agent of a member, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against reasonable expenses only (including attorneys' fees) actually and reasonably incurred by him or her in connection with such action, suit or proceeding if it is determined that he or she conducted himself or herself in good faith and if he or she reasonably believed (i) in the case of conduct in his or her official capacity, that such conduct was in the best interests of the Association; (ii) in all other cases, that such conduct was at least not opposed to the best interests of the Association; and (iii) in the case of any criminal proceeding, that the individual had no reasonable cause to believe such conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that a person did not act in a manner which he or she believed in good faith to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(d) To the extent that a person indemnified under this Article has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in sections (b) and (c) above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith.

(e) Any indemnification under section (b) and (c) of this Article shall be made by the Association only as authorized in the specific proceeding upon a determination that indemnification of the director, member, agent of a member, officer, employee, or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in sections (b) and (c) of this Article. Such determination shall be made (i) if there are two or more disinterested directors, by the Executive Board by a majority vote of all the disinterested directors (a majority of whom shall for such purpose constitute a quorum) or by a majority of the members of a committee of two or more disinterested directors appointed by such a vote, or (ii) if such a quorum is not obtainable, or, even if obtainable if a quorum of disinterested Executive Board members so directs, by independent legal counsel.

(f) Expenses incurred in defending a civil or criminal action, suit, or proceeding shall, to the fullest extent permitted by law, be paid by the corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of (i) a written affirmation of the director, officer, employee, or agent of his or her good faith belief that he or she has met the standard of conduct set forth herein or that the proceeding involves conduct for which liability has been eliminated and (ii) with a written undertaking by or on behalf of the director, member, agent of a member, officer,

employee, or agent to repay such amount if it is ultimately determined that such person is not entitled to indemnification.

(g) The indemnification provided by this Article shall not be deemed exclusive of any other rights, in respect of the indemnification or otherwise, to which those seeking indemnification may be entitled under any Bylaw or resolution approved by the affirmative vote of the Executive Board members taken at a meeting the notice of which specified that such Bylaw or resolution would be placed before the Executive Board members, both as to action by a director, member, agent of a member, officer, employee, or agent in his or her official capacity and as to action in another capacity while holding such office or position, and shall continue as to a person who has ceased to be a director, member, agent of a member, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person. The indemnification provided by this Article shall be considered a contract right of the covered person.

(h) The Association and its officers shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, member, agent of a member, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another association, corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XI DEFINITIONS

(a) For purposes of these Articles of Incorporation, "charitable purposes and uses" include charitable, religious, educational, literary, or scientific purposes within the meaning of Section 501(c)(3) of the Code, contributions for which are deductible under Section 170(c)(2) of the Code.

(b) All references in these Articles of Incorporation to sections of the "Internal Revenue Code" shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue Law, and to all Treasury Regulations issued under such sections and provisions.

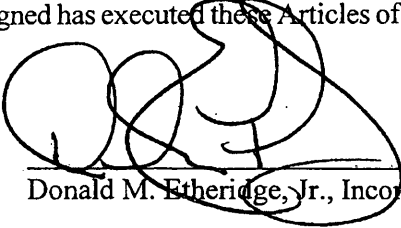
ARTICLE XII INCORPORATOR

The name and address of the Incorporator is Donald M. Etheridge, Jr., McKenna Long & Aldridge LLP, 303 Peachtree Street, Suite 5300, Atlanta, GA 30308.

ARTICLE XIII
MAILING ADDRESS

The mailing address of the initial principal office of the Association is c/o Georgia Department of Labor, 1700 Century Circle, Suite 100, Atlanta, Georgia, 30345.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 29th day of July, 2010.



Donald M. Etheridge, Jr., Incorporator

2010 JUL 30 PM 1:53
SECRETARY OF STATE
CORPORATIONS DIVISION



Brian P. Kemp
Secretary of State

OFFICE OF SECRETARY OF STATE
CORPORATIONS DIVISION
315 West Tower, #2 Martin Luther King, Jr. Drive
Atlanta, Georgia 30334-1530
(404) 656-2817

Registered agent, officer, entity status information via the Internet
<http://www.georgiacorporations.org>

TRANSMITTAL INFORMATION
GEORGIA PROFIT OR NONPROFIT CORPORATIONS

IMPORTANT

Remember to include your e-mail address when completing this transmittal form.

Providing your e-mail address allows us to notify you via e-mail when we receive your filing and when we take action on your filing. Please enter your e-mail address on the line below. Thank you.

E-Mail: cmcewen@mckennalong.com

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM

1.

Corporate Name Reservation Number (if one has been obtained; if articles are being filed without prior reservation, leave this line blank)

National Association of Governmental Labor Officials, Inc.

Corporate Name (List *exactly* as it appears in articles)

2.

Donald M. Etheridge, Jr.

404-527-8459

Name of person filing articles (certificate will be mailed to this person, at address below)

Telephone Number

McKenna Long & Aldridge LLP 303 Peachtree Street, Suite 5300

Address

Atlanta

GA

30308

City

State

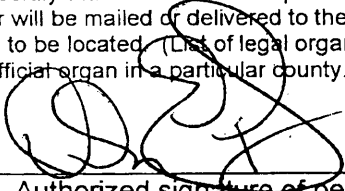
Zip Code

3.

Mail or deliver the following items to the Secretary of State, at the above address:

- 1) This transmittal form
- 2) Original and one copy of the Articles of Incorporation
- 3) Filing fee of \$100.00 payable to Secretary of State. Filing fees are NON-refundable.

I certify that a Notice of Incorporation or Notice of Intent to Incorporate with a publication fee of \$40.00 has been or will be mailed or delivered to the official organ of the county where the initial registered office of the corporation is to be located. (List of legal organs is posted at web site; or, the Clerk of Superior Court can advise you of the official organ in a particular county.)


Authorized signature of person filing documents

Date

Request certificates and obtain entity information via the Internet: <http://www.georgiacorporations.org>