

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
THE ASSOCIATION OF PUBLIC DATA USERS**

To: Department of Consumer and Regulatory Affairs
Washington, DC

Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is:

The Association of Public Data Users

SECOND: The following amendments of the Articles of Incorporation were adopted by the Corporation in the manner prescribed by the District of Columbia Non-Profit Corporation Act:

Article THIRD shall be amended in its entirety to state:

THIRD: The specific and primary purposes for which this Association is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following charitable and educational purposes, and to support in other ways the following activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. Educate the public on the importance of maintaining proper data files and documentation;
2. Provide information on data file documentation methods;
3. Prepare educational materials and conduct educational activities in support of the general purposes of the Association;
4. Provide assistance regarding petitions and proposals to foundation and data producing agencies;
5. Assist other charitable, educational and social welfare organizations in the conduct of similar activities;
6. To engage in other charitable, educational and social welfare activities as determined by the Board of Directors;

7. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

Article FOURTH shall be amended in its entirety to state:

FOURTH: The Association shall have all of the corporate powers set forth in §29-301.05 of the District of Columbia Nonprofit Corporation Act.

Article SIXTH shall be amended in its entirety to state:

SIXTH: The Association shall have members.

Article SEVENTH shall be amended in its entirety to state:

SEVENTH: The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any country or in any of the states, territories or possessions of the United States, or the District of Columbia.

Article EIGHTH shall be amended in its entirety to state:

EIGHTH: Upon the dissolution of the Association or the winding up of its affairs, the assets of the Association remaining after payment of the debts of the Association or provision therefor shall be distributed exclusively for charitable or educational purposes to organizations which are then exempt from federal tax under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent federal tax laws), and to which contributions are then deductible under section 170(c)(2) of such Code.

Article ELEVENTH shall be amended in its entirety to state:

ELEVENTH: No part of the net earnings of the corporation shall inure to or for the benefit of, or be distributable to, its 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 and objects set forth in Article THIRD hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including by publishing or distributing statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax laws), or by an organization contributions to which are to be deductible under section 170(c)(2) of such Code.

Notwithstanding any other provision set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; the corporation shall not make any investments in such manner as to be subject to the tax imposed by Section 4944 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

THIRD: The amendment was adopted at a meeting of members held on _____ at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

By: _____
President

Date

Attest: _____
Secretary

Date