



Department of State.

**CERTIFICATE OF AUTHORITY
OF**

~~THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION~~

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of ~~THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION~~ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to ~~THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION~~ to transact business in this State under the name ~~THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION~~ and attach hereto a duplicate original of the Application for such Certificate.

Dated **November 4, 1988**



Pete T. Cenarrusa

SECRETARY OF STATE

W. H. H. H.
Corporation Clerk

APPLICATION FOR CERTIFICATE OF AUTHORITY

NON- (Profit Corporation)

To the Secretary of State of Idaho

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION
2. The name which it shall use in Idaho is THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION
- (To be used only when required to avoid a conflict with a name already on file. Must be accompanied by a Board of Directors resolution adopting assumed name in Idaho.)
3. It is incorporated under the laws of Delaware
4. The date of its incorporation is May 30, 1972 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street, Wilmington, DE 19801
6. The address to which correspondence should be addressed, if different from that in item 5. 1120 G Street N.W. Suite 700 Washington, DC 20005
7. The street address of its proposed registered office in Idaho is 300 North 6th Street
Boise, Idaho 83701, and the name of its proposed registered agent in Idaho at that address is C T CORPORATION SYSTEM
8. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are:
To assist state and local governments and their agencies and instrumentalities with the establishment and maintenance of certain benefit plans for their employees.
9. The names and respective addresses of its directors and officers are:

Name	Office	Address
SEE ATTACHED		

(continued on reverse)

Name	Office	Address
SEE ATTACHED		

10. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

11. This Application is accompanied by a certificate of Corporate Status or Existence, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated: 10/6/88

THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION

(Corporation Name)

By Peter L. Degroote

PETER L. DEGROOTE, President Its President/ Vice President (please specify) ~~XXXXXXXXXXXX~~

and Stephen W. Nordholt

STEPHEN W. NORDHOLT, Secretary Its Secretary/ Assistant Secretary (please specify) ~~XXXXXXXXXXXX~~

STATE OF DISTRICT OF COLUMBIA)

~~XXXXXXXXXXXX~~) ss:

COUNTY OF _____)

I, DOROTHY A. CARTER, a notary public, do hereby certify that on

this 6 day of OCTOBER, 19 88, personally appeared before

me PETER L. DEGROOTE, who being by me first duly sworn, declared that (s)he

is the President of THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION

that (s)he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Dorothy A. Carter
Notary Public

My Commission Expires December 14, 1991

COMPANY NAME:

THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION

OFFICERS:

Peter L. DeGroote, President
SS#-073-30-4257
1325 18th Street, N.W.
Washington, D.C. 20036

ROBERT HANCOX, Exec. Vice President
SS#-135-34-2363
19 Davis Road
Malvern, PA 19355

STEPHEN W. NORDHOLT, V.P./Secretary
SS#-312-50-9709
4201 Lee Highway
Arlington, VA 22207

EUGENE M. SWEARINGEN, Vice President
SS#-246-74-4967
14524 South Hill Court
Centreville, VA 22020

JOCELYN S.D. D'Amore, Treasurer
SS#-201-36-8018
1616 East Avenue
McLean, VA 22101

(NO TERM EXPIRATION)

DIRECTORS:

DAVID A. BURKHALTER, Chairman
2700 Inverness Road
Charlotte, NC 28209
(704) 523-5360
Term Expires: December 31, 1988

HAROLD I. STEINBERG, Partner
Peak, Marwick, Mitchell & Company
1900 K Street, N.W.
Washington, D.C. 20006
(202) 223-9525
Term Expires: December 31, 1990

CHARLES A. MORRISON, Commissioner
Department of Administration
State Office Building, Station #74
Augusta, ME 04333
(207) 289-4503
Term Expires: December 31, 1989

BARBARA J. STECKEL
2442 Iowa, Apartment N-12
Riverside, CA 92507
(704) 787-9725
Term Expires: December 31, 1989

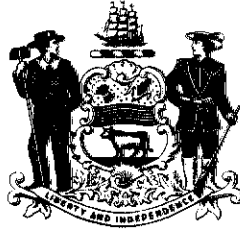
DAVID R. TAYLOR, Town Manager
Town of Chapel Hill
306 N. Columbia Street
Chapel Hill, NC 27514
(919) 968-2743
Term Expires: December 31, 1991

JAMES P. BERZINA, City Manager
City of Wichita Falls
1300 7th Street, Suite 105
Wichita Falls, TX 76307
(817) 761-7400
Term Expires: December 31, 1991

WILLIAM H. HANSELL, JR., Executive Director
International City Management Association
1120 G Street, N.W., Suite 300
Washington, D.C. 20005
(202) 626-4610
EX-OFFICIO

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State of Delaware



PAGE 1

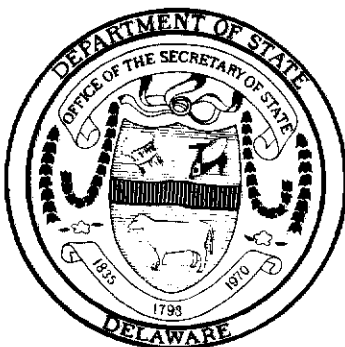
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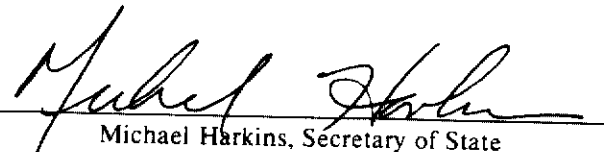
Office of Secretary of State

I, MICHAEL HARKINS, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THE INTERNATIONAL CITY MANAGEMENT ASSOCIATION RETIREMENT CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE DATE SHOWN BELOW.

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Michael Harkins, Secretary of State

AUTHENTICATION: 1891193

DATE: 10/14/1988