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Effective  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

ARTICLES OF INCORPORATION  
OF  
COGNITIVE DEVELOPMENT SOCIETY

ARTICLE I

Name of Corporation

The name of the corporation is Cognitive Development Society.

ARTICLE II

Registered and Principal Office and Registered Agent

The street address of the registered office and the principal office of the corporation is Davie Hall, Cameron Avenue (no number), Chapel Hill, Orange County, North Carolina 27514, and the mailing address is CB# 3270, The University of North Carolina at Chapel Hill, Chapel Hill, North Carolina 27599-3270. The name of the initial registered agent of the corporation at its registered office is J. Steven Reznick.

ARTICLE III

Period of Existence

The period of existence of the corporation is perpetual.

ARTICLE IV

Purposes

The corporation is organized and shall be operated exclusively to promote and represent the common professional interests of developmental psychologists, students,

practitioners and other professionals who engage in the study of change and continuity in the intellectual processes that support mental life and whose primary focus is cognitive development in infants, children and adolescents.

## ARTICLE V

### Members

The corporation shall have members with such designations, rights, powers and privileges as provided in the bylaws of the corporation. In no event, however, shall members have voting rights.

## ARTICLE VI

### Board of Directors

The management of the corporation and its properties and affairs shall be vested in the Board of Directors, which, in addition to its other powers and authorities, shall have full power and authority from time to time to invest, reinvest, sell, expend, or otherwise dispose of any and all property of the corporation in furtherance of the purposes of the corporation. The number of directors, their terms of office, and the method of their selection shall be provided for and determined by the bylaws of the corporation. No director of the corporation shall receive any compensation whatever for, or in connection with, his or her services as a director of the corporation, but the Board of Directors may provide for the payment of expenses incurred by directors in connection with the performance of their duties.

## ARTICLE VII

### No Personal Liability

No director of the corporation shall have personal liability for monetary damages arising out of an action, whether by or in the right of the corporation or otherwise, for breach of any duty, except that this elimination of personal liability shall not be effective with respect to (a) acts or omissions that the director at the time of the breach knew or believed were clearly in conflict with the best interests of the corporation, (b) any liability under Section 55A-8-32 of the North Carolina Nonprofit Corporation Act (loans to or guaranties for directors and officers) or Section 55A-8-33 of the North Carolina Nonprofit Corporation Act (liability for unlawful loans or

distributions) or (c) any transaction from which the director derived an improper personal financial benefit. No amendment or repeal of this Article VII, nor the addition of any provision to these Articles of Incorporation inconsistent with this Article VII, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal, or addition.

## ARTICLE VIII

### Activities Not Permitted by the Corporation

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any "private shareholder or individual" within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law); provided, however, that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered (except as otherwise provided in Article VI hereof) and to make payments and distributions in furtherance of the purposes of the corporation. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on:

(A) By a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue law), or

(B) By a corporation created under the North Carolina Nonprofit Corporation Act.

## ARTICLE IX

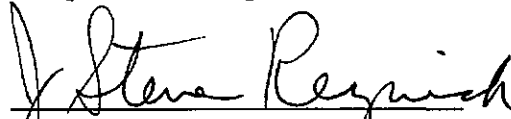
### Disposition of Assets on Dissolution

In the event of the dissolution or other termination of the corporation, after all liabilities have been paid and satisfied in full, any net assets remaining shall be transferred, as directed by the Board of Directors, in its discretion, to one or more organizations that promote and represent the common professional interests of the members of the corporation.

ARTICLE X

Incorporator

The name and address of the incorporator are J. Steven Reznick, CB# 3270, The University of North Carolina at Chapel Hill, Chapel Hill, North Carolina 27599-3270.

  
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J. Steven Reznick, Incorporator