

USPTO

Received 10/26/2010 11:51AM in 01:26 on line (2) for JS09942 * Pg 4/6
 10/26/2010 12:51:48 PM PAGE 4/006

Fax Server

TO: JAN K. SIMPSON COMPANY: 1310 MCKINNEY

Previously Submitted

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

10/25/2010
 900174811

SUBMISSION TYPE:		CORRECTIVE ASSIGNMENT	
NATURE OF CONVEYANCE:		Corrective Assignment to correct the Entity type of both assignor and assignee previously recorded on Reel 003013 Frame 0715. Assignor(s) hereby confirms the merger.	
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Graduate Management Admission Council		03/14/2000	non-profit corporation: VIRGINIA
RECEIVING PARTY DATA			
Name:	Graduate Management Admission Council		
Street Address:	1600 Tysons		
Internal Address:	Suite 1400		
City:	McLean		
State/Country:	VIRGINIA		
Postal Code:	22102		
Entity Type:	non-profit corporation: VIRGINIA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	2442738	GMAS	
CORRESPONDENCE DATA			
Fax Number:	(713)651-5248		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Email:	jsimpson@fulbright.com		
Correspondent Name:	Jan K. Simpson		
Address Line 1:	1310 McKinney		
Address Line 2:	Suite 5100		
Address Line 4:	Houston, TEXAS 77010		
ATTORNEY DOCKET NUMBER:	HOT02139US0		
NAME OF SUBMITTER:	Jan K. Simpson		

OP \$40.00 2442738

USPTO

Received 10/26/2010 11:51AM in 01:26 on Line [2] for JS09942 * Pg 5/6
10/26/2010 12:51:48 PM PAGE 5/006

Fax Server

TO:JAN K. SIMPSON COMPANY:1310 MCKINNEY

Signature:	/jks/
Date:	10/25/2010
Total Attachments: 1 source=Tm Assignment of Abstract of Title#page1.tif	

Form PTO-1594 (Rev. 03/01) OMB No. 0651-0027 (exp. 5/31/2002)

**RECORDATION FORM COVER SHEET
TRADEMARKS ONLY**

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

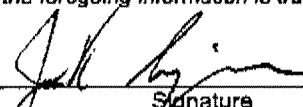
<p>1. Name of conveying party(ies): <u>Graduate Management Admission Council</u></p> <p><input type="checkbox"/> Individual(s) <input type="checkbox"/> Association <input type="checkbox"/> General Partnership <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation-State <input type="checkbox"/> Other:</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies): Name: <u>Graduate Management Admission Council</u></p> <p>Internal Address: Street Address: <u>1600 Tysons, Suite 1400</u></p> <p>City: <u>McLean</u> State: <u>VA</u> Zip: <u>22102</u></p> <p><input type="checkbox"/> Individual(s) citizenship: _____ <input type="checkbox"/> Association: _____ <input type="checkbox"/> General Partnership: _____ <input type="checkbox"/> Limited Partnership: _____ <input checked="" type="checkbox"/> Corporation-State: <u>Virginia</u> <input type="checkbox"/> Other: _____</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes (Designations must be a separate document from assignment) <input type="checkbox"/> No Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of Conveyance:</p> <p><input type="checkbox"/> Assignment <input checked="" type="checkbox"/> Merger <input type="checkbox"/> Security Agreement <input type="checkbox"/> Change of Name <input type="checkbox"/> Other:</p> <p>Execution Date: <u>March 14, 2000</u></p>	

<p>4. Application Number(s) or Registration Number(s):</p> <p>A. Trademark Application No.(s): <u>See Schedule A attached</u></p> <p style="text-align: right;">Additional numbers attached? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>	<p>B. Trademark Registration No.(s): <u>See Scheduled A attached</u></p>
------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------

<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: <u>Jan K. Simpson</u></p> <p>Internal Address: _____ Street Address: <u>Fulbright & Jaworski L.L.P.</u> <u>1301 McKinney, Suite 5100</u></p> <p>City: <u>Houston</u> State: <u>TX</u> Zip: <u>77010-3095</u></p>	<p>6. Total Number of applications and registrations involved: <u>41</u></p> <p>7. Total fee (37 CFR 3.41) \$ <u>1,640.00</u></p> <p><input checked="" type="checkbox"/> Enclosed <input type="checkbox"/> Authorized to be charged to Deposit Account <input type="checkbox"/> Authorized to be charged to credit card (Form 2038 enclosed)</p> <p>8. Deposit account number: _____ (Attach duplicate copy of this page if paying by deposit account)</p>
----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

DO NOT USE THIS SPACE

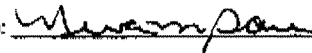
9. Statement and signature:
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Jan K. Simpson  6-3-03
Name of Person Signing Signature Date

Total number of pages including cover sheet, attachments, and document: 19

Recordation Form Cover Sheet

I hereby certify that this correspondence is being deposited with the U.S. Postal Service with sufficient postage as First Class Mail, in an envelope addressed to: MS Assignment Recordation Services, Director of the US Patent and Trademark Office, P.O. Box 1450, Alexandria, VA 22313-1450, on the date shown below.

Dated: June 3, 2003 Signature:  (Neva M. Dare)

Quantitative Skills Interactive	75/221,018	2,202,345
Destination MBA	75/169,649	2,115,769
Finance Interactive	75/169,646	2,202,335
Accounting Interactive	75/169,645	2,226,830
Destination MBA	75/169,625	2,119,388
MBA Explorer	75/100,369	2,141,858
MBA Explorer	75/100,347	2,077,249
MBA Forums	74/672,362	1,971,321
MBA Forums	74/672,361	1,971,320
Graduate Management Admission Council	74/369,652	1,821,094
Graduate Management Admission Council	74/366,775	1,847,855
Graduate Management Admission Council	74/366,774	1,835,749
Graduate Management Admission Council	74/366,773	1,821,273
Graduate Management Admission Test	74/366,772	1,823,385
Graduate Management Admission Test	74/366,771	1,822,697
GMAT	74/258,183	1,722,023
GMAT	73/347,495	1,220,864
GMAC	73/771,448	1,778,710

SCHEDULE A

<u>Mark</u>	<u>Serial Number</u>	<u>Registration Number</u>
MBA Pathfinder	76/243,076	2,707,728
Essay Insight	76/465,785	
Global MBA	76/394,175	2,633,684
Diversity Pipeline Alliance	76/229,209	2,620,372
GMAC Networks	76/153,981	
Circle Logo	76/229,210	2,617,368
MBA Survival Kit	76/206,995	
Statistics Interactive	76/289,532	2,606,190
Essay Insight	76/371,667	
Graduate Management Search Service	76/035,314	2,455,212
GMASS	76/035,313	2,442,738
MBA Survival Kit	75/982,123	2,673,632
Exploring the MBA	75/817,185	
Exploring the MBA	75/817,184	2,464,557
MBA Store	75/603,878	2,258,309
GMAT CAT	75/556,114	2,274,518
GMAT CAT	75/555,961	2,274,517
GMAT CAT	75/555,960	2,276,163
GMAT CAT	75/555,958	2,274,515
GMAT AdvoCAT	75/555,951	2,276,162
GMAT AdvoCAT	75/555,702	2,276,159
MBA Computer Direct	75/503,836	2,378,054
The Official GMAT Practice Test	75/281,339	2,289,281

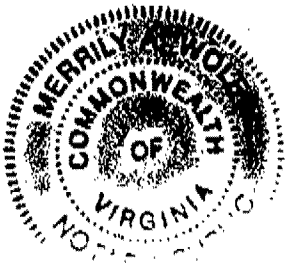
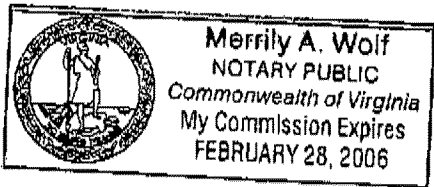
**Graduate
Management
Admission
Council®**

I attest that the attached documents are true and authentic certified copies by the Commonwealth of Virginia of the following documents: 1) Articles of Merger of the Graduate Management Admission Council; 2) Plan of Merger of the Graduate Management Admission Council; 3) Commonwealth of Virginia Certificate of Merger; 4) the Articles of Incorporation of the Graduate Management Admission Council; and 5) Commonwealth of Virginia Certificate of Incorporation.

1600 Tysons Boulevard
Suite 1400
McLean, VA 22102 USA
Phone 1-703-749-0131
Fax 1-703-749-0169

gmacmail@gmac.com
www.gmac.com
www.mba.com

County/City of Fairfax
Commonwealth of Virginia
I certify this to be a complete, exact and true
copy of the original document. Certified this
19 day of March, 2003
Merrily A. Wolf Notary Public
My commission expires 28 Feb 2006



TRADEMARK

REEL: 004425 FRAME: 0926

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

GRADUATE MANAGEMENT ADMISSION COUNCIL is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is February 19, 1999.

Nothing more is hereby certified.

*Signed and Sealed at Richmond on this Date:
January 13, 2003*



Joel H. Peck
Joel H. Peck, Clerk of the Commission



ARTICLES OF MERGER OF
GRADUATE MANAGEMENT ADMISSION COUNCIL,
 a New York Not-For-Profit Corporation

Not from

AND

GRADUATE MANAGEMENT ADMISSION COUNCIL,
 a Virginia Nonstock (not-for-profit) Corporation

dom

INTO

GRADUATE MANAGEMENT ADMISSION COUNCIL,
 a Virginia Nonstock (not-for-profit) Corporation

The undersigned corporations, pursuant to Title 13.1, Chap. 10, Art. 11 of the Code of Virginia, hereby execute the following articles of merger and set forth:

ARTICLE I

Attached as Exhibit A is a copy of the Plan of Merger that was adopted and approved by the undersigned corporations.

ARTICLE II

A. The members of Graduate Management Admission Council, a New York corporation, consist of graduate business and management schools. The New York corporation has two classes of members:

1. One Hundred Thirty One (131) Voting Members, each of which is entitled to one (1) vote for the election of Directors and such other business as may be brought before the Corporation.
2. Seven (7) Associate Members, which have no voting rights.

The plan of merger was adopted by the unanimous consent of the Voting Members of the Graduate Management Admission Council, a New York corporation.

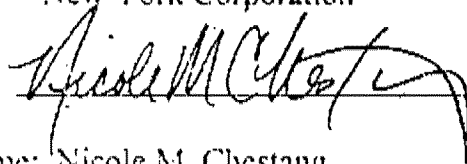
B. There are currently no Voting or Associate Members of the surviving corporation, Graduate Management Admission Council, a Virginia corporation. The plan of merger was adopted at a meeting of the board of directors of the Virginia

corporation held on June 17, 1999. The plan of merger received the vote of a majority of the directors in office.

The undersigned Vice President and Corporate Secretary of the New York corporation and the President of the Virginia corporation declare that the facts herein stated are true as of March 14, 2000.

Graduate Management Admission Council, a
New York Corporation

By:



Name: Nicole M. Chestang

Title: Vice President and Corporate Secretary

Graduate Management Admission Council, a
Virginia Corporation

By:



Name: David A. Wilson

Title: President

PLAN OF MERGER OF
GRADUATE MANAGEMENT ADMISSION COUNCIL,
a New York Corporation

AND

GRADUATE MANAGEMENT ADMISSION COUNCIL,
a Virginia Corporation

INTO

GRADUATE MANAGEMENT ADMISSION COUNCIL,
a Virginia Corporation

ARTICLE I

NAMES OF THE CONSTITUENT CORPORATION AND
SURVIVING CORPORATION

The name of the constituent corporation is Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation. The name of the surviving corporation is Graduate Management Admission Council, a Virginia corporation.

ARTICLE II

MEMBERSHIP AND HOLDERS OF CERTIFICATES EVIDENCING
CAPITAL CONTRIBUTIONS AND SUBVENTIONS

Both the constituent and surviving corporations are non-stock, non-profit entities. Accordingly, there are no holders of certificates evidencing capital contributions and subventions.

~~The membership including their number, classification, and voting rights, as to the constituent corporation, is described as follows:~~

A. The members of Graduate Management Admission Council, a New York corporation, consist of graduate business and management schools. The corporation has two classes of members:

- I. One Hundred Thirty One (131) Voting Members, each of which is entitled to one (1) vote for the election of Directors and such other business as may be brought before the Corporation.

2. Seven (7) Associate Members, which have no voting rights.

B. There are currently no Voting or Associate Members of the surviving corporation. Graduate Management Admission Council, a Virginia corporation. Future members, however, will consist of the One Hundred Thirty One (131) Voting Members and Seven (7) Associate Members of the constituent corporation once the merger is deemed effective. Accordingly, upon merger, the surviving corporation shall have identical membership, including number, classification, and voting rights, as that of the constituent corporation.

ARTICLE III

TERMS AND CONDITIONS OF PROPOSED MERGER

The manner and basis of converting membership in the constituent corporation into membership in the surviving corporation shall be as follows:

On the effective date, Graduate Management Admission Council, a New York corporation (constituent), shall be merged with and into Graduate Management Admission Council, a Virginia corporation (surviving). The separate existence of Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation, shall be a single corporation which shall be the Surviving Corporation under the name Graduate Management Admission Council, a Virginia corporation.

The title to all real estate and all other property and assets, including intellectual property rights and the goodwill associated thereof, owned by Graduate Management Admission Council, a New York corporation, shall be assigned, transferred, and vested in Graduate Management Admission Council, a Virginia corporation, without reversion or impairment, and without further act, deed or assignment.

Graduate Management Admission Council, a Virginia corporation, shall assume all liabilities and obligations of Graduate Management Admission Council, a New York corporation, as of the effective date of the merger. Any proceeding pending against Graduate Management Admission Council, a New York corporation, may be continued against Graduate Management Admission Council, a Virginia corporation, as if the merger did not take place, or where circumstances require, Graduate Management Admission Council, a Virginia corporation, may be substituted in the proceeding for Graduate Management Admission Council, a New York corporation.

On the effective date of the merger, the membership of all One Hundred Thirty One (131) Voting Members and Seven (7) Associate Members in Graduate

Management Admission Council, a New York corporation, shall, by virtue of the merger and without any further action on the part of Graduate Management Admission Council, a New York corporation, or Graduate Management Admission Council, a Virginia corporation, be immediately canceled, but said Members shall immediately become Members of Graduate Management Admission Council, a Virginia corporation, with the same identification, classification, and voting rights as before, as if the merger had not taken place and without any further action on the part of Graduate Management Admission Council, a Virginia corporation.

The Board of Directors of Graduate Management Admission Council, a Virginia corporation, following the merger shall consist of the persons who are the Board of Directors of Graduate Management Admission Council, a Virginia corporation, immediately prior to the effective date of the merger, and the Bylaws of Graduate Management Admission Council, a Virginia corporation, in effect immediately prior to the effective date of the merger shall be the Bylaws of Graduate Management Admission Council, a Virginia corporation, following this merger.

After the effective date of merger, Graduate Management Admission Council, a Virginia corporation, shall continue to carry on the business activities now being carried on by Graduate Management Admission Council, a New York corporation.

The purpose and effect of this merger shall be the re-incorporation in the Commonwealth of Virginia of Graduate Management Admission Council, a New York corporation, and the business of Graduate Management Admission Council, a New York corporation, shall be continued without interruption.

Both Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation, are tax exempt corporations under Section 501(c)(3) of the Internal Revenue Code. The Virginia corporation has adopted all of the corporate purposes of the Articles of Incorporation of the New York corporation. It is therefore the intent of the parties that the merger shall maintain the Graduate Management Admission Council's not-for-profit tax exempt status and that this merger shall be a tax-free reorganization under the applicable sections of the Internal Revenue Code.

ARTICLE IV

AMENDMENTS OR CHANGES IN ARTICLES OF INCORPORATION OF SURVIVING CORPORATION

There will be no amendments or changes in the Articles of Incorporation of the surviving corporation to be effected by the merger.

ARTICLE V

AGREEMENTS BY SURVIVING VIRGINIA CORPORATION REGARDING SERVICE OF PROCESS AND SUIT

Because the surviving corporation is to be a corporation, organized and existing under and by virtue of the laws of the Commonwealth of Virginia, the following statement of agreements on the part of said surviving corporation will, under section 906(d)(2)(D) of the New York Not-for-Profit Corporation Law, be required to be set forth in the Articles or Certificate of Merger which is to be delivered to the New York Department of State for filing:

The surviving corporation, Graduate Management Admission Council, a Virginia corporation, hereby agrees that it may also be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic corporation or of any foreign corporation previously amenable to suit in the State of New York which is a constituent corporation in this merger, and Graduate Management Admission Council, a Virginia corporation, further agrees that it may also be sued in the State of New York in respect of any property transferred or conveyed to it as provided in paragraph (c) of section 907 of the New York Not-for-Profit Corporation Law, or the use made of such property, or any transaction in connection therewith.

ARTICLE VI

MISCELLANEOUS PROVISIONS

1. **Effective Date of Merger.** Articles of Merger shall be filed in the Commonwealth of Virginia in accordance with the laws of Virginia, and Articles or Certificate of Merger shall thereafter be filed in New York in accordance with the laws of that state. The merger of Graduate Management Admission Council, a New York corporation, and Graduate Management Admission Council, a Virginia corporation, shall be effective on the later of the filings of the Articles or Certificate of Merger with the appropriate Department of State.

2. Counterparts. For the convenience of the parties and to facilitate approval of this plan, any number of counterparts of this plan may be executed and each such executed counterpart shall be deemed to be an original instrument.

3. Binding Effect. The provisions of this Plan shall be binding upon and inure to the benefit of the successors and assigns of the parties.

ARTICLE VII

ADOPTION OF PLAN OF MERGER

This plan has been duly approved and adopted by the Board of Directors of the constituent corporation and the surviving corporation.

Graduate Management Admission Council, a
New York Corporation

By: Nicole M. Chestang

Name: Nicole M. Chestang

Title: Vice President and Corporate Secretary

Date: SEPTEMBER 10, 1999

Mel [Signature]
Notary Public

Graduate Management Admission Council, a
Virginia Corporation

By: [Signature]

Name: David A. Wilson

Title: President

Date: SEPTEMBER 10, 1999

Mel [Signature]
Notary Public

0516399 - 3

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

April 4, 2000

The State Corporation Commission finds the accompanying articles submitted on behalf of
GRADUATE MANAGEMENT ADMISSION COUNCIL

to comply with the requirements of law. Therefore, It is **ORDERED** that this

CERTIFICATE OF MERGER

be issued and admitted to record with the articles in the office of the Clerk of the Commission.
Each of the following:

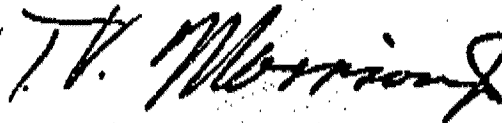
GRADUATE MANAGEMENT ADMISSION COUNCIL (A NY
CORPORATION NOT QUALIFIED IN VA)

is merged into GRADUATE MANAGEMENT ADMISSION COUNCIL, which continues to exist
under the laws of VIRGINIA with the name GRADUATE MANAGEMENT ADMISSION
COUNCIL. The existence of each non-surviving entity ceases, according to the plan of merger.

The certificate is effective on April 4, 2000.

STATE CORPORATION COMMISSION

By



Commissioner

MERGACPT
CIS0436
00-03-28-0059

TRADEMARK
REEL: 004425 FRAME: 0935

**ARTICLES OF INCORPORATION
OF
GRADUATE MANAGEMENT ADMISSION COUNCIL**

The undersigned, in order to form a nonstock corporation under the laws of the Commonwealth of Virginia, hereby executes the following Articles of Incorporation:

ONE: The name of the corporation is: Graduate Management Admission Council.

TWO: The corporation shall have two classes of members as set forth in the bylaws of the corporation.

THREE: Two of the directors of the corporation are to be elected by a majority vote of the board of directors as set forth in the bylaws of the corporation. The remaining directors shall be elected or appointed as set forth in the bylaws of the corporation. The term of office for all members of the Board of Directors shall be three years.

FOUR: The corporation's initial registered office address is: 8300 Greensboro Drive, Suite 750, McLean, Virginia 22102.

The corporation's initial registered office is physically located in the County of Fairfax, Virginia.

FIVE: The initial registered agent of the corporation is an individual who is a resident of Virginia and a member of the Virginia State Bar.

The name and address of the corporation's initial registered agent are:

Martin P. Willard, Esq.
8300 Greensboro Drive
Suite 750
McLean, Virginia 22102

SIX: The duration of the corporation is perpetual.

SEVEN: Additional provisions for the operation of the corporation are as follows:

Upon the dissolution of the corporation, any assets remaining after payment of debts and the expenses of dissolution shall be paid to or applied for the benefit of such educational organization or organizations qualifying for tax exemption under Section 501(c)(3) of the Internal Revenue Code as the directors of the corporation shall designate.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code

EIGHT: The exclusive purposes for which the corporation is organized are:

- a To develop and administer appropriate assessment instruments for use in management education;
- b To conduct educational research and to facilitate the exchange of information;
- c To provide other services to schools of business and management and to the educational community, and
- d To prepare prospective students for and to educate them about any and all aspects of the pursuit of study in business and management education;
- e To promote the highest standards of professional practice.

No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

The corporation is not organized for profit, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.

Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

In any taxable year in which the corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code, 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code, and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

EIGHT: The exclusive purposes for which the corporation is organized are

- a To develop and administer appropriate assessment instruments for use in management education,
- b To conduct educational research and to facilitate the exchange of information,
- c To provide other services to schools of business and management and to the educational community, and
- d To prepare prospective students for and to educate them about any and all aspects of the pursuit of study in business and management education,
- e To promote the highest standards of professional practice

The corporation is organized exclusively for educational and charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code.

NINE: The number of initial directors of the corporation is thirteen (13) Their names and addresses are as follows:

Janet R. Marks, Chair
Graduate School of Business
Fordham University
113 West 60th Street
New York, NY 10023

Howard Thomas, Vice Chair
College of Commerce & Business Administration
University of Illinois at Urbana-Champaign
1206 South Sixth Street
Champaign, IL 61820

John F. Brennan
Sawyer School of Management
Suffolk University
Beacon Hill
8 Ashburton Place
Boston, MA 02108

Carlos Cavallé
IESE International Graduate School of Management
University of Navarra
Av. Pearson 21
E-08034
Barcelona, SPAIN

~~Yuk-Shee Chan~~
Hong Kong University of Science and Technology
Clear Water Bay
Kowloon, Hong Kong (SAR)
CHINA

Paul Danos
Dartmouth College

Amos Tuck School of Business Administration
100 Tuck Hall
Hanover, NH 03755-9030

Martin S. Geisel
Owen Graduate School of Management
Vanderbilt University
410 Twenty-First Avenue, South
Nashville, TN 37203

Andrea S. Hershatter
Goizueta Business School
Emory University
1602 Mizell Drive
Atlanta, GA 30327

Ann Johnston-Scott
Georgia Institute of Technology
DePree School of Management
755 Ferst Drive
Atlanta, GA 30332

Stephen C. Lewis
Product & Business Strategy Office
Ford Motor Company
6 Parklane Boulevard
Suite 451
Dearborn, MI 48126

Marie M. Mookini
Graduate School of Business
Stanford University
350 Memorial Way
Stanford, CA 94305-5015

Charles I. Plosser
William E. Simon Graduate School of Business Administration
Wilson Boulevard
Carl Simon Hall 2-202
Rochester, NY 14627

Robert E. Witt
University of Texas at Arlington
UTA Box 19125
Arlington, TX 76019

TEN: Any person made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal, because he is or was a director, officer, employee or agent of the corporation shall be and hereby is indemnified against any liability or expense incurred (including reasonable attorney's fees) in such proceeding to the fullest extent permitted and in the manner prescribed by the Virginia Nonstock Corporation Act.

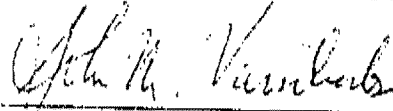
ELEVEN: An amendment to the Articles of Incorporation may be approved by a simple majority of the voting members of the corporation taken at a meeting of the members.

TWELVE: The name and address of the incorporator of the corporation is:

John M. Vassiliades, Esq.
Perkins Coie
607 Fourteenth Street, N.W.
Washington, D.C. 20005-2011

THIRTEEN: The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

INCORPORATOR SIGNATURE:



John M. Vassiliades, Esq.

Dated: February 9, 1999

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

February 19, 1999

The State Corporation Commission has found the accompanying articles submitted on behalf of

GRADUATE MANAGEMENT ADMISSION COUNCIL

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective February 19, 1999.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

CORPACPT
CIS20436
99-02-11-0022

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of GRADUATE MANAGEMENT ADMISSION COUNCIL on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
January 13, 2003*

Joel H. Peck

Joel H. Peck, Clerk of the Commission