

**ARTICLES OF INCORPORATION
OF A VIRGINIA NONSTOCK CORPORATION**

The undersigned, pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, state(s) as follows:

1. The name of the corporation is: **NATIONAL ASSOCIATION OF COLLEGE AUXILIARY SERVICES-SOUTH.**

2. A. The purpose of the Corporation is to operate exclusively as a non-profit organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). It is formed to carry out to advance the profession of auxiliary and support services in higher education and to provide member representatives responsible for these services a means of supporting their institutions' mission through enhanced professional development and expanded networking opportunities. In carrying out the foregoing purpose, the Corporation may engage in all activities permitted by the Act incidental to or in furtherance of the above-stated purpose, except as restricted herein. Notwithstanding the foregoing, the Corporation shall not possess or exercise any power or authority, either expressly, by interpretation, or by operation of law, that would prevent it at any time from qualifying and continuing to qualify as a corporation described in Section 501(c)(6) of the Code, nor shall it engage directly or indirectly in any activity which would cause the loss of such qualification.

B. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the General District or Circuit Court, as applicable, of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

3. The Corporation's members are any college or university that maintains a membership in the National Association of College Auxiliary Services ("NACAS") and is located in the Southern Region as defined by NACAS.

4. The directors of the Corporation shall be elected or appointed as follows:

A. The Corporation's Board of Directors shall consist of eleven (11) Directors. Any full-time employee responsible for auxiliary and campus support services of any member institution shall be eligible for election or appointment to the

Board of Directors. The Directors of the Corporation shall be elected at the Corporation's annual business meeting. The Southern Representative to the NACAS Board and the Conference Coordinator also shall be elected at the Corporation's annual business meeting. Nominations for the positions shall be made by the Corporation's Nominating Committee, which consists of the Immediate Past President and four at-large members appointed by the President with the concurrence of the Corporation's Executive Committee, and noticed to members at least forty-five (45) days before the annual business meeting. Nominations are allowed from the floor. Each member in good standing is entitled to one vote per position to be filled. There is no proxy voting for election of Directors. The nominee receiving a majority of the votes shall be elected. The President, with the concurrence of the Directors, shall name three (3) at-large directors from the Southern Region. Any vacancies shall be filled by the President, with the concurrence of the Board of Directors for the unexpired term.

- B. The Directors each will serve one (1) year terms, with the exception of the Treasurer and Secretary, each of who will serve a two (2) year term. The appointed at-large directors, Southern Region Representative to the NACAS Board, and Conference Coordinator each shall serve a three (3) year term. The Immediate Past President shall serve a one (1) year term.

- 5. A. The name of the Corporation's initial registered agent is: **National Registered Agents, Inc.**

- B. The initial registered agent is a foreign stock corporation authorized to transact business in Virginia.

- 6. A. The Corporation's initial registered office address, which is identical to the business office of the initial registered agent, is:

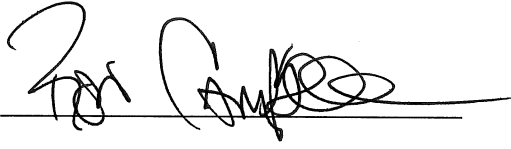
- 4701 Cox Road
 - Suite 301
 - Glen Allen, Virginia 23060-6802

- B. The registered office is physically located in the County of Henrico.

7. The initial Directors are:

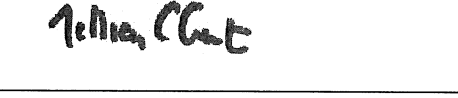
Names	Addresses
Douglas S. Ross, President	1088 S. Lumpkin Street Athens, Georgia 30602
Kyle Cullars, President-Elect	Campus Box 037 Milledgeville, Georgia 31061
Rich Steele, Vice President	353 Ferst Drive Atlanta, Georgia 30332-0273
Robert C. Ritenbaugh, Treasurer	102 Stamford Hall Auburn, Alabama 36849
Monica Stoch, Secretary	218 Peterson ServiceBldg. Lexington, Kentucky 40506
Victoria Fowler, Conference Coordinator	231 W Hancock Street Milledgeville, Georgia 31061
Martha Davidson, Professional Development Coordinator (At-large)	324 Blackwell Street, Suite 850 Washington Building Durham, North Carolina 27701
Angela Peterson, Membership Coordinator (At-Large)	1601 E. Market Street Williams Dining Hall, Room 141 Greensboro, NC 27411
Loren Sumerlin, Communication/ Technology Coordinator (At-large)	1100 South Marietta Parkway Marietta, Georgia 3006
Eddie Mills, South Regional Representative	1332 Southern Drive Statesboro, Georgia 30458
Jackson Meeks, Past President	Nunn Drive Highland Heights, KY 41099

8. INCORPORATORS:



A handwritten signature in black ink, appearing to read "Ron Campbell", written over a horizontal line.

Ron Campbell



A handwritten signature in black ink, appearing to read "Jeffrey L. Leiter", written over a horizontal line.

Jeffrey L. Leiter

Date: June 5, 2014

Telephone: (434) 245-8425