

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 "VISUAL RESOURCES ASSOCIATION FOUNDATION", FILED IN THIS OFFICE ON THE TENTH DAY OF JULY, A.D. 2007, AT 6:19 O'CLOCK P.M.

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

4386430 8100

070799796



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5837080

DATE: 07-12-07

STATE of DELAWARE
CERTIFICATE of INCORPORATION
of
VISUAL RESOURCES ASSOCIATION FOUNDATION
A NON-STOCK CORPORATION

The undersigned, desiring to form a non-stock corporation under Section 102 of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. The name of the corporation is VISUAL RESOURCES ASSOCIATION FOUNDATION (the "Corporation").

2. Its Registered Office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, 19808. The name of the registered agent is Corporation Service Company.

3. The Corporation is formed exclusively for charitable, scientific, literary and educational purposes, including, without limitation, the advancement of education, research and development in, and development of standards for, the field of visual resources management, through any lawful act or activity related thereto for which any such corporation may be formed under the laws of the State Delaware, and to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof. This Corporation shall be a nonprofit corporation.

4. This Corporation shall be a membership corporation and shall have no authority to issue capital stock. The Members of the Corporation shall be the Directors thereof.

5. The affairs and business of the Corporation shall be managed by or under the direction of the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the By-Laws. The initial Directors of the Corporation shall be:

Loy Zimmerman University of California Irvine
Irvine CA 92697-2775

Margo Ballantyne Lewis & Clark College – MSC 92
Portland, OR 97219

Ann M. Thomas Union College – Arts 214

Schenectady, NY 12308

Kathe Hicks Albrecht

American University – Art Dept.
Washington, DC 20016

Elisa Lanzi

Smith College – Imaging Ctr
Northampton, MA 01063

Virginia M.G. Hall

Johns Hopkins University
Baltimore, MD 21218

Allan T. Kohl

Minneapolis College of Art & Design
Minneapolis, MN 55404

6. Meetings of the Members may be held without the State of Delaware. The books of the corporation may be kept (subject to any provision contained in the Statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Directors.

7. Notwithstanding any other provisions of this Certificate of Incorporation, the Corporation is organized exclusively for one or more charitable purposes specified in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the 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 Code, or the corresponding section of any future Federal tax code.

8. The name and address of the incorporator are as follows:

Name: Thomas W. Simcoe, Esq.

Mailing Address: Whiteman Osterman & Hanna LLP
One Commerce Plaza, Albany New York 12260

9. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its Members, trustees, 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.

10. No substantial part of the activities of the Corporation shall be carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Code), and the Corporation shall not participate, or intervene in (including by the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidates for public office.

11. In the event of dissolution, all of the remaining assets and property of the Corporation, after payment of necessary expenses thereof and payment or adequate provision for all known liabilities as may be required by law, shall be distributed as determined by the Board of Directors to such organizations as shall qualify under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local government for a public purpose. Any assets not so disposed of shall be disposed of by the Court of Common Pleas 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 designated purposes.

12. In the event that in any year the Corporation shall be a private foundation as that term is defined in Section 509 of the Code:

(a) The Corporation shall distribute its income for such taxable year at such time and in such manner as not to subject it to tax under Section 4942 of the Code; and

(b) The Corporation shall not:

(i) Engage in any act of self-dealing which is subject to tax under Section 4941 of the Code;

(ii) Retain any excess business holdings which are subject to tax under Section 4943 of the Code;

(iii) Make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; or

(iv) Make any taxable expenditures which are subject to tax under Section 4945 of the Code.

13. Directors of the Corporation shall not be liable to either the Corporation or its Members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the Corporation or its members; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law; (3) a transaction from which the director derived an improper personal benefit.

14. No Member of the Corporation, member of the Board of Directors, or Officer shall be personally liable for the payment of the debts of the Corporation except as such Member, Director, or Officer may be liable by reason of his own conduct or acts.

15. In furtherance and not in limitation of the powers conferred upon the Board of Directors by law, the Board of Directors shall have the power to make, adopt, alter, or repeal from time to time, the By-Laws of the Corporation.

16. The Corporation reserves the right to amend, alter, or repeal any provisions contained in this Certificate of Incorporation in a manner now or hereafter prescribed by applicable statutes, and all rights conferred herein are granted subject to this reservation; provided, however, that no amendment shall authorize the Board of Directors or the Members of the Corporation to conduct the affairs of the Corporation in any manner or for any purpose contrary to the provision of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any subsequent United States Internal Revenue laws.

IN WITNESS WHEREOF, this Certificate has been subscribed this 10th day of July, 2007, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



Thomas W. Simcoe, Esq.
Sole Incorporator
c/o Whiteman Osterman & Hanna LLP
One Commerce Plaza
Albany, New York 12260