

Clerk of the State Corporation Commission
PO Box 1197
Richmond VA 23218-1197

16 September, 2002

Brian W. Lambert
Incorporator
United Professional Sales Association
2415 Clover Field Circle
Herndon, VA 20171

Re: Articles of Incorporation Filing

I enclose an original and three copies of the proposed Articles of Incorporation of the United Professional Sales Association.

Please file the Articles of Incorporation and return a Certificate of Incorporation (or file-stamped copy of the original Articles) to me at the above address.

A check/money order in the amount of \$75.00, made payable to your office, for total filing and processing fees is enclosed.

The above corporate name was reserved for my use pursuant to ID# R144463 – 6 and DCN: 02-09-11-2007 issued on September 11th, 2002.

Sincerely,

Brian Lambert

Brian W. Lambert
Incorporator

Enclosure:

Articles of Incorporation, UPSA

Articles of Incorporation
of
United Professional Sales Association, Inc
A Non-Profit Corporation

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, hereby adopt the following Articles of Incorporation:

Article 1

The name of this corporation is the United Professional Sales Association, Inc.

Article 2

This corporation shall have members. The classes, rights, privileges, qualifications and obligations of members of this corporation are as stated in the Bylaws of this corporation.

Article 3

The number of Directors shall be fixed by the Bylaws, but not be less than five (5) nor more than thirty-five (35). The initial Directors and any other Directors elected by such initial Directors shall serve until the annual meeting following the organizational meeting. Each Director shall be elected by the voting membership of the Association and shall serve a term of three (3) years. Unless otherwise and specifically authorized by the Association Bylaws, no UPSA Board Director shall serve more than two (2) consecutive terms nor more than six (6) consecutive years.

Article 4

The name and address of the registered agent and registered office of this corporation is: Brian W. Lambert, 2415 Clover Field Circle, Herndon, VA 20171

- A: The registered office is physically located in the County of Fairfax.
- B. The initial registered agent is an individual who is a resident of Virginia.

Article 5

The names and addresses of the individuals who are to serve as the initial directors until the first annual meeting or until their successors are appointed and qualify are as follows:

Brian W. Lambert
2415 Clover Field Circle
Herndon, VA 20171

Ingrid Kelley
8560 2nd Ave
Silver Spring, MD 20910

James T. Gray
9216 Kings Charter Dr.
Mechanicsville, VA 23116

Neil W. Lambert
2335 E. Tall Sail Drive
Charleston, SC 29414

Allan Mills
208 Highland Springs Dr
Holly Springs, NC 27540

Berkly Trumbo
11716 Rockaway Ln
Fairfax, VA 22030

Article 6

- A. This corporation is organized, and shall be operated and administered, as a nonprofit, tax-exempt organization qualifying under Section 501(c) of the Internal Revenue code of 1986, as now in effect or as may hereafter be amended. The general purpose for which this corporation is organized are to serve as an autonomous, non-profit, tax-exempt, membership association dedicated to advancing the state-of-the-art effectiveness and appropriate application of the practice and science of the sales profession.
- B. Specific purposes of the United Professional Sales Association shall include the following:
 - 1. To foster professionalism in the sales profession.

2. To contribute to the quality and scope of the sales profession.
3. To stimulate appropriate global application of the sales profession for the benefit of the general public.
4. To provide a recognized forum for the free exchange of ideas, applications, and solutions to the sales profession issues among Association members, and others interested and involved in the sales profession.
5. To identify and promote the fundamentals of the sales profession and advance the body of knowledge for sales successfully.
6. To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of professional activities.
7. To provide a guiding influence in academic and industrial research in the field of sales.
8. To seek and foster international cooperation and contacts with other organizations, both public and private, which relate to the sales profession and to collaborate in matters of common interest and benefit.
9. To identify, develop, foster, and maintain professional, practice, ethical, credentialing and accreditation standards and principles.

C. The United Professional Sales Association will be devoted to the improvement of business conditions of the entire population of Sales Representatives, Account Executives, Telephone Sales, and any other job title bestowed to any person engaged in supporting themselves and/or others through the profession of selling a product, service commodity, or solution. Therefore, this corporation is organized exclusively for one or more of the purposes as specified in Section 501 (C)(6) of the Internal Revenue Code, including, for such purposes as improving business conditions in one or more lines of business.

- D. In furtherance of its corporate purposes, the corporation shall have all the general powers enumerated in § 13.1-826 and § 13.1-827 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.
- E. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the corporation, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the corporation and to make payments and distributions in the furtherance of the corporation's purposes.
- F. The United Professional Sales Association will be primarily engaged in activities or functions that are the basis for its exemption of tax.

Article 7

In the event of 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 to one or more organizations, as shall at the time qualify as an exempt organization or organizations under § 501(c) of the Internal Revenue Code, and whose purpose is to assist other Sales Professionals or Marketing Professionals, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director, officer, or any private individual.

Article 8

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the corporation shall be personally liable for damages in any proceeding brought by or in the right of the corporation, or in connection with any claim, action, suit or proceeding to which he or

she may be or is made a party by reason of being or having been an officer or director of the corporation.

Article 9

The board of directors or members of the association, before commencing business, shall adopt bylaws not inconsistent with law or its articles of incorporation, and they may alter, amend and revise the same from time to time.

Article 10

The United Professional Sales Association may amend its articles of incorporation by the affirmative vote of two-thirds of the members voting thereon at any regular meeting, or at a special meeting called for the purpose. Notice of the proposed amendment and of the time and place of holding such meetings shall be delivered to each member, or mailed to his last known address shown by the books of the association, at least ten days prior to any such meetings.

Article 11

The name and address of the Incorporator is Brian W. Lambert, 2415 Clover Field Circle, Herndon, Virginia 20171.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 16th day of September, 2002.

Brian Lambert

Brian W. Lambert, Incorporator