

**RESTATED ARTICLES OF INCORPORATION
Of
INTERNATIONAL ASSOCIATION OF PERSONNEL IN
EMPLOYMENT SECURITY, INCORPORATED**

(A Non-Profit Corporation)

I.

The name of the Corporation shall be and is International Association of Personnel in Employment Security by which name it shall have and use a seal, and sue and be sued. It shall also be known under the acronym of IAPES.

II.

There shall be no stock in the Corporation, and no private pecuniary profit shall inure to the benefit of any officer, director, member or other person except for services rendered.

III.

The nature, aims, purposes and objectives of the Corporation shall be and are:

1. Enhance the individual competence, knowledge and proficiency of members interested in all occupations in the workforce development arena.
2. Provide an international forum for the exchange of information regarding the workforce development arena.
3. Support administrators in the carrying out workforce development programs; and assist in the continued improvement of the administration of such programs and the services provided through such programs.
4. Promote the awareness of the proficient services provided by the personnel engaged in workforce development programs.
5. Educate members about proposed legislation and policy matters affecting workforce development programs.
6. Foster close working relationships with other organizations and entities having common concerns regarding the improvement of workforce development personnel and programs.
7. Contribute toward the advancement of peace, goodwill and international understanding through world fellowship among persons involved in workforce development programs.
8. Develop and carryout other purposes and objectives similar to the foregoing.

IV.

The affairs of the Corporation shall be governed and/or managed by a Board of Directors, who shall be elected, appointed and/or removed in the manner prescribed by

the adopted bylaws of the Corporation. In addition to the powers conferred upon the Directors by statute or otherwise, the Board shall have all powers necessary to carry out the purposes of the Corporation, including delegating of authority for the management of the Corporation.

V.

Annual meetings of the members and/or Board of Directors may be held in any place in the United States, Canada or any other country holding a chapter charter of membership as described by the bylaws.

VI.

The private property of the members, officers and directors of the Corporation shall not be subject to the debts of the Corporation.

VII.

Upon the dissolution of the Corporation, all assets and property held under the control of the Board of Directors for the use and benefit of the Corporation and/or the members first shall be applied to satisfy any outstanding debts of the Corporation, and the residue, if any, then shall be distributed by the Board of Director to the various then-existing chapters on the basis of the number of active members in each chapter as certified for the annual meeting of the members in the year preceding any such dissolution.

VIII.

The amount of indebtedness that the Corporation may incur shall not exceed Five Hundred Thousand dollars (\$500,000.00).


IX.

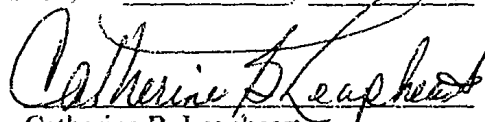
The Board of Directors shall not adopt an amendment or amendments to the bylaws of the Corporation that revokes or nullifies a specific amendment to the bylaws properly adopted by the members.

X.

These Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as theretofore amended, were duly adopted as required by law and supersede the original articles of incorporation and all amendments thereto.

WITNESS THE HANDS of the Chairman and Secretary-Treasurer of the Board of Trustees, this the 21st day of May, 2002, at Frankfort, Franklin County, Kentucky.


Kenneth Cochran


Catherine B. Leapheart