



ARTICLES OF INCORPORATION

Amended Effective October 18, 1993

Submitted by John D. Robinson, O.D.



THE NATIONAL BOARD OF EXAMINERS IN OPTOMETRY, INC.

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FIRST: The undersigned incorporator, John D. Robinson, O.D., whose post office address is 321 East Main Street, Wallace, North Carolina 28466, being at least eighteen years of age, does hereby form a corporation under the general laws of the State of Maryland.

SECOND: The name of this corporation (hereinafter called "the corporation") shall be THE NATIONAL BOARD OF EXAMINERS IN OPTOMETRY, INC.

THIRD: The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are to develop, administer, and score examinations, and report candidate performance on examinations, that assess competence in optometry and to undertake such related activities as may seem in the interest of improving test performances and standards.
- (b) The general purpose and powers are to have and to exercise all of the powers conferred by the law of the State of Maryland upon non-profit corporations as such law is now in effect or may at any time be hereafter amended, in furtherance of, incidental to or necessary to its specific and primary purposes herein above set forth.

FOURTH: The post office address of the principal office in Maryland is 5530 Wisconsin Avenue, Suite 805, Chevy Chase, Maryland 20815. The name and post office address of the registered agent of the corporation in Maryland are The Corporation Trust, Incorporated, 32 South Street, Baltimore, Maryland 21202.

FIFTH: The Corporation shall not be authorized to issue capital stock.

SIXTH: The number of directors of the corporation shall be eight, which number may be decreased or increased pursuant to the By-Laws of the corporation,

and the names of the persons who are to act as directors until their successors are duly chosen are: John D. Robinson, Earl P. Schmitt, Frank B. Day, Thomas L. Lewis, Hal V. Marsell, Henry B. Peters, Leon M. Reiss, and Paul N. Youngdale.

SEVENTH: The following provisions are hereby adopted for the purposes of defining, limiting, and regulating the powers of the corporation and of the directors and members.

- (a) The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-laws.
- (b) This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

EIGHTH: The duration of the corporation shall be perpetual.