

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC.", FILED IN THIS OFFICE ON THE TENTH DAY OF OCTOBER, A.D. 2007, AT 2:30 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.

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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6067755

DATE: 10-11-07

CERTIFICATE OF INCORPORATION  
OF  
CENTER FOR JOB ORDER CONTRACTING EXCELLENCE, INC

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to Section 101 of the General Corporation Law of the State of Delaware hereby certifies:

FIRST: The name of the Corporation is Center for Job Order Contracting Excellence, Inc

SECOND: The address of the registered office of the Company in the State of Delaware is 3500 South Dupont Highway, Dover, Delaware 19901. The name of the registered agent of the Corporation at such address is Incorporating Services, Ltd., County of Kent

THIRD: The Corporation shall be a nonprofit business association qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended (the "Code"). The purposes for which the Corporation is formed are to promote the business interest of its members through public relations activity, coalition formation and lobbying, intended to grow the U S market for job order contracting

In furtherance of its corporate purposes, the Corporation shall have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes; provided however, that any such powers are not inconsistent with any Code provision applicable to organizations described in Section 501(c)(6) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of any private shareholder or individual.

FOURTH: The Corporation shall not have authority to issue capital stock.

FIFTH: The name and mailing address of the incorporator whose powers will terminate upon the filing of the Certificate of Incorporation is

<i>Name</i>	<i>Address</i>
Anita L. Pelletier, Esq	Nixon Peabody LLP 1100 Clinton Square Rochester, NY 14604

The names and addresses of the initial directors who will serve until the first annual meeting of the Board of Directors and will continue until their successors are elected and qualified are:

<i>Name</i>	<i>Address</i>
Ron Ecker	2111 East Highland Avenue, Suite 402B Phoenix, AZ 85016
Clint Owings	140 Bridges Road, Suite E Greenville, SC 29662
David Carrithers	8500 Lessburg Pike, Suite 500 Vienna, VA 22182

SIXTH: Except as otherwise provided by law, or in any By-law of the Corporation, the business of the Corporation shall be managed and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation

SEVENTH: The duration of the existence of the Corporation is perpetual

EIGHTH: In the event of the dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed in accordance with the Plan of Dissolution adopted by the directors provided, however, such Plan is not inconsistent with any provision of the Delaware General Corporation Law or any Code provision applicable to corporations described in Section 501(c)(6) of the Code

NINTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(6) of the Code

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Incorporation this 10<sup>th</sup> day of October, 2007.

/s/ Anita L. Pelletier  
Anita L. Pelletier, Incorporator