

ARTICLES OF INCORPORATION
OF
AMERICAN ASSOCIATION OF EDUCATIONAL SERVICE AGENCIES

We, the undersigned, hereby associate to form a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end set forth the following:

A. The name of the Association is:

AMERICAN ASSOCIATION OF EDUCATIONAL SERVICE AGENCIES.

B. The purposes for which the Association is organized are to create, develop and enhance understanding and support for the regional system of education, including networks of educational service agencies; and to extend the capability of educational service agencies to better assure quality education and an equal opportunity for all learners in the nation.

In furtherance, but not in limitation of the foregoing purposes the Association is empowered to act in promoting and assisting networks of educational service agencies in their efforts to: equalize educational opportunities, improve the quality of education and educational programming in state systems, provide technical assistance/capacity building in state systems, achieve cost effective delivery of new priorities of state school systems, serve as stewards of information and processing centers in substate regions and build coalitions between the education community and other human service providers.

In furtherance of the stated purposes and powers of the Association, it is authorized to receive and maintain a fund or funds, to invest and reinvest such fund or funds and to apply the income and principal of any funds received by it in furtherance of the purposes set out herein.

C. Membership with voting privileges in the Association is open to educational service agencies created primarily for the purpose of providing educational services to multiple local education agencies. Membership is to be conferred by majority vote of the Council, which shall be the governing board of the Association. The Association may also have other non-voting classes.

D. The Council Members of the Association are to be elected at the Annual Membership Meeting of the Association. The following persons shall serve as Members of the Council until the first such meeting:

William G. Keane	Ronald Fielder
Glen Shaw	Peter C. Young
Bobby Roberts	Peter Kachris
Brian Talbott	Joseph Lagana
Boyd Swent	

E. The period of duration is perpetual.

F. The Association shall have and may exercise all the powers conferred upon nonprofit corporations under the laws of the Commonwealth of Virginia. Notwithstanding anything herein to the contrary, however, the Association shall exercise such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501 (c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future Internal Revenue Law) (the "Code"), under which the Association chooses to qualify for exemption.

The Association shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.


G. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its directors, officers, employees, members, or other persons, except that the Association shall be empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Section B above.

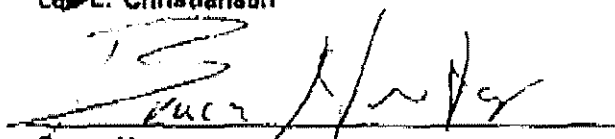
Upon dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations to be selected by the Council.

H. The street address of the initial registered office is 5511 Staples Mill Road, Richmond, Virginia 23228. The name of the county in which the initial registered office is located is Henrico. The name of its registered agent is Edward R. Parker, who is a resident of Virginia and a member of the Virginia State Bar, and whose business office is the same as the registered office of the Association.

DATED: 8/20/93

INCORPORATORS:


Leo E. Christiansen


Bruce Hunter

Commonwealth of Virginia



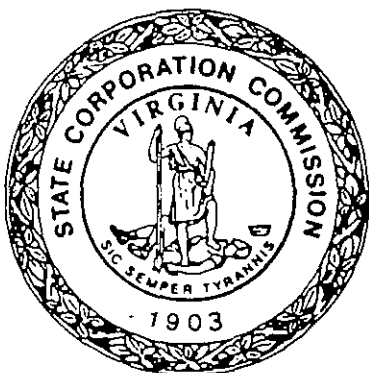
STATE CORPORATION COMMISSION

Richmond, September 2, 1993

This is to Certify that the certificate of incorporation of

AMERICAN ASSOCIATION OF EDUCATIONAL SERVICE
AGENCIES

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all Virginia laws applicable to the
corporation and its business. Effective date: September 2, 1993*



State Corporation Commission

William J. Bridg

Clerk of the Commission