

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



C E R T I F I C A T E

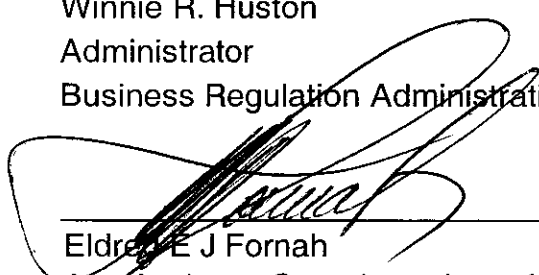
THIS IS TO CERTIFY that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF INCORPORATION** is hereby issued to:

THE QUILT, INC.

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of the **1st** day of **March, 2001**.

Carlynn M. Fuller
Acting Director

Winnie R. Huston
Administrator
Business Regulation Administration



Eldred E. J. Fornah
Act. Assistant Superintendent of Corporations
Corporations Division

Anthony A. Williams
Mayor

ARTICLES OF INCORPORATION
OF
THE QUILT, INC.

FILE
MAR - 1 2001

TO: Department of Consumer and Regulatory Affairs
Corporations Division
Washington, D.C.

We, the undersigned natural individuals aged twenty-one years or more, adopt these Articles of Incorporation, pursuant to the District of Columbia Nonprofit Corporation Act, D.C. Code §§ 29-501 et seq. (the "Act").

FIRST: The name of the corporation is The Quilt, Inc. (hereinafter referred to as the "Corporation").

SECOND: The period of duration of the Corporation is perpetual.

THIRD: (1) The general purposes for which the Corporation is organized and will be operated exclusively are to conduct charitable, scientific and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations and rulings promulgated thereunder (the "Code").

(2) The Corporation is a consortium comprised of non-profit network service providers dedicated to advancing research and education in the United States by (a) providing a broad range of leading edge networking services and technologies to the broadest possible research and educational community, including network engineering, management, and operation; regional connectivity and exchange; and promotion and coordination of regional activities; and (b) facilitating innovative and successful projects and collaborations in connection with such networking services and technologies. The specific purposes and objectives of the Corporation are to (a) provide advanced network services and technologies to the broadest possible research and educational community; b) promote end-to-end

continuity, consistency, reliability, interoperability, efficiency and cost-effectiveness in the development and delivery of advanced network services and technologies by means which, at the same time, reflect the diversity of its members and foster innovation; c) assist other charitable, scientific and educational organizations in the conduct of similar activities; and d) do everything necessary, proper, advisable or convenient for the accomplishment of the Corporation's purposes and goals and to do all other things incidental or connected to them that are not forbidden by these Articles of Incorporation, the Act, the Code or any other law.

(3) The Corporation shall not be operated for profit and shall not issue shares of stock. The income, assets, properties and services of the Corporation shall be used exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code.

FOURTH: The Corporation shall one class of Regular Members, with voting rights, and one or more class or classes of nonvoting members. The Board of Directors shall adopt provisions in the Bylaws, and pass appropriate implementing resolutions that designate the class or classes, the manner of qualification or appointment, and the rights and benefits of the Regular Members and each class of non-voting members.

FIFTH: The Board of Directors shall manage and control the property, activities and affairs of the Corporation. All matters pertaining to directors and officers (including without limitation the exact number of directors and officers, their duties and terms, and the procedures for their election, resignation, removal and the filling of vacancies), and all other provisions for the regulation of the internal affairs of the Corporation, shall be set forth in the Bylaws of the Corporation to the extent that they are not set forth as follows or elsewhere in these Articles of Incorporation:

(1) The number of directors shall not be less than three. The initial directors are listed in Article NINTH below.

(2) No directorship or officership of the Corporation shall be assignable, nor shall any directorship or officership of the Corporation pass to any personal representative, heir or devisee.

(3) The private property of any director, officer or employee of the Corporation, or of any other person acting on the Corporation's behalf pursuant to an official election, appointment or direction, shall not be subject to payment of the liabilities, debts or obligations of the Corporation to any extent whatsoever, and they shall be entitled to be indemnified as provided in the Bylaws.

SIXTH: The powers and activities of the Corporation shall be subject to the following restrictions and limitations:

(1) Notwithstanding any other provision of these Articles, only such powers shall be exercised as are in furtherance of the purposes of the Corporation, and as may be exercised by an organization exempt under Section 501(c)(3) of the Code and by an organization contributions to which are deductible under Section 170 of the Code.

(2) No part of the assets or net earnings of the Corporation shall inure to the personal benefit of any director, officer or employee of the Corporation, or any other person, except that reasonable compensation may

be paid for personal services which are reasonable and necessary to carry out the purposes of the Corporation.

(3) None of the assets or property of the Corporation shall, upon liquidation, dissolution or winding up of the Corporation, whether voluntary, involuntary or by operation of law, be distributed to the directors, officers or employees of the Corporation, or to any other person. Furthermore, upon liquidation, dissolution or winding up of the Corporation, such assets or property shall be distributed to one or more organizations which would then qualify under the provisions of Section 501(c)(3) of the Code. Provided, however, that any asset or property held by the Corporation upon condition requiring its return, transfer or conveyance, which condition occurs by reason of the liquidation, dissolution or winding up of the Corporation, shall be returned, transferred, or conveyed in accordance with such requirement. Any such distribution or any such return, transfer or conveyance, shall be made in accordance with the Act and with Section 501(c)(3) of the Code.

(4) The Corporation shall not carry on propaganda or otherwise attempt to influence legislation, except to the extent permitted under Section 501(c)(3) of the Code. Furthermore, the Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

SEVENTH: The address of the initial registered office of the Corporation is 1900 K Street, NW, Washington, D.C. 20006. The name of the registered agent at this address is Jeffrey P. Altman, Esq.

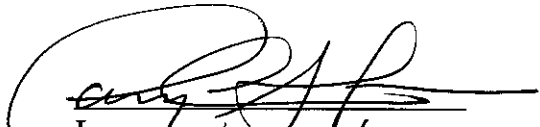
EIGHTH: These Articles of Incorporation may be amended by the majority vote of the Board of Directors present and voting at any meeting of the Board of Directors at which a quorum is present, and having been duly held pursuant to a notice specifying such proposed amendment.

NINTH: The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of the Corporation or until their successors are elected and qualified pursuant to the Bylaws are:

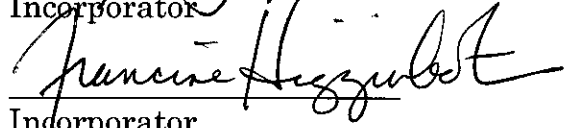
	<u>NAME</u>	<u>ADDRESS</u>
(1)	Gary Crane	1211 Alderman Road Palmyra, NY 14522
(2)	Donald R. Riley	University of Maryland 1112 Patuxent Bldg, College Park, MD 20742
(3)	R. Richard Summerhill	5008 Canyon Road Manhattan, KS 66503
(4)	Michael Krugman	Office of Information Technology, Boston University 111 Cummington Street Boston, Massachusetts 02215-2411
(5)	Ron Hutchins	258 4 th Street, NW Georgia Tech, Atlanta, GA 30332-0715

TENTH: The names and addresses of the incorporators are:

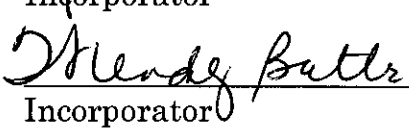
<u>NAME</u>	<u>ADDRESS</u>
Jacqueline A. Henson, Esq.	McKenna & Cuneo, L.L.P. 1900 K Street, N.W. Washington, D.C. 20006
Francine Higginbotham	McKenna & Cuneo, L.L.P. 1900 K Street, N.W. Washington, D.C. 20006
Wendy Butler	McKenna & Cuneo, L.L.P. 1900 K Street, N.W. Washington, D.C. 20006



Incorporator




Incorporator



Incorporator

District of Columbia:

Subscribed and sworn to before me this 28th day of February, 2001.



Notary Public

My commission expires 7/31/01