

ARTICLES OF INCORPORATION
OF
ATLANTA AREA COMPENSATION ASSOCIATION, INC.

ARTICLE I

The name of the corporation is “Atlanta Area Compensation Association, Inc.”

ARTICLE II

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

ARTICLE III

The corporation shall have perpetual duration.

ARTICLE IV

The Corporation is a nonprofit corporation and is organized for the purpose of promoting the total compensation field and the professional interest of those engaged in the practice of such field throughout the Atlanta area by encouraging and facilitating the exchange of information and ideas in the total compensation field; providing professional development opportunities in the total compensation field; serving as an information source in total compensation issues; and supporting the efforts of other organizations that share similar goals; by engaging in any lawful business or activities related thereto; and by engaging in any lawful act or activity for which corporations may be organized under the Georgia Nonprofit Corporation Code.

ARTICLE V

The method of election of directors shall be as provided in the Bylaws of the corporation.

ARTICLE VI

The address of the initial registered office of the corporation is Suite 1750, Lenox Towers, 3400 Peachtree Road NE, Atlanta, Fulton, Georgia 30326, and the initial registered agent of the corporation at that address is E. Ray Stanford, Jr.

ARTICLE VII

The initial Board of Directors shall consist of seven members, and the name and address of each of the Directors is as follows:

Lawrence K. Fish
Director, Human Resources
Georgia Federal Bank
241 Peachtree Street NE
Atlanta, Georgia 30303

John Chandler
Vice President & Manager of Compensation
C & S Corporation
35 Broad Street
P.O. Box 4899
Atlanta, Georgia 30302-4899

Barbara Harkins
Operations Manager – Compensation
BellSouth Corporation
1155 Peachtree Street NE, 13J08
Atlanta, Georgia 30367-6000

Linda Giblin
Director of Compensation Planning
The Coca-Cola Company
P.O. Box Drawer 1734
Atlanta, Georgia 30301

Carr Lucas
Corporate Manager – Compensation
Georgia-Pacific Corporation
P.O. Box 105605
Atlanta, Georgia 30348-5605

Whit Perrin
Director of Personnel
MARTA
2424 Piedmont Road, NE
Atlanta, Georgia 30324

Bill Caldwell
Senior Vice President – Human Resources
Equifax
P.O. Box 100065
Atlanta, Georgia 30348

ARTICLE VIII

The name and address of the incorporation is James L. Hughes, Suite 1750, Lenox Towers, 3400 Peachtree Road NE, Atlanta, Georgia 30326.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this _____ day of November, 1990.

Incorporator