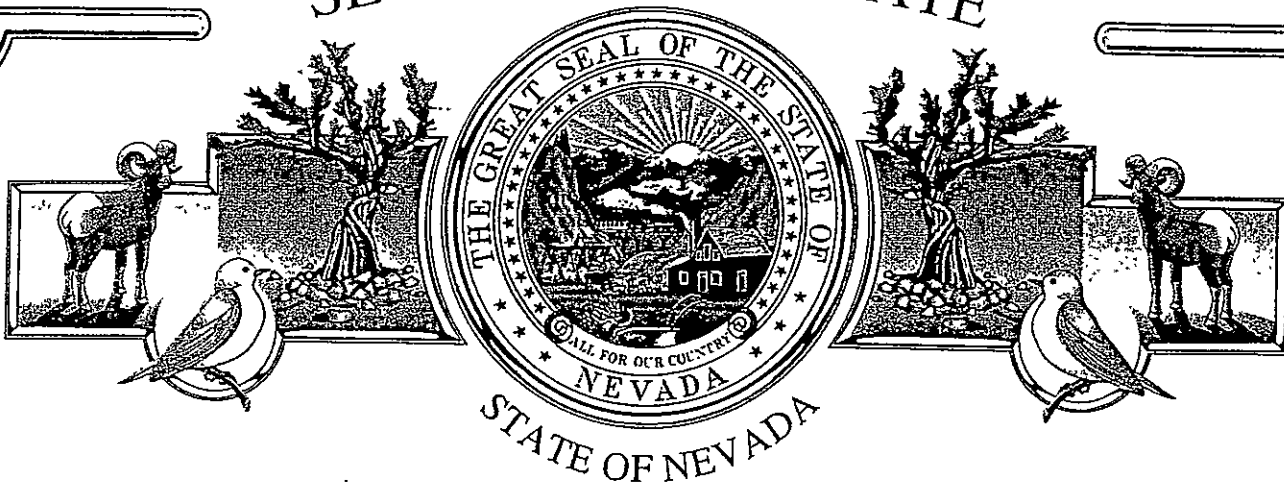


SECRETARY OF STATE



CORPORATE CHARTER

I, DEAN HELLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **NEVADA ASSOCIATION OF THE VOCATIONAL INDUSTRIAL CLUBS OF AMERICA** did on **October 16, 1997** file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office, in Carson City, Nevada, on **October 16, 1997**.



Dean Heller

Secretary of State

By

Hanni Vallil

Certification Clerk

FY98-16246 25 TM

OCT 16 1997
No. 022906-97

Dean Heller
DEAN HELLER, SECRETARY OF STATE

**ARTICLES OF INCORPORATION FROM THE NEVADA ASSOCIATION
OF THE VOCATIONAL INDUSTRIAL CLUBS OF AMERICA, INC.
A NONPROFIT EDUCATIONAL ORGANIZATION**

To Dean Heller, Secretary of State

We, the undersigned being natural persons of the age of twenty-one or more and citizens of the United States, for the purpose of forming a nonprofit corporation under Chapter 82 of the laws of the State of Nevada, do hereby adopt the following Articles of Incorporation.

ARTICLE I Name

The name of this corporation is the "Nevada Association of the Vocational Industrial Clubs of America."

ARTICLE II Period of Duration

The period of duration of the corporation is perpetual.

ARTICLE III Resident Office and Resident Agent

The address of its initial resident office in the State of Nevada, is the Department of Education, 700 East Fifth Street in the city of Carson City, and the name of its initial resident agent is Michael J. Raponi whose address is the Department of Education, 700 East Fifth Street in the city of Carson City.

ARTICLE IV Purposes

The corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any further Revenue Law), and shall in furtherance thereof, without regard to sex, race, creed or national origin, develop leadership abilities and interest in vocational education for students who are residents of Nevada and enrolled in a coherent sequence of courses with vocational and industrial objectives, by providing guidance and assistance to local student chapters dedicated to the development of such abilities and interest through participation of vocational or other educational activities; provided however, that no part of the net earnings of the corporation shall inure to the benefit of any private member or individual, and provided further that no substantial part of its activities shall involve the carrying on of propaganda, or otherwise attempt to influence legislation.

ARTICLE V 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 (applicable state not-for-profit corporation act) and Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VI Nonprofit

This corporation is organized on a nonprofit, non-stock basis.

ARTICLE VII Incorporators

The names and places of residence or business of each of the incorporators are:

| Name | Address (business) |
|-----------------|--|
| 1. Janice Brown | Vo-Tech High School 5710 Mountain Vista |

2. Bruce Nelson
Area Technical Trade Center
444 West Brooks
North Las Vegas, NV 89030
3. Robin Tanner
Galena High School
3600 Butch Cassidy
Reno, NV 89511
4. Michael Raponi
Nevada Department of Education
700 East Fifth Street
Carson City, NV 89701-5096

ARTICLE VIII Initial Board of Directors

The names and addresses of the ten (10) members of the first name Board of Directors are:

- | Name | Address (business) |
|---------------------|---|
| 1. Keith Aikenhead | Elko High School 987 College Avenue Elko, NV 89801 |
| 2. Daniel Berg | Vo-Tech High School 5710 Mountain Vista Las Vegas, NV 89120 |
| 3. Bill Barbie | Carson High School 1111 North Saliman Carson City, NV 89701 |
| 4. Janice Brown | Vo-Tech High School 5710 Mountain Vista Las Vegas, NV 89120 |
| Lee Maughan | Lincoln County High School P.O. Box 268 Panaca, NV 89042 |
| 6. Bruce Nelson | Area Technical Trade Center 444 West Brooks North Las Vegas, NV 89030 |
| 7. Michael Raponi | Nevada Department of Education 700 East Fifth Street Carson City, NV 89701-5096 |
| 8. Edgar Read | Glenn Hare Occupational Center 350 Hunter Lake Drive Reno, NV 89509 |
| 9. Robin Tanner | Galena High School 3600 Butch Cassidy Reno, NV 89511 |
| 10. Rick Van Ausdal | Western Nevada Community College 2201 West Nye Lane Carson City, NV 89703 |

ARTICLE IX Members

There shall be two classes of members: adult and student. The adult members of this corporation shall consist of the adult chapter advisors within the State of Nevada, who are professional members in good standing of the Vocational Industrial Clubs of America, Inc. Voting rights of the adult members shall be in accordance with the Bylaws of this corporation. Only members in good standing of this association and the Vocational Industrial Clubs of America, Inc. may claim such member privileges and benefits as may be rendered or offered. Student members shall have no voting rights or privileges in the corporation.

ARTICLE X

Regulation of Internal Affairs

Authority to regulate the affairs of the corporation shall be vested in the Board of Directors. Positions on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

ARTICLE XI Dissolution and Liquidation

Upon dissolution or final liquidation of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of the remaining assets of the corporation in accordance with its purposes or transfer such assets to the Vocational Industrial Clubs of America, Inc., or any other organization organized and operated exclusively for charitable, scientific or educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE XII Service of Notice

The post office address to which the Secretary of State shall mail any notice required by law shall be Nevada VICA Association, 700 E. Fifth Street, Carson City, Nevada 89701-5096

In witness whereof, the incorporators have signed these articles of incorporation this 8th day of August A.D. 1997.

Janice Brown
Name (print)

Bruce Nelson Bruce Nelson
Name (print)

5710 Mountain Vista, Las Vegas, Nevada 89120
Address City/State/Zip

444 West Brooks, North Las Vegas, Nevada 89030
Address City/State/Zip

Janice Brown
Signature

Bruce Nelson
Signature

State of Nevada County of Clark

State of Nevada County of Clark

This instrument was acknowledged before me on August 8, 1997, by

This instrument was acknowledged before me on August 8, 1997, by

JANICE BROWN
Name of Person

BRUCE NELSON
Name of Person

as incorporator NEVADA ASSOCIATION OF THE VOCATIONAL INDUSTRIAL CLUBS OF AMERICA
(name of party on behalf of whom instrument was executed)

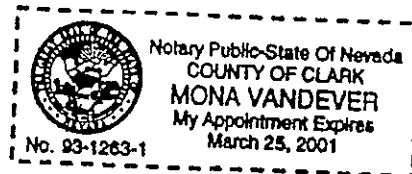
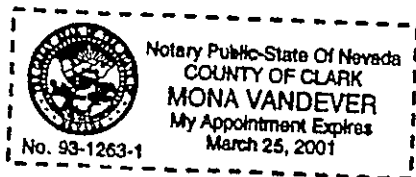
as incorporator NEVADA ASSOCIATION OF THE VOCATIONAL INDUSTRIAL CLUBS OF AMERICA
(name of party on behalf of whom instrument was executed)

Mona Vandever
Mona Vandever, Notary Public

Mona Vandever
Mona Vandever, Notary Public

Notary Public Signature
(affix notary stamp or seal)

Notary Public Signature
(affix notary stamp or seal)



Robin Tanner
Name (print)

3600 Butch Cassidy, Reno, Nevada 89511
Address City/State/Zip

Robin Tanner
Signature


State of _____ County of _____

This instrument was acknowledged before me on
August 8, 19 97, by

ROBIN TANNER
Name of Person

as incorporator NEVADA ASSOCIATION OF THE
of VACATIONAL INDUSTRIAL CLUBS OF AMERICA
(name of party on behalf of whom instrument was
executed)

Mona Vandever

 Mona Vandever, Notary Public
Notary Public State Of Nevada
COUNTY OF CLARK
MONA VANDEVER
My Appointment Expires
March 25, 2001
Public Signature
(affix notary stamp or seal)

Michael J. Raponi
Name (print)

700 East Fifth Street, Carson City, Nevada 89701
Address City/State/Zip

Michael J. Raponi
Signature


State of _____ County of _____

This instrument was acknowledged before me on
August 8, 19 97, by

MICHAEL J. RAPONI
Name of Person

as incorporator NEVADA ASSOCIATION OF THE
of VACATIONAL INDUSTRIAL CLUBS OF AMERICA
(name of party on behalf of whom instrument was
executed)

Mona Vandever

 Vandever, Notary Public
Notary Public State Of Nevada
COUNTY OF CLARK
MONA VANDEVER
My Appointment Expires
March 25, 2001
Public Signature
(affix notary stamp or seal)
No. 93-1263-1

CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

I, Michael J. Raponi, hereby accept appointment as Resident Agent for the above named corporation.

Michael J. Raponi
Signature of Resident Agent

8/8/97
Date