

ENDORSED
FILED
In the office of the Secretary of State
of the State of California
Nov 21 1991

ARTICLES OF INCORPORATION
OF
NATIONAL COUNCIL ON SYSTEMS ENGINEERING,
A California Non-Profit Corporation

I. NAME

The name of this corporation is:

NATIONAL COUNCIL ON SYSTEMS ENGINEERING,
A California Non-Profit Corporation

II. PURPOSE

This corporation is a non-profit mutual benefit organization organized under the Non-profit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act of activity for which a corporation may be organized under such law. A further purpose is to foster the definition, understanding and practice of world class systems engineering in industry, academia and government.

Notwithstanding any of the above statements and purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name and address in the state of California of the corporation's initial agent for the service of process is:

Bernard Morais
727 Russett Terrace
Sunnyvale, CA 94807

IV. BYLAW PROVISIONS

A. Directors: The manner in which the directors shall be chosen or removed from office, their qualifications, powers, duties, compensation, number of directors, the tenure of office, the manner of filling vacancies on the board and the manner of calling and holding meetings of the directors shall all be as stated in the corporation's bylaws.

B. Members: The authorized number, if any, and qualifications of the members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members and their liabilities for duties and assessments and the method of collection and the termination and transfer of membership shall all be as stated in the corporation's bylaw.

EXECUTION

IN WITNESS WHEREOF, the undersigned, being the incorporator of the NATIONAL COUNCIL ON SYSTEMS ENGINEERING, has executed these Articles of Incorporation on November 12, 1991.

BERNARD MORAIS, Incorporator

The undersigned being all the persons named above as the incorporator, declare that he is the person who executed the foregoing Articles of Incorporation, which execution is his act and deed.

Dated: November 12, 1991

BERNARD MORAIS

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JUN 1 1995

Bill Jones, Secretary of State

CERTIFICATE OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
NATIONAL COUNCIL ON SYSTEMS ENGINEERING,
A CALIFORNIA NON-PROFIT CORPORATION

James Brill and Joseph DeFoe hereby certify that:

1. They are respectively, the President and Secretary of National Council on Systems engineering, A California Non-Profit Corporation.
2. Article I of the Articles of Incorporation is amended to read as follows:
“The name of this corporation is International Council on Systems Engineering.”
3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.
4. The foregoing amendment of the Articles of Incorporation has been duly approved by the required vote of members of this corporation in accordance with section 7812 of the California Corporations Code.

The undersigned further declare under penalty of perjury under the laws of the State of California that the matters set for the in the foregoing certificate are true and correct of their own knowledge.

Executed at Sunnyvale, California, on the 22nd day of May, 1995.

James Brill
President

Joseph DeFoe
Secretary