



CERTIFICATE OF FILING

File D 079235 - 328563

Articles of Incorporation for the incorporation of **NATIONAL ASSOCIATION OF STATE SCHOLARSHIP AND GRANT PROGRAMS**, a Montana public benefit corporation, duly executed pursuant to the provisions of Section 35-2-213, Montana Code Annotated, has been received and filed on May 11, 1994.

A filed copy of the Articles of Incorporation was picked up on May 11, 1994 to:

RoseMary
444-0360
Helena, MT 59601

Additional comments, if any, were made to the above:

/s/ **MIKE COONEY**
Secretary of State

328563 X

STATE OF MONTANA

FILED

MAY 11 1994

SECRETARY OF STATE

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ARTICLES OF INCORPORATION
OF

NATIONAL ASSOCIATION OF STATE SCHOLARSHIP AND GRANT PROGRAMS

The undersigned incorporator desiring to form a corporation pursuant to the provisions of the Montana Nonprofit Corporations Act, MCA Sections 35-2-201 et seq. (hereinafter referred to as the "Act") execute the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is NATIONAL ASSOCIATION OF STATE SCHOLARSHIP AND GRANT PROGRAMS.

ARTICLE II

The period of existence is in perpetuity from the date of filing of these Articles of Incorporation with the Secretary of the State of Montana.

ARTICLE III

The purpose or purposes for which the Corporation is organized:

The Corporation is designated a public benefit corporation and shall be organized and operated exclusively for that purpose. It is the intent of the corporation to promote, strengthen, encourage and enhance high standards of performance in the administration and operation of government-sponsored, postsecondary student financial aid programs to the end that the benefits of these programs shall be available to students in all states for the purpose of expanding and furthering postsecondary educational opportunities. The Corporation shall have and exercise all powers conferred by the law of the State of Montana upon corporations formed under the Act, which are consistent with the foregoing purposes and which an organization described in Section 103(e) of the Internal Revenue Code of 1954, as amended through October 21, 1986, Sections 501(c)(3), 509(a)(3) and 150(d) of the Internal

Revenue Code of 1986, as amended (the Internal Revenue Code of 1986, as amended, being hereinafter referred to as the "Code"), or the corresponding provisions of any future United States Internal Revenue Law, and the regulations promulgated thereunder, may have or exercise. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by: (A) a corporation described under Sections 501(c)(3) and 509(a)(3) and exempt from Federal income taxation under Section 501(a) of the Code (or the corresponding provisions of any future United States Internal Revenue Law), or (B) by a corporation, contributions to which are deductible under Section (170)(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law.)

ARTICLE IV

The Corporation's initial registered street address is National Association of State Scholarship and Grant Programs, 2500 Broadway, Helena, Montana 59601 and its mailing address is National Association of State Scholarship and Grant Programs, Post Office Box 203101, Helena, Montana 59620-3101.

The initial registered agent at the Corporate address is William J. Lannan.

ARTICLE V

The name and address of the incorporator for the Corporation is William J. Lannan, 2500 Broadway, PO Box 203101, Helena, Montana 59620-3101.

ARTICLE VI

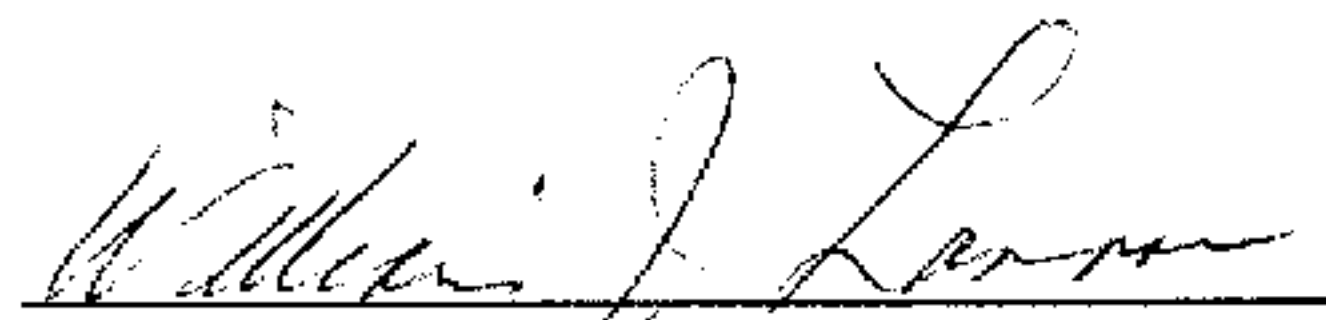
The Corporation will have members on an institutional, organizational, or agency basis rather than on an individual or personal basis.

ARTICLE VII

In the event of dissolution of the Corporation, no individual shall be entitled to any distribution or division of its remaining property or its proceeds. The balance of money and other property received by the Corporation from any source (after payment of all debts and obligations) shall be

distributed to one or more organizations described in section 501(c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law.or the corresponding provisions of any future United States Internal Revenue Law for a corporation formed under the Act.

IN WITNESS WHEREOF, I have hereunto set my hand this 10th day of May, 1994.


Incorporator

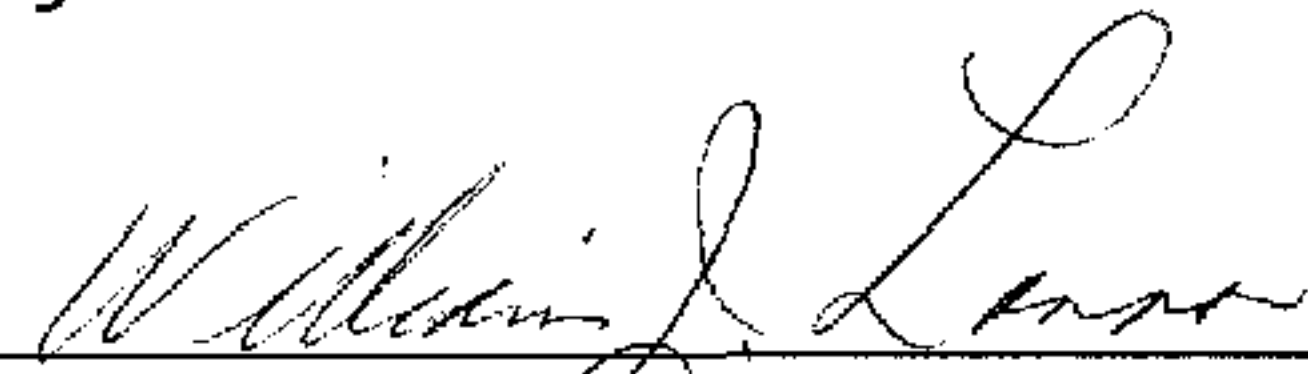
STATE OF MONTANA)
) ss.
County of Lewis and Clark)

William J. Lannan, being first duly sworn and upon oath, deposes and says:

1. That I am the Incorporator for the nonprofit corporation National Association of State Scholarship and Grant Programs.

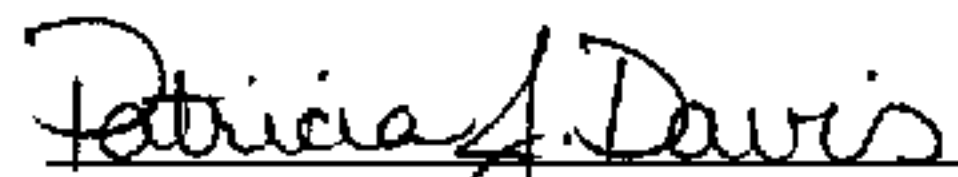
2. That I have read the foregoing Articles of Incorporation, I understand and am familiar with their contents and believe the same to be true.

FURTHER your affiant sayeth naught.



William J. Lannan

SUBSCRIBED AND SWORN to before me this 10th day of May, 1994.



Notary Public for the
State of Montana
Residing at Helena, Montana
My Commission expires 6-18-94