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**ARTICLES OF INCORPORATION  
OF  
PROJECT MANAGEMENT INSTITUTE OF CENTRAL IOWA, INC.**

1. The name of the corporation is **PROJECT MANAGEMENT INSTITUTE OF CENTRAL IOWA, INC.**

2. The corporation is a non-profit educational corporation.

3. The corporation is a public benefit corporation.

4. (a) The complete address of the corporation's initial registered office in Iowa is

2536 73<sup>rd</sup> Street, Urbandale, Iowa 50322

(b) The name of the initial registered agent to be located at the address listed in

4(a) is David B. Russell.

5. The name and complete address of the incorporator is Don Kerr, PO Box 31028, Des Moines, Iowa 50310.

6. The complete address of the corporation's principal office is: PO Box 31028, Des Moines, Iowa 50310.

7. The number of directors constituting the Board of Director shall be 8.

8. The name and addresses of the persons who are to serve as the initial directors are:

Jan Post  
6147 Oakwood Drive  
Urbandale IA 50322

Don Kerr  
7621 Ridgmont Drive  
Urbandale IA 50322

Bob Siwinski  
616 10<sup>th</sup> Street  
Des Moines IA 50309

Lee Towe  
9700 Valdez Drive  
Urbandale IA 50322

Shelly Brotherton  
206 8<sup>th</sup> Street  
Des Moines IA 50309

Dee Pink  
3505 80<sup>th</sup> Street  
Urbandale IA 50322

Gary Toelle  
1824 NW 151<sup>st</sup> Ct.  
Clive IA 50325

Jan Vanderwerf  
2815 NE 95<sup>th</sup> Avenue  
Ankeny IA 50021

9. The corporation shall be incorporated under Iowa Non-Profit Corporation Act under Chapter 504A (Iowa Code, 1999) and shall engage in all lawful purposes.

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STATE OF IOWA  
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10. The corporation is organized exclusively for:
  - A. To advance the general and specific purposes of the Project Management Institute, Inc.
  - B. To advance the practice and profession of project management.
  - C. To encourage and facilitate education, certification and professionalism in project management.
  - D. To provide a forum for discussion and examination of problems, solutions, applications and ideals related to the management of projects.
  - E. To disseminate information regarding developments in project management.
11. In the event of dissolution, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of the residual assets by distribution to one or more organizations which themselves are exempt organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue law, or to the federal, state, or local governments for exclusive purpose.
12. No part of the net earnings of the corporation shall inure to the benefit of or be distributed to, its trustees, directors, officers, or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make reimbursements and to make payment and distribution in furtherance of the purposes of the corporation set forth hereinabove.
13. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not carry participate in, nor intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
14. Notwithstanding any other provision of these articles, the corporation shall not carry

on any other activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

15. The directors of the corporation shall adopt the bylaws which shall embody general policy provision relating to the management and operation of the corporation. The power to alter, amend, or repeal the bylaws or to adopt new bylaws shall be vested in the Board of Directors.

16. Amendments to this Charter of Incorporation shall be made pursuant to Section 504A.34 of the 1999 Code of Iowa, as amended.

Dated this 29 day of January, 2001.

  
Don Kerr

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