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004

ARTICLES OF INCORPORATION

OF THE

NAPO, Inc.

FILED
in the Office of the
Secretary of State of Texas

SEP 3 1996

Corporations Section

We, the undersigned natural persons of the age of twenty-one years or more, at least one of whom is a citizen of the State of Texas, acting as Incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation of such corporation:

Article I - Name

The name of the corporation is an acronym **NAPO, Inc.**, doing business as the National Association of Professional Organizers.

Article II - Non-Profit

The corporation is a non-profit corporation.

Article III - Duration

The period of its duration is perpetual.

Article IV - Purposes

The purposes for which the non-profit corporation is organized are as follows:

- A. To promote the profession of professional organizing.
- B. To further educate its members in the professional organizing areas of the profession through publications, seminars, meetings and other events.
- C. To educate the public about the field of professional organizing
- D. To promote the improvement and promotion of the professional organizing profession as a whole.
- E. To expand and improve public knowledge and understanding of the advantages of having Professional Organizers.
- F. To expand relationships with the vendors who supply Professional Organizers.
- G. To develop and maintain high professional standards of service and conduct among Professional Organizers.
- H. To recognize and honor individuals for outstanding contributions to the furtherance of professionalism.

06/13/01 WED 13:19 FAX

- I To identify and provide those services which NAPO, Inc. need and desire.
- J To provide effective representation for NAPO, Inc. members in relationships with government regulatory agencies, business and industry issues which properly fall within the purview of NAPO, Inc.
- K To have and possess all the rights, powers and privileges given to not for profit corporations, and for other customary activities of such corporations to receive dues and donations for carrying out the organizations stated objectives and activities.

This non-profit corporation is organized and operated exclusively for the above purposes, and no part of any net earnings shall inure to the benefit of any private member of the Association. The corporation shall not carry on a business, trade, avocation or profession for profit, and shall not make or distribute to its members pecuniary gains or profits.

Article V - Initial Address

The street address of the initial registered office of the non-profit corporation is
1033 La Posada Drive, Suite 220, Austin, Texas 78752

Article VI - Board of Directors and Incorporators

The direction and management of the affairs of the corporation and the control and dispositions of its properties and funds shall be vested in a Board of Directors composed of not less than three persons and not to exceed a number as may be fixed by the bylaws. Until changed by the bylaws, the original number of directors shall be ten. The directors shall continue to serve until their successors are selected in the manner provided in the bylaws of the corporation. The names and residences of the persons who shall serve as directors of the corporation until their successors are duly elected and qualified are as follows:

- | | | |
|---|--|---|
| 1 | Paulette Ensign
26 Winding Lane
Bedford Hills, NY 10507 | President
New Address: 12675 Camino Mira Del Mar #179
San Diego, CA 92130 |
| 2 | Paula Royalty
P. O. Box 5791
Bellevue, WA 98006-5791 | Secretary |
| 3 | Susan Hurlbut
P. O. Box 1703
Clackamas, OR 97015-1703 | Treasurer |
| 4 | Don R. McCullough, CAE
1033 La Posada Drive, Suite 220
Austin, TX 78752-3880 | Executive Director and Registered Agent |

06-13-01 WED 13:20 FAX

Article VII - Registered Agent and Address:

The name and address of the Registered Agent and Address are the same.
 Don R. McCullough, CAE
 1033 La Posada Drive, Suite 220
 Austin, TX 78752-3880

Article VIII - Members

The corporation shall have members. The membership of the corporation shall be determined as provided in the bylaws, and such bylaws shall define the voting rights, powers and privileges of the members.

Article IX - Bylaws

The initial bylaws of the corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the bylaws or adopt new bylaws shall be vested in the members, but such power may be delegated by the members to the Board of Directors.

Article X - Powers

The corporation shall have all the powers, not contrary to law or the statutes of the State of Texas, which are incident to or necessary to carry out the purpose for which NAPO, Inc. is formed.

Article XI - Dissolution

On dissolution of the Corporation, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, scientific, or philanthropic organizations to be elected by the Board of Directors.

Signed this date for NAPO, Inc.

X *Paulette Ensign*
 Paulette Ensign
 President
 12675 Camino Mira Del Mar #179
 San Diego, CA 92130

Date: *August 12, 1996*

X *Paula Royalty*
 Paula Royalty
 Secretary
 P. O. Box 5791
 Bellevue, WA 98006-5791

Date: *August 17, 1996*

06/13/01 WED 13:21 FAX

x Susan Hurlbut Date: 8/22/96
 Susan Hurlbut
 Treasurer
 P. O. Box 1703
 Clackamas, OR 97015-1703

x Don R. McCullough Date: 8/29/96
 Don R. McCullough, CAE
 Executive Director and Registered Agent
 1033 La Posada Drive, Suite 220
 Austin, TX 78752-3880

06/13/01 WED 13:21 FAX



The State of Texas

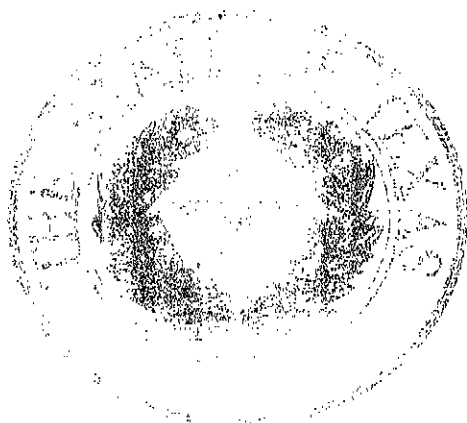
SECRETARY OF STATE CERTIFICATE OF AMENDMENT OF

**NAPO, INC.
FILE NO: 1413815-01**

The undersigned, as Secretary of State of Texas, hereby certifies that Articles of Amendment to the Articles of Incorporation of the above corporation duly executed pursuant to the provisions of the Texas Non-Profit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Amendment to the Articles of Incorporation and attaches hereto a copy of the Articles of Amendment.

Dated: August 26, 1998



Alberto R. Gonzales LCS

Alberto R. Gonzales
Secretary of State

06/13/01 WED 13:22 FAX

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**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF
NAPO, INC.**

FILED In the Office of the Secretary of State of Texas AUG 26 1998 Corporations Section

Pursuant to the provisions of article 1396-4.03 of the Texas Non-Profit Corporation Act, the undersigned corporation adopts the following articles of amendment:

1. The name of the corporation is NAPO INC.
2. The following amendments to the articles of incorporation were adopted on August 21, 1998.

Article IV is amended to read as follows:

Article IV - Purposes

The purposes for which the non-profit corporation is organized are as follows:

- A. To promote the profession of professional organizing.
- B. To further educate its members in the professional organizing areas of the profession through publications, seminars, meetings and other events.
- C. To educate the public about the field of professional organizing.
- D. To promote the improvement and promotion of the professional organizing profession as a whole.
- E. To expand and improve public knowledge and understanding of the advantages of having Professional Organizers.
- F. To expand relationships with the vendors who supply Professional Organizers.
- G. To develop and maintain high professional standards of service and conduct among Professional Organizers.

06/13/01 WED 13:23 FAX

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- H To recognize and honor individuals for outstanding contributions to the furtherance of professionalism.
- I To identify and provide those services which NAPO, Inc. need and desire.
- J To provide effective representation for NAPO, Inc. members in relationships with government regulatory agencies, business and industry issues which properly fall within the purview of NAPO, Inc.
- K To have and possess all the rights, powers and privileges given to not for profit corporations, and for other customary activities of such corporations to receive dues and donations for carrying out the organizations stated objectives and activities.

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, 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 corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Article XI is amended to read as follows:

Article XI - Dissolution

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 510(c)(3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

06/13/01 WED 13:24 FAX

3 The amendments were adopted in the following manner:

The amendments were adopted at a meeting of the board of directors held on August 21, 1998, and received the vote of a majority of the directors in office, there being no members having voting rights in respect thereof.

NAPO, INC.
(Name of Corporation)

By *Don. McLoughlin for NAPO*
(An Authorized Officer) *Executive Director*

Form 424
(Revised 05/11)
Submit in duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
512 463-5555
FAX: 512/463-5709
Filing Fee: See instructions



This space reserved for office use.

Certificate of Amendment

FILED
In the Office of the
Secretary of State of Texas
NOV 30 2017
Corporations Section

Entity Information

The name of the filing entity is:

NAPO, INC.

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- | | |
|---|---|
| <input type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Professional Corporation |
| <input checked="" type="checkbox"/> Nonprofit Corporation | <input type="checkbox"/> Professional Limited Liability Company |
| <input type="checkbox"/> Cooperative Association | <input type="checkbox"/> Professional Association |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Limited Partnership |

The file number issued to the filing entity by the secretary of state is: 141381501

The date of formation of the entity is: September 3, 1996

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent
(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

<i>First Name</i>	<i>M.I.</i>	<i>Last Name</i>	<i>Suffix</i>
The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.			

C. The business address of the registered agent and the registered office address is:

<i>Street Address (No P.O. Box)</i>	<i>City</i>	<i>State</i>	<i>Zip Code</i>
		TX	

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Article I - Name

The name of the corporation is an acronym NAPO, Inc., doing business as the National Association of Productivity and Organizing Professionals.

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

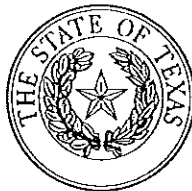
Date: 8/22/17

By: Ellen Delap

Signature of authorized person

Ellen Delap, President

Printed or typed name of authorized person (see instructions)



Office of the Secretary of State

CERTIFICATE OF FILING OF

NAPO, INC.
141381501

The undersigned, as Secretary of State of Texas, hereby certifies that a Certificate of Amendment for the above named entity has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 11/30/2017

Effective: 11/30/2017



A handwritten signature in black ink, appearing to read "Rolando B. Pablos".

Rolando B. Pablos
Secretary of State