

Office of Recorder of Deeds

CORPORATION DIVISION

WASHINGTON



This is to certify that the pages attached hereto constitute a full, true, and complete copy of CERTIFICATE OF INCORPORATION OF AMERICAN PERSONNEL AND GUIDANCE ASSOCIATION, RECORDED AUGUST 4, 1952 AT 10:15 A.M. AS INSTRUMENT #35961 IN INCORPORATION LIBER 79 AT FOLIO 457.

as the same appears of record in this office.

In Testimony Whereof,

I have hereunto set my hand and caused the seal of this office to be affixed, this

the 31st day of

MAY A. D. 1974

PETER S. RIDLEY,
Recorder of Deeds, D. C.

By David H. Cole
Assistant Superintendent of Corporations, D. C.

P-3644

Office of Recorder of Deeds

CORPORATION DIVISION

WASHINGTON



This is to certify that the pages attached hereto constitute a full, true, and complete copy of CERTIFICATE OF INCORPORATION OF AMERICAN PERSONNEL AND GUIDANCE ASSOCIATION, RECORDED AUGUST 4, 1952 AT 10:15 A.M. AS INSTRUMENT #35961 IN INCORPORATION LIBER 79 AT FOLIO 457.

as the same appears of record in this office.

In Testimony Whereof,

I have hereunto set my hand and caused the seal of this office to be affixed, this

the 31st day of

MAY A. D. 1974.

PETER S. RIDLEY,
Recorder of Deeds, D. C.

By David H. Cole
Assistant Superintendent of Corporations, D. C.
P-3644

CERTIFICATE OF INCORPORATION

We, the undersigned, all citizens of the United States and a majority citizens and residents of the District of Columbia, desiring to associate ourselves as a corporation pursuant to the provision of Title 29 of Chapter 6 of the District of Columbia Code (1940), do hereby certify as follows:

FIRST. The name or title by which this corporation shall be known in law shall be American Personnel and Guidance Association.

SECOND. The term for which it is organized shall be perpetual.

THIRD. The particular business and objects of said corporation shall be to foster a continuing improvement of sound personnel and guidance philosophy, principles, policy, and practice in education, business, industry, government, social agencies, and service organizations by means of special publications, committee activities, and conferences.

FOURTH. The number of its trustees, directors or managers for the first year of its existence shall be twelve.

IN TESTIMONY WHEREOF, we have this 31st day of July, 1952, hereunto set our hands and seals.

/s/ Charles E. Odell (Seal)

/s/ Max F. Baer (Seal)

/s/ Willa Norris (Seal)

_____ (Seal)

_____ (Seal)

DISTRICT OF COLUMBIA, SS:

I, Agnes M. Gordon, a Notary Public in and for the District of Columbia, do hereby certify that Charles E. Odell, Max F. Baer and Willa Norris, parties to a certain Certificate of Incorporation bearing date on the 31st day of July, 1952, and hereunto annexed, personally appeared before me in said District, and the said Charles E. Odell, Max F. Baer and Willa Norris, being personally well known to me as the persons who executed the said Certificate of Incorporation, and severally acknowledged the same to be their act and deed.

Given under my hand and seal this 31st day of July, 1952.

NOTARY PUBLIC SEAL

/s/ Agnes M. Gordon
My Commission Expires Jan. 31, 1953

FILING FEE
DUPLICATION FEE

1.50
.....
2.00

3.50

CERTIFICATE OF AMENDMENT

to the

ARTICLES OF INCORPORATION

OF

AMERICAN PERSONNEL AND GUIDANCE ASSOCIATION

To: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of Title 29, Chapter 10, Section 1004 of the District of Columbia Code, the undersigned adopts the following Certificate of Amendment to its Articles of Incorporation:

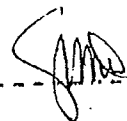
FIRST: The name of the corporation is American Personnel and Guidance Association.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation in the manner prescribed by the District of Columbia Code, Title 29, Chapter 10, Section 1004:

Article FIRST is amended to read as follows:

The name by which this corporation shall be known in law shall be American Association for Counseling and Development.

THIRD: The amendment was adopted in the following manner: The amendment was adopted by the written consent of more than two-thirds of the governing board of the corporation.

FILED JUL 13 1983
BY 

FOURTH: The corporation has been in existence since August 4, 1952.

Date: July 8, 1983

[CORPORATE SEAL]

AMERICAN ASSOCIATION
FOR COUNSELING AND
DEVELOPMENT

By: Edwin L. Her
President

Attest:

Charles L. Lewis
Secretary

COMMONWEALTH OF VIRGINIA . SS:

I, Margaret M. Kemp a Notary Public, hereby certify that on the 8th day of July, 1983, Charles L. Lewis and Edwin L. Her personally appeared before me, and the said persons, being by me first duly sworn, declared that they signed the Certificate of Amendment to the Articles of Incorporation bearing date the 8th day of July, 1983 hereto annexed, and that the statements therein contained are true.

Given under my hand and seal this 8th day of July, 1983.

My Commission Expires April 23, 1984 Margaret M. Kemp
Notary Public

FOURTH: The corporation has been in existence since August 4, 1952.

Date: July 8, 1983

[CORPORATE SEAL]

AMERICAN ASSOCIATION
FOR COUNSELING AND
DEVELOPMENT

By: Edwin S. Hew
President

Attest:

Charles L. Lewis
Secretary

COMMONWEALTH OF VIRGINIA SS:

I, Margaret M. Kepp a Notary Public, hereby certify that on the 8th day of July, 1983, Charles L. Lewis and Edwin S. Hew personally appeared before me, and the said persons, being by me first duly sworn, declared that they signed the Certificate of Amendment to the Articles of Incorporation bearing date the 8th day of July, 1983 hereto annexed, and that the statements therein contained are true.

Given under my hand and seal this 8th day of July, 1983.

My Commission Expires

April 23, 1984

Margaret M. Kepp
Notary Public

10

CERTIFICATE OF AMENDMENT
to the
ARTICLES OF INCORPORATION

OF
AMERICAN PERSONNEL AND GUIDANCE ASSOCIATION

To: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of Title 29, Chapter 10, Section 1004 of the District of Columbia Code, the undersigned adopts the following Certificate of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Personnel and Guidance Association.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation in the manner prescribed by the District of Columbia Code, Title 29, Chapter 10, Section 1004:

Article FIRST is amended to read as follows:

The name by which this corporation shall be known in law shall be American Association for Counseling and Development.

THIRD: The amendment was adopted in the following manner: The amendment was adopted by the written consent of more than two-thirds of the governing board of the corporation.

FILED JUL 13 1983

[Handwritten Signature]

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION OF
AMERICAN ASSOCIATION FOR COUNSELING AND DEVELOPMENT

TO: Department of Consumer and Regulatory Affairs
Washington, D.C. 20001

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is: American Association for Counseling and Development.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

The name by which this corporation shall be known in law shall be American Counseling Association.

THIRD: The amendment was adopted in the following manner:

The amendment was adopted at a meeting of the Board of Directors held on March 25, 1992, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

DATE: March 31, 1992

AMERICAN ASSOCIATION FOR
COUNSELING AND DEVELOPMENT

BY Marianne Mitchell
PRESIDENT

ATTEST:

[Signature]
SECRETARY

FILED

APR - 6 1992

BY [Signature]

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to AMERICAN ASSOCIATION FOR COUNSELING AND DEVELOPMENT

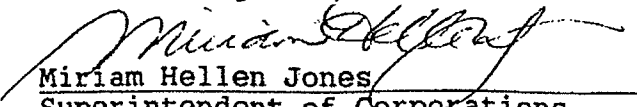
NAME CHANGED TO:

AMERICAN COUNSELING ASSOCIATION

as of APRIL 6TH , 1992 .

Barbara E. Brown
Acting Director

James E. Kerr
Administrator
Business Regulation Administration


Miriam Hellen Jones
Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor