

ARTICLES OF INCORPORATION

OF

ACCREDITING ASSOCIATION OF SEVENTH-DAY ADVENTIST

SCHOOLS, COLLEGES AND UNIVERSITIES, INC.

97 JAN 8 10 10 40

1/8/97 at 1040a.m.

THIS IS TO CERTIFY THAT:

FIRST: The undersigned, Lisa Saveikis Burrow, whose address is 12501 Old Columbia Pike, Silver Spring, Maryland 20904, being at least eighteen (18) years of age, does hereby form a non-stock corporation under the general laws of the State of Maryland.

SECOND: The name of the corporation (which is hereinafter called "Adventist Accrediting Association") is:

ACCREDITING ASSOCIATION OF SEVENTH-DAY ADVENTIST SCHOOLS, COLLEGES AND UNIVERSITIES, INC.

THIRD: Adventist Accrediting Association is organized and shall be operated exclusively as a not-for-profit, non-stock, charitable, educational, scientific and religious organization within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 and the regulations thereunder, as they now exist or may hereafter be amended (collectively the "Internal Revenue Code"), for the following purposes:

(a) To serve as the denominational accrediting authority for all tertiary and graduate educational programs and institutions operated in the name of the Seventh-day Adventist Church; to review and endorse the accreditation of secondary schools; and to evaluate the quality of the denominational institutions' programs and their implementation of the Seventh-day Adventist philosophy of education in order to foster the unity and mission of the Church. Adventist Accrediting Association is an integral part of the Seventh-day Adventist Church.

(b) To engage in any lawful activities which are in furtherance of the purposes of Adventist Accrediting Association as restricted herein.

FOURTH: The address of the principal office of Adventist Accrediting Association in this state is 12501 Old Columbia Pike, Silver Spring, Maryland 20904

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Articles of Incorporation of Accrediting Association of Seventh-day Adventist Schools, Colleges and Universities, Inc. Rev. 11/22/96

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I.D. NO# D4585402 ACKN. NO. - 135C3106870 ACCREDITING ASSOCIATION OF SEVENTH-DAY ADVENTIST SCHOOLS, COLLEGES AND UNIVERSITIES, INC.

NO. OF CERTIFIED COPIES - 1

STATE OF MARYLAND I hereby certify that this is a true and complete copy of the 4 page document on file in this office. DATED: JANUARY 27, 1997 BY: [Signature] Custodian This stamp replaces our previous certification system. Effective: 6/95

FIFTH: The resident agent of Adventist Accrediting Association is The Corporation Trust, Inc., which address is 32 South Street, Baltimore, Maryland 21202.

SIXTH: The term for which Adventist Accrediting Association is organized and the duration of its existence is to be perpetual.

SEVENTH: Adventist Accrediting Association is not authorized to issue capital stock.

EIGHTH: Adventist Accrediting Association shall have a Board of three (3) Directors unless the number is changed in accordance with the Bylaws of Adventist Accrediting Association. The number of Directors may be increased or decreased in accordance with the Bylaws of Adventist Accrediting Association but shall never be less than the minimum number required by the Maryland General Corporation Law. The initial Directors are:

1. Humberto M. Rasi
2. Reo E. Ganson
3. Calvin B. Rock

All of the Directors shall be members of the Seventh-day Adventist Church and at least a majority of the Directors shall be composed of members from specific denominational constituencies, boards or executive committees of organizations that are listed in the Seventh-day Adventist Yearbook.

NINTH: No Director or officer of the Adventist Accreditation Association shall be liable to Adventist Accreditation Association or its members for money damages except (1) to the extent that it is proved that such Director, officer, or member actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property, or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such a Director, officer, or member is entered in a proceeding based on a finding in the proceeding that such Director, officer, or member's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the Charter or Bylaws inconsistent with this Article, shall affect any Director, officer, or member's act or failure to act which occurred prior to such amendment, repeal, or adoption.

TENTH: The membership of this Corporation shall be determined by reference to the section covering "Education" in the latest edition of the Working Policy of the General Conference

of Seventh-day Adventists, wherein the criteria for qualification and selection of members are set out.

ELEVENTH: Notwithstanding any other provision of these Articles:

(a) No part of the net earnings of Adventist Accrediting Association shall inure to the benefit of any member, Director or officer of Adventist Accrediting Association, or any private person, except that reasonable compensation may be paid for services actually rendered to or for Adventist Accrediting Association. No member, Director or officer of Adventist Accrediting Association, or any private person, shall be entitled to share in the distribution of any corporate assets upon dissolution of Adventist Accrediting Association.

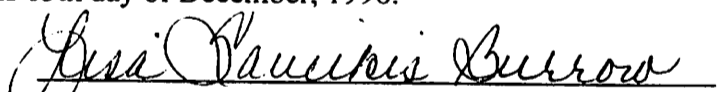
(b) Except as provided and permitted under Sections 501(h) and 4911 of the Internal Revenue Code, no substantial part of the activities of Adventist Accrediting Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Adventist Accrediting Association shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(c) Adventist Accrediting Association shall have no power directly or indirectly to engage in any activity which would invalidate its status as a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

TWELFTH: Upon the dissolution of Adventist Accrediting Association, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of Adventist Accrediting Association, distribute, transfer, convey, deliver, and pay over to the General Conference of Seventh-day Adventists, or to any Seventh-day Adventist organization which qualifies as a tax-exempt organization described in Section 501(c)(3) of the Internal Revenue Code or corresponding provision of any subsequent federal tax laws, all assets of Adventist Accrediting Association.

THIRTEENTH: Adventist Accrediting Association reserves the right to make, from time to time, any amendments to these Articles which may now or hereafter be authorized by law.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation, and I acknowledge the same to be my act, on this 13th day of December, 1996.


Lisa Saveikis Burrow