

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, October 28, 2002

This is to certify that the certificate of incorporation of

GLOBAL SPATIAL DATA INFRASTRUCTURE

*was issued and admitted to record in this office and that the said corporation is authorized to transact its business subject to all Virginia laws applicable to the corporation and its business.
Effective date: August 06, 2002*



State Corporation Commission

Attest:

Joel Heck

Clerk of the Commission

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

**ARTICLES OF INCORPORATION
OF THE
GLOBAL SPATIAL DATA INFRASTRUCTURE**

THE UNDERSIGNED, for the purpose of forming a nonstock corporation pursuant to the Virginia Nonstock Corporation Act hereby certifies:

FIRST: The name of the Corporation is the GLOBAL SPATIAL DATA INFRASTRUCTURE.

SECOND: The Corporation shall have members. The qualifications, categories and voting rights of members shall be set forth in the Corporation's Bylaws.

THIRD: The members (or categories of members) shall elect and/or select the Board of Directors, as specified in the Corporation's Bylaws.

FOURTH: The address of the initial registered office of the Corporation is 590 National Center, Reston, VA 20192, in the County of Fairfax. The name of the initial registered agent of the Corporation at that office is Alan Stevens, a resident of the Commonwealth of Virginia who is a director of the Corporation.

FIFTH: The names and addresses of the individuals who are to serve as the initial directors until the first annual meeting or until their successors are elected and qualify are as follows:

**Santiago Borrero
Instituto Geografico Austin Cadozzi
Carrera 30 No. 48-51
Bogota DC, Columbia**

**Derek Clarke
Chief, Directorate Surveys and Mapping
Private Bag X10
Mowbray, South Africa 7705**

Dr. Ian Masser
Chair, European Organization for Geographic Information (EUROGI)
Jean Monnerpark 1,
Apeldoorn, 7300, Netherlands

Professor Harlan J. Onsrud
Dept. of Spatial Information,
Science and Engineering, NCGIA
5711 Boardman Hall, Rm 340
University of Maine
Orono, Maine 04469-5711

Douglas Nebert
Clearinghouse Coordinator
Federal Geographic Data Committee (FGDC)
590 National Center - USGS
Reston, VA 20192

Dr. Alan R. Stevens
International Program Manager
Federal Geographic Data Committee (FGDC)
590 National Center - USGS
Reston, VA 20192

SIXTH: The Corporation shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended ("the Code"), including, but not limited to, developing common standards and promoting their use in the collection, integration and distribution of geographic (spatial) data so as to create a global information infrastructure to develop tools to support decision making for social, environmental, economic, human health, and other issues / policies.

SEVENTH: The corporation may exercise all power or authority granted to it under section 13.1-826 and section 13.1-827 of the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, including, but not limited to, the power to solicit and accept donations of money, property, or any interest therein, or any other thing of value, and to own or lease property, whether real or personal.

EIGHTH: In carrying out its purposes, the Corporation shall not have or exercise any power or authority granted to it under the Virginia Nonstock Corporation Act, nor engage directly or indirectly in any activity, that would prevent it from qualifying as a corporation described in section 501(c)(3) of the Internal Revenue Code. No part of the assets or earnings, current or accumulated, of the corporation shall at any time inure to the benefit of any private individual, within the meaning of the prohibition contained in section 501(c)(3) of the Internal

Revenue Code, except that the corporation shall be authorized and empowered to make payments as reasonable compensation for services rendered and/or as a reasonable allowance for authorized expenditures incurred on behalf of the corporation and to make payments and distributions in furtherance of the purposes set forth in the Articles.

NINTH: The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to an extent that would disqualify it from tax exemption under section 501(c)(3) of the Internal Revenue Code by reason of attempting to influence legislation. The Corporation shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

TENTH: The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

ELEVENTH: Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation shall be distributed to, and only to, one or more organizations described in section 501(c)(3) of the Internal Revenue Code.

TWELVTH: To the fullest extent permitted by the Virginia Nonstock Corporation Act, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Internal Revenue Code applicable to corporations described in Section 501(c)(3).

IN WITNESS THEREOF, the undersigned has executed these Articles of Incorporation this 31 day of July, 2002.



Incorporator
Richard L. Thomas

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

August 6, 2002

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

GLOBAL SPATIAL DATA INFRASTRUCTURE

to comply with the requirements of law, and confirms payment of all required 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 August 6, 2002.

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
CIS0313
02-08-05-0137

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 GLOBAL SPATIAL DATA INFRASTRUCTURE on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
October 28, 2002*

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