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10/01/2007	200727400446	DOMESTIC ARTICLES/NON-PROFIT (ARN)	125.00	.00	.00	.00	.01

Receipt

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DINSMORE & SHOHL LLP
1900 CHEMED CENTER
255 E. FIFTH ST.
CINCINNATI, OH 45202

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

1730013

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE UNIVERSITY SALES EDUCATION FOUNDATION

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC ARTICLES/NON-PROFIT

Document No(s):

200727400446

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 28th day of September,
A.D. 2007.

Ohio Secretary of State



Prescribed by **J. Kenneth Blackwell**

Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
<input type="radio"/> Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of \$100 ***
<input checked="" type="radio"/> No	PO Box 670 Columbus, OH 43216

INITIAL ARTICLES OF INCORPORATION

(For Domestic Profit or Non-Profit)
Filing Fee \$125.00

THE UNDERSIGNED HEREBY STATES THE FOLLOWING:

(CHECK ONLY ONE (1) BOX)

<input type="checkbox"/> (1) Articles of Incorporation Profit (113-ARF) ORC 1701	<input checked="" type="checkbox"/> (2) Articles of Incorporation Non-Profit (114-ARN) ORC 1702	<input type="checkbox"/> (3) Articles of Incorporation Professional (170-ARP) Profession _____ ORC 1785
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Complete the general information in this section for the box checked above.

FIRST: Name of Corporation The University Sales Education Foundation

SECOND: Location Dayton Montgomery
(City) (County)

Effective Date (Optional) _____ Date specified can be no more than 90 days after date of filing. If a date is specified, the date must be a date on or after the date of filing.
(mm/dd/yyyy)

Check here if additional provisions are attached

Complete the information in this section if box (2) or (3) is checked. Completing this section is optional if box (1) is checked.

THIRD: Purpose for which corporation is formed

See Attachment.

Complete the information in this section if box (1) or (3) is checked.

FOURTH: The number of shares which the corporation is authorized to have outstanding (Please state if shares are common or preferred and their par value if any)

(Refer to instructions if needed) _____ (No. of Shares) _____ (Type) _____ (Par Value)

2007 SEP 20 11:15
CLIENT SERVICES CENTER

Completing the information in this section is optional

FIFTH: The following are the names and addresses of the individuals who are to serve as initial Directors.

(Name)

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

(City) (State) (Zip Code)

(Name)

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

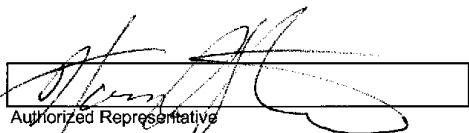
(City) (State) (Zip Code)

(Name)

(Street) NOTE: P.O. Box Addresses are NOT acceptable.

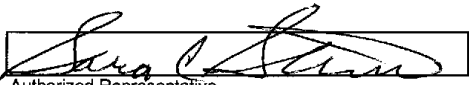
(City) (State) (Zip Code)

REQUIRED
Must be authenticated
(signed) by an authorized
representative
(See Instructions)


Authorized Representative

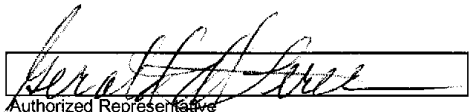
9/28/07
Date

Howard P. Stevens
(Print Name)


Authorized Representative

9/28/07
Date

Sara Stevens
(Print Name)


Authorized Representative

9/28/07
Date

Gerald Lerer
(Print Name)

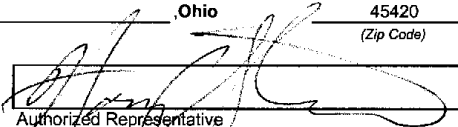
Complete the information in this section if box (1) (2) or (3) is checked.

ORIGINAL APPOINTMENT OF STATUTORY AGENT

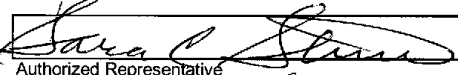
The undersigned, being at least a majority of the incorporators of The University Sales Education Foundation hereby appoint the following to be statutory agent upon whom any process, notice or demand required or permitted by statute to be served upon the corporation may be served. The complete address of the agent is

Howard P. Stevens
(Name)
1900 Founders Drive
(Street) **NOTE: P.O. Box Addresses are NOT acceptable.**
Dayton, Ohio 45420
(City) (Zip Code)

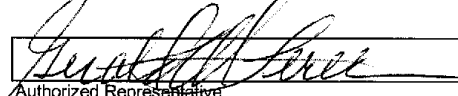
Must be authenticated by an authorized representative


Authorized Representative

9/25/07
Date


Authorized Representative


9/25/07
Date


Authorized Representative

9/25/07
Date

ACCEPTANCE OF APPOINTMENT

The Undersigned, Howard P. Stevens, named herein as the Statutory agent for, The University Sales Education Foundation, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature: 
(Statutory Agent)

ATTACHMENT

THIRD: The specific purpose of the Corporation is the promotion of university level educational programs in sales through the provision of scholarships, the creation of educational materials and other methods allowed to be performed by entities exempt under Section 501(c)(3) of the Internal Revenue Code. The Corporation is organized exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code, by and through any lawful act or activity for which corporations may be formed under Sections 1702.01 to 1702.99 of the Ohio Revised Code, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or any corresponding section of any future federal tax code.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third 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 (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

FIFTH: Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.