

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

PROFESSIONAL AVIATION BOARD OF CERTIFICATION

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **10th** day of **January, 2003**.

David Clark
DIRECTOR

Elizabeth O. Kim
Administrator
~~Business Regulation Administration~~


Patricia E. Grays
Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION
OF
PROFESSIONAL AVIATION BOARD OF CERTIFICATION

To:
Department of Consumer and Regulatory Affairs
Business Regulation Administration
Corporation's Division
941 North Capitol Street, NE
Washington, D.C. 2002

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the Corporation is Professional Aviation Board of Certification.

SECOND: The period of its duration is perpetual.

THIRD: The Corporation is a nonprofit corporation. The Corporation is organized exclusively to enhance public safety through its educational, research and professional assessment activities. The Corporation is specifically organized to promote the education and skills development of aviation professionals through research and the establishment and enforcement of testing and credentialing standards for those who perform various high-risk/high-threat functions in commercial aviation service for the public. In furtherance of this specific purpose, the Corporation shall have the following general purposes:

1. To conduct the affairs and activities of the Corporation as a nonprofit corporation in accordance with the requirements for nonprofit corporations identified in Section 501(c) of the Internal Revenue Code of 1954 (as may be amended).
2. To coordinate with representatives of federal agencies responsible for establishing minimum licensing and safety requirements on the setting of standards for those who perform various high-risk/high-threat professional, commercial aviation services that impact public safety.

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3. To educate and advise aviation safety and regulatory agencies, aviation educational institutions and training organizations, aviation manufacturing and support industries, employers of aviation personnel, consumers of aviation services and the general public about the research and standards developed by the Corporation.
4. To provide a national resource for federal agencies responsible for aviation safety and licensing, aviation employers, professional aviation practitioners, aviation educators and related aviation manufacturing and support industries.
5. To research, identify and establish industry-defined minimum educational, skill and experiential requirements for those who seek to serve as professional aviation practitioners in select high-risk/high-threat disciplines.
6. To evaluate and credential professional aviation practitioners who demonstrate compliance with those industry-defined requirements, through rigorous assessment and other credentialing measures.
7. To establish and enforce standards for renewal, re-certification and continued credentialing by the Corporation, including standards for professional practice and disciplinary actions.
8. To engage in any other lawful activity consistent with the provisions of this Article and the D.C. Nonprofit Corporation Act.

FOURTH: The Corporation shall not have members.

FIFTH: The affairs of the Corporation shall be governed by the Board of Directors.

SIXTH: The Board of Directors shall consist of at least 3 Directors and no more than 21 Directors. Directors may be elected or appointed to serve on the Board of Directors, in accordance with the provisions of the Corporation's Bylaws. The terms of Directors shall be identified in the Corporation's Bylaws, and may be staggered and renewed in accordance with the provisions of the Corporation's Bylaws. The Corporation's Bylaws shall identify and define the voting powers and duties of Directors.

SEVENTH: The number of Directors constituting the initial Board of Directors is four (4) and the names and addresses, including street number and zip code, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

David S. Bushy
4240 Ridgehurst Drive
Smyrna, Georgia 30080

Benjamin A. Berman
9725 Duffer Way
Montgomery Village, Maryland 20886

Neil C. Krey
340 Harwood Road - Apt C
Hurst, TX 76054

Peter J. Wolfe
6 Mariner Village Drive
Seabrook, Texas 77586

EIGHTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, 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 the purpose clause hereof. **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 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 other provision of this document, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

NINTH: These Articles of Incorporation may be amended by majority vote of the Directors serving on the Board of Directors who are entitled to vote on the amendment of the Articles of Incorporation.

TENTH: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all the assets of the Corporation for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or to a state or local government, for a public purpose as the Board of Directors shall determine.

ELEVENTH: The initial registered office of the Corporation is to be located at 1025 Vermont Ave. N.W., Washington, DC 20005 and the name of the initial registered agent is CT Corporation System.

TWELTH: The name and address, including the street and number, of each incorporator is as follows:

Benjamin A. Berman
9725 Duffer Way
Montgomery Village, Maryland 20886

Neil C. Krey
340 Harwood Road - Apt C
Hurst, TX 76054

Margaret L. Bloom
18400 Allspice Drive
Germantown, Maryland 20874

SIGNED:

B A Berman

BENJAMIN A. BERMAN, INCORPORATOR

DATE: 1/9/2003

NOTARY:

State or District of MARYLAND _____;
County of MONTGOMERY _____;
To-wit:

I, FEDERICO ANTHONY PEDREIRA, a Notary Public in and for the State and County aforesaid, hereby certify that on this 9th day of January, 2003, Benjamin A. Berman personally appeared before me and signed the foregoing Articles of Incorporation and averred that the statements therein contained are true.

Federico Anthony Pedreira

Notary Public

Seal

My commission expires: My Commission Expires January 24, 2006

FEDERICO ANTHONY PEDREIRA
NOTARY PUBLIC STATE OF MARYLAND

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SIGNED:

Neil C. Krey
Neil C. Krey, INCORPORATOR

DATE:

January 8, 2003

NOTARY:

State or District of Texas ;

County of Tarrant ;

To-wit:

I, Mary A. Ferris, a Notary Public in and for the State and County aforesaid, hereby certify that on this 8 day of January, 2003, Neil C. Krey personally appeared before me and signed the foregoing Articles of Incorporation and averred that the statements therein contained are true.



Mary A. Ferris
Notary Public

Seal

My commission expires:

7/27/04

SIGNED:

Margaret L. Bloom
MARGARET L. BLOOM, INCORPORATOR

DATE: January 8, 2003

NOTARY:

State or District of MARYLAND :
County of MONTGOMERY :
To-wit:

I, CHARLES D. YATES, a Notary Public in and for the State and County aforesaid, hereby certify that on this 8TH day of January, 2003, Margaret L. Bloom personally appeared before me and signed the foregoing Articles of Incorporation and averred that the statements therein contained are true.

Charles D. Yates
Notary Public

CHARLES D. YATES
NOTARY PUBLIC STATE OF MARYLAND
MY COMMISSION EXPIRES JULY 01, 2005

Seal

My commission expires: 7/1/2005