

08-08-2001



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7-3101

To the Honorable Commissioner of

attached original documents or copy thereof.

1. Name of conveying party(ies):
National Association of Purchasing Managers
2055 East Centennial Circle
Tempe, Arizona 85285-2160

- Individual(s)
- General Partnership
- Corporation-State; New York
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

Name: Institute for Supply Management, Inc.

Internal Address: _____

Street Address: 2055 East Centennial Circle

City: Tempe State: AZ ZIP: 85285-2160

- Individual(s) citizenship: _____
- Association _____
- General Partnership _____
- Limited Partnership _____
- Corporation State New York
- Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)

Additional name(s) & address(es) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: April 28, 2001

4. Application number(s) or patent number(s):

A. Trademark Application No.(s)

76169958	76123338	75981068
76123340	76123337	75753322
76123339	75980790	75753323

B. Trademark Registration No.(s)

2241542	1410497	1304767
2062831	1301557	1304766
1794914	1296045	

Additional numbers attached? Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Ira J. Hammer, Esq.

Internal Address: Gibbons, Del Deo, Dolan

Griffinger & Vecchione

Street Address: One Riverfront Plaza

City Newark State: NJ ZIP: 07102-5497

6. Total number of applications and registrations involved: 17

7. Total fee (37 CFR 3.41) \$ 440.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number: _____

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

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01 FC:401 40.00 OP
02 FC:402 400.00 OP

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Arthur L. Briggs
Name of Person Signing

July 31, 2001
Date

Total number of pages including cover sheet, attachments, and document: 12

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patents and Trademarks, Box Assignments
Washington, D.C. 20231

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 14 2001



A handwritten signature in black ink, appearing to read "J. Heub", followed by a long horizontal line extending to the right.

Special Deputy Secretary of State

DOS-1266 (7/00)

The University of the Education State of New York Department



STATE OF NEW YORK :
COUNTY OF ALBANY : ss.:

Pursuant to the provisions of section 804 of the Not-for-Profit Corporation Law, consent is hereby given to the restated and amended certificate of incorporation of NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT, INC., amending the corporate name, the name of which is amended to INSTITUTE FOR SUPPLY MANAGEMENT, INC.

This consent to filing, however, shall not be construed as approval by the Board of Regents, the Commissioner of Education or the State Education Department of the purposes or objects of such corporation, nor shall it be construed as giving the officers or agents of such corporation the right to use the name of the Board of Regents, the Commissioner of Education, the University of the State of New York or the State Education Department in its publications or advertising matter.

This consent to filing is granted with the understandings and upon the conditions set forth on the reverse side of this form.

IN WITNESS WHEREOF this instrument is executed and the seal of the State Education Department is affixed this 1st day of June, 2001.

Richard P. Mills
Commissioner of Education

By: [Signature]

Richard L. Nabozny
Senior Attorney

This consent to filing is granted with the understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to engage in the practice of law, except as provided by subdivision 7 of section 495 of the Judiciary Law, or of any of the professions designated in Title VIII of the Education Law, or to conduct a school for any such profession, or to hold itself out to the public as offering professional services.

This consent to filing is granted with the further understanding that nothing contained in the annexed corporate document shall be construed as authorizing the corporation to operate or maintain a charter school, nursery school, kindergarten, elementary school, secondary school, institution of higher education, cable television facility, educational television station pursuant to section 236 of the Education Law, library, museum, or historical society, or to maintain an historic site.

This consent to filing shall not be deemed to be or to take the place of registration for the operation of a business school in accordance with the provisions of section 5001 of the Education Law, nor shall it be deemed to be, or to take the place of, a license granted by the Board of Regents for the operation of a private school pursuant to the provisions of section 5001 of the Education Law, a license granted by the Commissioner of Motor Vehicles pursuant to the provisions of section 394 of the Vehicle and Traffic Law, a license as an employment agency granted pursuant to section 172 of the General Business Law, or any other license, certificate, registration, or approval required by law.

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RESTATED CERTIFICATE OF INCORPORATION**OF****NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT, INC.****Under Section 805 of the Not-For-Profit Corporation Law**

The undersigned, being the Chief Executive Officer of National Association of Purchasing Management, Inc. does hereby certify:

I. The name of the Corporation is NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT, INC.

II. The Corporation's original Certificate of Incorporation was filed by the Department of State on March 10, 1965, under the name National Association of Purchasing Agents, Inc. The said Corporation was formed under the Membership Corporation Laws of the State of New York.

III. The amendments to the Corporation's Certificate of Incorporation effected by this Restated Certificate of Incorporation are as follows:

(a) Article First is amended to change the name of the Corporation;

(b) Article Fifth is amended to change the county location of the office of the Corporation;

(c) Article Sixth is amended to change the Registered Agent of the Corporation;

(d) Article Seventh is amended to change the Post Office address to which the Secretary of State shall mail service of process; and

(e) Article Eighth is amended to change the reference from "ballots" to "consents" and "by mail" to "a writing".

IV. To accomplish the foregoing amendments, the text of the Corporation's Certificate of Incorporation is hereby restated as amended or changed herein to read as follows:

FIRST

The name of the Corporation is INSTITUTE FOR SUPPLY MANAGEMENT, INC.

SECOND:

The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law in that it is not formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of its members, directors, or officers or any private person. The Corporation is also organized and operated exclusively for educational purposes within

the meaning of Section 501 (c)(3) of the Internal Revenue Code (hereinafter referred to as the "Code"), and in this connection, the purposes for which the Corporation shall be organized and operated are as follows:

- (a) to encourage, foster, promote, sponsor, and advance the development of education and educational programs, courses, seminars, and materials in the field of purchasing management and materials management and all subjects related thereto;
- (b) to establish, develop, conduct, and make available educational courses and similar programs of instruction for the benefit of the general public and the members of the Corporation on the subject of purchasing management and materials management and all subjects related thereto;
- (c) to conduct, sponsor, and encourage research and study in the field of purchasing management and materials management and all subjects related thereto and to make available to the general public and the members of the Corporation the results of such research and study;
- (d) to cooperate and consult with educational institutions in the development of educational courses and similar programs of instruction for the education of persons interested in the study of purchasing management and materials management and all subjects related thereto;
- (e) to develop through research, education, discussion, and the exchange of information, a better public understanding of purchasing management and materials management and all subjects related thereto, including the importance of the foregoing within the socio-economic system;
- (f) to publish for the benefit of the general public and the members of the Corporation, writings, papers, books, periodicals, pamphlets, and other educational materials to advance the study, training, skills, learning, and the knowledge of persons interested in the field of purchasing management and materials management and all subjects;
- (g) to encourage and stimulate public interest in the field of purchasing management and materials management and all subjects related thereto by means of programs conducted to educate the general public and the members of the Corporation;
- (h) to collect and disseminate by all lawful means information of interest and educational benefit to the general public and members of the Corporation, including surveys and reports of current business trends and other information of general educational interest;
- (i) to develop, sponsor, promote, and encourage for the benefit of the general public and the members of the Corporation an educational certification program pertaining to the field of purchasing management and materials management and all subjects related thereto;

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- (j) to establish and operate a scholarship program for the benefit of qualified students interested in the study of purchasing management and materials management and all subjects related thereto;
- (k) to associate and be affiliated with other associations, educational institutions, and other organizations interested in the field of purchasing management and materials management and all subjects related thereto, and to cooperate, collaborate, and exchange information by all lawful means with such associations, institutions, and organizations; and
- (l) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, subject, however, to the limitations imposed by Paragraph THIRD hereof.

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THIRD:

Notwithstanding anything contained herein to the contrary, nothing herein contained shall authorize the Corporation, directly or indirectly, to engage in any act or thing incidental to or connected with the purposes set forth in Paragraph SECOND hereof or in advancement thereof which would cause the Corporation to be disqualified as an educational organization within the meaning of Section 501 (c)(3) of the Code, and in this connection, the following limitations shall apply to the purposes for which the Corporation shall be organized and operated:

- (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 an educational organization described in Section 501 (c)(3) of 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 be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively educational within the meaning of Section 501 (c)(3) of the Code.
- (c) The Corporation shall not be operated for the purpose of carrying on a trade or business for profit.
- (d) No substantial 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) in contravention of applicable provisions of the Code permitting such legislative activities without loss of exemption under Section 501 (c)(3) of the Code; 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) No compensation, loan, or other payment shall be made to any officer or board member, or member 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 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).

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- (f) No solicitation or 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 it to be disqualified for exemption under Section 501 (c)(3) of the Code.
- (g) In the event of a liquidation, dissolution, termination, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, and subject to the approval of a Justice of the Supreme Court of the State of New York, none of the property or assets of the Corporation shall be made available in any way to any individual, Corporation, or other organization, except to corporations or other organizations located in the United States which qualify for exemption under Section 501 (c)(3) of the Code, or organizations' contributions to which are deductible under Section 170 (c)(1) of the Code.

FOURTH:

The Corporation is a Type B Corporation under Section 201 of the Not-for-Profit Corporation Law.

FIFTH:

The office of the Corporation is to be located in the County of Albany and State of New York. The Corporation shall keep its books and records of account pursuant to Section 621 of the New York Not-for-Profit Corporation Law at its office located at 2055 East Centennial Circle, P.O. Box 22160, Tempe, AZ 85285-2160.

SIXTH:

Corporation Service Company, 80 State Street, Albany, NY 12207 is hereby designated the registered agent for the Corporation. Said registered agent is to be the agent of the Corporation upon whom or upon which process against the Corporation may be served.

SEVENTH:

The Secretary of State of New York is hereby designated as agent of the Corporation upon whom process against it may be served. The post office to which the Secretary of State shall mail a copy of any process against the corporation served upon him as agent of the Corporation is Attn:

Chief Executive Officer
Institute for Supply Management, Inc.
2055 East Centennial Circle
Tempe, Arizona 85284

EIGHTH:

Whenever any question or issue is presented to a vote of the members of the Corporation (the "Members"), as defined in the Bylaws of the Corporation (the "Bylaws"), such vote may be taken without a meeting by written consents (either by a writing or

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electronic transmission) setting forth the action so taken by a majority of Members casting a vote, provided the number of consents received is equal to or greater than the quorum requirement under the Bylaws for a meeting of the Members, such action is authorized by the Board of Directors of the Corporation and notice thereof is given to the Members as required under the Bylaws.

V. This Restated Certificate of Incorporation of the Corporation was authorized at a meeting of the members approving the action so taken. In accordance with the Bylaws of the Corporation, the requisite affirmative majority vote was obtained; such affirmative votes cast being at least equal to the quorum.

IN WITNESS WHEREOF, the undersigned has executed, signed verified and affirmed that the statements contained herein are true under the penalties of perjury as of this 28^m day of April 2001.



Paul Novak, Chief Executive Officer

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RESTATED CERTIFICATE OF INCORPORATION

OF

NATIONAL ASSOCIATION OF PURCHASING MANAGEMENT, INC.

UNDER SECTION 805 OF THE NOT-FOR-PROFIT CORPORATION LAW

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED JUN 12 2001
TAX \$ 0
BY: JW

NEW YORK
ALBANY

FILED BY:
GIBBONS, DEL DEO, DOLAN, GRIFFINGER & VECCHIONE
ONE RIVERFRONT PLAZA
NEWARK, NJ 07402

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