I certify the attached is a true and correct copy of the Articles of Incorporation of GREATER MIAMI CHAPTER OF NIGP, INC., a Florida corporation, filed on August 24, 1998, as shown by the records of this office.

The document number of this corporation is N98000004899.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-fifth day of August, 1998

[Signature]
Sandra B. Morthan
Secretary of State
ARTICLES OF INCORPORATION

GREATER MIAMI CHAPTER OF NIGP, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

1. **Name.** The name of the corporation shall be Greater Miami Chapter of NIGP, Inc.

2. **Principal office.** The principal place of business and the mailing address of this corporation shall be: 111 N.W. First Street, Suite 2550, Miami, Florida 33128.

3. **Purposes.** This corporation is organized and shall be administered and operated exclusively to receive, administer, and expend funds for the following purposes:

   a. To promote ethical, efficient, and cost-effective public purchasing policies and practices;

   b. To provide educational programs, products, and services for public purchasing personnel;

   c. To enable public purchasing personnel to exchange useful information about policies, practices, procedures, products, and services of common interest;

   d. To otherwise facilitate the conduct of purchasing activities by government and other public agencies;
e. To assist other charitable and educational organizations in the conduct of similar activities; and

f. To engage in any and all lawful activities to accomplish the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have all of the powers granted to nonstock corporation by §617.0302 of the Florida Not-For-Profit Corporation Act; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

4. Manner of election of directors. The directors shall be elected by the members.

5. Initial registered agent and street address. The name and the Florida street address of the initial registered agent are: Jill Klaskin Press, 530 Melaleuca Lane, Miami, Florida 33137.

6. Other provisions. (a) No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article 3 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 any political campaign on behalf of or against any candidate for public office.
(b) Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under Section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject it to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in these Articles to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

(c) Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

(d) Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for the corporation’s charitable and educational purposes, or to organizations which are then exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, and to which contributions are then deductible under Section 170(c)(2) of such Code.
7. **Incorporator.** The name and address of the Incorporator to these Articles of Incorporation are:

Charles M. Watkins  
1747 Pennsylvania Avenue, N.W., #1000  
Washington, D.C. 20006-4693

Dated: **August 12, 1988**  

Charles M. Watkins

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept the appointment of registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: **August 17, 1988**  

Jill Klasskin Press

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**FILeD**  
98 AUG 24  11:13 PM  1988  
SECRETARY OF STATE  
FLORIDA