

EXHIBIT A
TO FORM NFP 110.30
ARTICLES OF AMENDMENT
OF ARTICLES OF INCORPORATION OF
NATIONAL ASSOCIATION OF ECONOMIC EDUCATORS, INC.

ARTICLE IV, Paragraphs 1-5 of the Articles of Incorporation are amended and superseded to read as follows:

The mission of the Corporation is to advance economic and financial literacy by serving educators. The Corporation is organized not for profit under the Illinois Not-For Profit Corporation statutes and its purposes are (i) to further the mission of advancing the teaching and learning of economic ways of thinking and problem solving so students can use that understanding in their lives as responsible citizens and effective participants in the global economy, and (ii) to promote such other charitable and educational endeavors as may be permitted under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law) which are intended to train teachers to advance the learning of economic ways of thinking.

Purposes of the Corporation:

- To develop programs and training for the educators of teachers to promote economics, personal finance, and entrepreneurial literacy in the classroom;
- To promote high-quality, activity-based pedagogy for teaching economics, encouraging student-centered methods and curriculum;
- To develop cooperative working relationships among private and public organizations to promote and encourage economic understanding;
- to provide a forum for communication, sharing best practices and research, and exchanging ideas among those involved in economic and financial education;
- to promote strong leadership, sound management and effective fund-raising strategies for economic education organizations;
- to advance objective, non-partisan, and academically strong economic education programs;
- to collaborate with the Council for Economic Education (the “Council”), affiliated state Councils and Centers, the Federal Reserve Banks, and other economics and financial education stake-holders, in mutually beneficial, reciprocal partnerships to advance economic education; and
- To advocate on a national and international level for economics and financial education.

EXHIBIT B

TO FORM NFP 110.30
ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
NATIONAL ASSOCIATION OF ECONOMIC EDUCATORS, INC.

ARTICLE V is amended to add the following provisions:

A. The assets of the Corporation are permanently dedicated to the Corporation's exempt purposes. No part of the net earnings, properties or assets of the Corporation shall inure to the benefit of, or be distributable to, its members, Executive Committee members, officers, or any other person or private individual within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law), except that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in this Article II.

B. The Corporation shall be non-profit, non-partisan and non-political. The Executive Committee shall constitute the Corporation's Board of Directors and governing body.

C. Notwithstanding any other provision of these Articles or Bylaws, the Corporation shall not carry on any activity that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code 1986, as amended (or the corresponding provisions of any future United States Internal Revenue law). Furthermore, no substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

No loans shall be made by the Corporation to the members of the Executive Committee or officers. Any Members of the Executive Committee who vote for or assent to the making of a loan to an Executive Committee member or officer, and any officer or officers participating in the making of such loan, shall be jointly and severally liable to the Corporation for the amount of such loan until repayment thereof in accordance with the provisions of the applicable not for profit corporation act. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Executive Committee. Such authority may be general or confined to specific instances.

The Corporation shall not have or issue shares of stock, and no dividend shall be paid and no part of the income of the Corporation shall be distributed to its Executive Committee members or officers. The Corporation may pay compensation in a reasonable amount to its Executive Director, members of the Executive Committee or officers for services rendered, and may reimburse its members of the Executive Committee, officers and employees for expenses incurred in attending to their authorized duties; provided, however, that such expenses shall be evidenced by receipt or other proper documentation.

D. Upon the dissolution of this Corporation, the governing body shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to

such organization or organizations organized and operated exclusively for purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Revenue law), as the governing board shall determine. Any such assets not so disposed of shall be disposed of by the district court in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.