

ARTICLES OF INCORPORATION
OF

COUNCIL FOR THE NATIONAL
REGISTER OF HEALTH SERVICE
PROVIDERS IN PSYCHOLOGY, INC.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation of such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is

COUNCIL FOR THE NATIONAL REGISTER OF
HEALTH SERVICE PROVIDERS IN PSYCHOLOGY, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purposes for which the corporation is organized are as follows:

A. To operate exclusively for charitable, educational and scientific purposes.

B. To exercise all the powers conferred upon corporations formed under the District of Columbia Non-Profit Corporation Act in order to accomplish the corporation's charitable, educational and scientific purposes, including but not limited to the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated.

FOURTH: The corporation shall have no members and shall issue no capital stock.

FIFTH: Except for the initial Board of Directors, whose names are set forth in these Articles of Incorporation, the Board of Directors shall be elected or appointed as provided in the By-Laws.

SIXTH: Provisions for the regulation of the internal affairs of the corporation, except as provided in these Articles, shall be determined and fixed by the By-Laws as adopted by the Board of Directors.

SEVENTH: At all times, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up the corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

A. The corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that will or might prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(3) of the Internal Revenue Code of 1954 (hereinafter referred to as "the Code"), contributions to which are deductible for Federal income tax purposes; nor shall the corporation engage directly or indirectly in any activity that might cause the loss of such qualification under Section 501(c)(3) of the Code.

B. No part of the assets or net earnings of the corporation shall ever be used, nor shall the corporation ever be organized or operated, for purposes that are not exclusively charitable, educational, or scientific within the meaning of Section 501(c)(3) of the Code.

C. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

D. No part of the activities of the corporation shall consist of attempting to influence legislation (including action by

Congress, any state legislature, any local council or similar governing body, or the public in referendum, initiative, constitutional amendment, or similar procedure) through propaganda or otherwise (including contacting, or urging the public to contact, members of a legislative body for the purpose of proposing, supporting, or opposing legislation, or advocating the adoption or rejection of legislation). . . Nor shall the corporation, directly or indirectly, participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. At no time shall the corporation engage in any activities that are unlawful under the laws of the United States, the District of Columbia, or any other jurisdiction where its activities are carried on.

F. No compensation, loan or other payment shall be paid or made to any officer, board member, creator, or organizer of the corporation, or substantial contributor to it, except as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation; and no part of the assets or net earnings, current or accumulated, of the corporation shall ever be distributed to or divided among such persons, or inure, be used for, accrue to, or benefit any such person or private individual (pursuant to the prohibition contained in Section 501(c)(3) of the Code).

G. No solicitation of contributions to the corporation shall be made, and no gift, bequest, or devise to the corporation

shall be accepted, upon any condition or limitation that in the opinion of the corporation may cause the corporation to lose its Federal income tax exemption.

H. The corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the corporation to tax under Section 4942 of the Code.

I. The corporation shall not engage in any act of self-dealing, as defined in Section 4941(d) of the Code.

J. The corporation shall not retain any excess business holdings, as defined in Section 4943(c) of the Code.

K. The corporation shall not make any investments in such a manner as to subject the corporation to tax under Section 4944 of the Code.

L. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

EIGHTH: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, voluntary or involuntary, its assets, if any, remaining after the payment or provision for payment of all liabilities of the corporation, shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Code.

NINTH: The private property of the officers and directors of the corporation shall not be subject to payment of corporate debts to any extent whatever.

TENTH: The corporation shall indemnify any director or officer or former director or officer of the corporation, or any

person who may have served at its request as a director or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of a duty. The indemnification provided by this Article TENTH shall not be deemed exclusive of any other rights to which such director or officer may be entitled under any by-law, agreement, vote of board of directors, or otherwise. In no case, however, shall the corporation indemnify or reimburse any person for any Federal excise taxes imposed on such individual under Chapter 42 of the Code. Further, no payment shall be made under this Article TENTH if such payment would constitute an act of self-dealing (as defined in Section 4941(d) of the Code), or a taxable expenditure (as defined in Section 4945(d) of the Code).

ELEVENTH: All references contained in these Articles to the Internal Revenue Code of 1954, or to "the Code," shall be deemed to refer to the Internal Revenue Code of 1954, and the Regulations established pursuant thereto, as they now exist or as they may hereafter be amended. Any reference contained in these Articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the Regulations established pursuant thereto as they now exist or as they may

hereafter be amended, and to any corresponding provision of any future United States Internal Revenue law and any Regulations established pursuant thereto.

TWELFTH: The address of the initial registered office of the corporation and the name of its initial registered agent at such address are:

Linda F. Blumenfeld
1229 Nineteenth Street, N. W.
Washington, D. C. 20036

The number of directors constituting the initial Board of Directors of the corporation is three. The names and addresses of the persons who are to serve on the initial Board of Directors are:

Linda F. Blumenfeld
1229 Nineteenth Street, N. W.
Washington, D. C. 20036

Alfred Wellner
1200 17th Street, N. W.
Washington, D. C. 20036

Jeffrey D. Bauman
600 New Jersey Avenue, N. W.
Washington, D. C. 20001

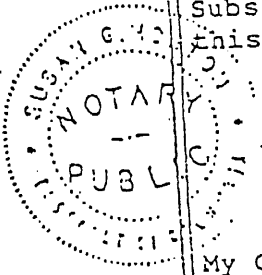
IN WITNESS WHEREOF, we have signed and acknowledged these
Articles of Incorporation the 20th day of December,
1974.

Jeffrey D. Bauman
Jeffrey D. Bauman

Linda F. Blumenfeld
Linda F. Blumenfeld

Alfred Wellner
Alfred Wellner

Subscribed and sworn to before me
this 20th day of December, 1974.



Susan G. Horton
NOTARY PUBLIC

My Commission Expires: November 30, 1975.