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.

Secretary of State
By Certification Clerk
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. Rapoli 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

5. 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)

5710 Mountain Vista, Las Vegas, Nevada 89120  
Address

Signature

State of Nevada  
County of Clark

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

Janice Brown  
Name of Person

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

Mona Vandeaver, Notary Public  
Notary Public Signature  
(affix notary stamp or seal)

Bruce Nelson  
Name (print)

444 West Brooks, North Las Vegas, Nevada 89030  
Address

Signature

State of Nevada  
County of Clark

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

Bruce Nelson  
Name of Person

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

Mona Vandeaver, Notary Public  
Notary Public Signature  
(affix notary stamp or seal)
CERTIFICATE OF ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

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

Signature of Resident Agent

Date