

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 JUL - 8 PM 1:08
SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- The name of the corporation is Logistics Management Institute
- It is incorporated under the laws of Delaware
- The date of its incorporation is October 3, 1961
- The address of its principal office is 2000 Corporate Ridge, McLean, VA 22102
- The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A
(Street Address, not P.O. Box)
East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Management Consulting

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BY CA 201105
1:08

7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	See attached	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 07/02/13

Logistics Management Institute
Print Exact Name of Corporation Making Application

Lou L. Becker
Signature of President or Vice President (check one)

Mauro G. Hill
Signature of Secretary or Assistant Secretary (check one)

LMI Officers:

1. Mr. Nelson Ford
President and Chief Executive Officer
2000 Corporate Ridge
McLean, VA 22102
2. Mr. Jeffrey Bennett
Senior Vice President, Logistics Management
2000 Corporate Ridge
McLean, VA 22102
3. Mr. William B. Moore
Executive Vice President, Infrastructure Management
2000 Corporate Ridge
McLean, VA 22102
4. Ms. Catherine A. Nelson
Senior Vice President, Resource Management
2000 Corporate Ridge
McLean, VA 22102
5. Ms. Lori Becker
Senior Vice President, Chief Financial Officer and Treasurer
2000 Corporate Ridge
McLean, VA 22102
6. Mr. Manik K. Rath
Senior Vice President, General Counsel and Corporate Secretary
2000 Corporate Ridge
McLean, VA 22102

LMI Board of Directors:

1. Mr. Michael Daniels, Chairman
2000 Corporate Ridge
McLean, VA 22102
2. Mr. Robert T. Dail
2000 Corporate Ridge
McLean, VA 22102
3. Ms. Ann Dunwoody
2000 Corporate Ridge
McLean, VA 22102
4. Mr. Nelson M. Ford
2000 Corporate Ridge
McLean, VA 22102
5. Mr. Steven Kelman
2000 Corporate Ridge
McLean, VA 22102
6. Mr. Ken J. Krieg
2000 Corporate Ridge
McLean, VA 22102
7. Mr. Dave McCurdy
2000 Corporate Ridge
McLean, VA 22102
8. Ms. Patricia McGinnis
2000 Corporate Ridge
McLean, VA 22102
9. Mr. Jonathan B. Perlin
2000 Corporate Ridge
McLean, VA 22102
10. Mr. Robert Raggio
2000 Corporate Ridge
McLean, VA 22102
11. Mr. James E. Sweetnam
2000 Corporate Ridge
McLean, VA 22102

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "LOGISTICS MANAGEMENT INSTITUTE" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF OCTOBER, A.D. 1961, AT 10 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE THIRD DAY OF OCTOBER, A.D. 1962, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE NINETEENTH DAY OF OCTOBER, A.D. 1971, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FIFTEENTH DAY OF JULY, A.D. 1994, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 2009, AT 5:31 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE NINTH DAY OF FEBRUARY, A.D. 2011, AT 1:59 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINTH DAY OF FEBRUARY, A.D. 2011, AT 2:08 O'CLOCK P.M.

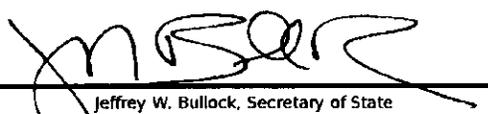
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID



0573528 8100H

130848523

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0562827

DATE: 07-03-13

Delaware

PAGE 2

The First State

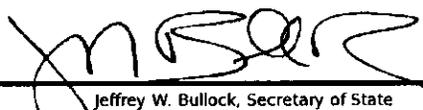
**CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "LOGISTICS MANAGEMENT INSTITUTE".**



0573528 8100H

130848523

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0562827

DATE: 07-03-13

9/29/61

CERTIFICATE OF INCORPORATION
OF
LOGISTICS MANAGEMENT INSTITUTE

FIRST. The name of the corporation is Logistics Management Institute.

SECOND. The principal office of the corporation in the State of Delaware is to be located at 100 West Tenth Street, in the City of Wilmington, County of New Castle. The name of its resident agent is The Corporation Trust Company, whose address is 100 West Tenth Street, Wilmington, Delaware.

THIRD. The objects and purposes of the corporation are exclusively scientific or educational, as herein set forth: to engage in, assist and contribute to the support of scientific and educational activities and projects in the field of logistics research and related fields and to foster and encourage the advancement of knowledge concerning logistics in all of its aspects and to perform, engage in and procure research, development, engineering and advisory services exclusively to or for the United States Government or any department or agency thereof or any other government or governmental unit or any non-profit corporation or other organization organized and operated exclusively for scientific, educational or charitable purposes.

In carrying out these objects and purposes the corporation shall have power:

(a) To acquire, construct, establish, own, equip and operate an institute for logistics research and other laboratories and facilities for logistics research and for research in related fields.

(b) To prepare and circulate books, reports, pamphlets, films or other printed or graphic matter dealing with logistics research or research in related fields.

(c) To cooperate with educational institutions and foundations in the conduct of logistics research and in other matters connected with the purposes and activities of the corporation, and to make and award contributions, grants, fellowships and loans in furtherance of the purposes of the corporation.

(d) To accept by gift, devise, bequest or otherwise property of every kind and description, without limit as to amount.

(e) To purchase, take on lease or otherwise acquire, hold, invest, reinvest, use, mortgage, pledge, lease, exchange, sell, assign, transfer or otherwise dispose of both real and personal property of every kind and description, and any interest in any property; and to exercise in respect of any and all property any and all rights and privileges of ownership in such manner as in the judgment of the Board of Trustees will best promote the objects of the corporation.

(f) To enter into, make, perform and carry out any contracts or agreements for any purposes or objects herein set forth, without limit as to amount, with any individual, firm, association, corporation, government, governmental unit, department or agency or other entity.

(g) To borrow money and to make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange and other obligations of the corporation for moneys borrowed or in payment for property acquired or for any of the other purposes of the corporation, and to secure payment of any such obligations

by mortgage, pledge, deed, indenture, agreement or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation.

(h) To invest and reinvest its funds in such securities and property, including without limitation, common and preferred stocks, bonds, debentures and mortgages, as the Board of Trustees may from time to time deem advisable.

(i) To have offices, and to promote and carry out its objects and purposes, and to exercise its powers, within or without the State of Delaware.

(j) To do any act suitable and proper in the accomplishment of the purposes or the attainment of the objects or the furtherance of the powers herein set forth, either alone or in association with other corporations, firms or individuals or otherwise.

(k) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid objects or purposes, provided such acts are not inconsistent with the laws under which the corporation is organized.

The corporation is not organized and shall not be conducted for profit, and the foregoing objects, purposes and powers are each and all subject to the limitations that no part of the net earnings or of any other funds of the corporation shall inure to the benefit of any individual or of any member or person having a personal or private interest in the activities of the corporation (except that this provision shall not be so construed as to prevent the payment to officers, trustees and members of reasonable compensation for services actually rendered to the corporation); that no part of the corporation's activities shall be carrying on

propaganda, or otherwise attempting, to influence legislation; and that the corporation shall not in any way participate in, or intervene in, any political campaign on behalf of any candidate for public office.

FOURTH. This corporation shall be a membership corporation and shall have no authority to issue capital stock.

The membership of the corporation shall consist of the members who are elected by the incorporators named in this Certificate of Incorporation at their first meeting and such additional members, whether as successors to the original members or as additional members, as shall be elected to membership upon such terms and conditions as the by-laws of the corporation shall set forth, provided that the number of members shall be not less than five. Continuance of membership shall be governed by the provisions of the by-laws. Each member shall be entitled to one vote in person or by proxy at all meetings of the members. Members of the corporation may be individuals or may be nonprofit corporations organized and operated for scientific, educational or professional purposes which shall be eligible for membership in the corporation upon such terms and conditions as the by-laws shall set forth.

The affairs and business of the corporation shall be managed and conducted by a Board of Trustees who shall be elected to office in such manner and for such term, who shall have such qualifications and who shall have such powers and duties as may be provided in this Certificate of Incorporation or in the by-laws. Vacancies on the Board of Trustees shall be filled in such manner as may be provided in the by-laws.

FIFTH. The names and places of residence of each of the incorporators are as follows:

<u>Name</u>	<u>Residence Address</u>
J. Sterling Livingston	22 Stanford Road Wellesley, Mass.
John P. Weitzel	1 Chestnut Street Boston, Mass.
John M. Woolsey, Jr.	16 Channing Place Cambridge 38, Mass.

SIXTH. The corporation is to have perpetual existence.

SEVENTH. The private property of the members, trustees or officers shall not be subject to the payment of corporate debts.

EIGHTH. In furtherance and not in limitation of the powers conferred by statute, the following provisions for the management of the corporation's business and the conduct of its affairs, and which create, define, limit and regulate the powers of the corporation and of the incorporators, trustees and members, are included in this Certificate of Incorporation:

(a) The incorporators shall hold their first meeting at a time and place within or without the State of Delaware as they shall determine, subject to the requirements of the statutes as to notice of such meeting, and each incorporator may be represented at such meeting by a proxy, who may but need not be one of the other incorporators, who shall be appointed in a writing to be filed with the records of the meeting and who may with full propriety also be appointed so to represent one or more additional incorporators. Such meeting may be held with full propriety if one or more of the incorporators is present in

person and if each incorporator not so present is represented by a proxy as above provided.

(b) In addition to the other powers and duties conferred upon the incorporators by law and by this Certificate of Incorporation the incorporators may adopt the original by-laws of the corporation. Thereafter the members of the corporation shall have the power to make, alter or repeal the by-laws in accordance with the provisions thereof.

(c) Meetings of the members may be held without the State of Delaware if the by-laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be from time to time designated by the Board of Trustees.

(d) The number of trustees shall be such number as the incorporators may determine at their first meeting and thereafter as may be determined by the members in the manner which shall be set forth in the by-laws, provided that such number shall be at least five (5) and not more than twenty-five (25). The terms of office of the trustees shall be such terms as shall be set forth in the by-laws, and the powers of the trustees shall be such powers as shall be set forth in the by-laws.

(e) Unless otherwise required by law no election of members, trustees or officers need be by ballot.

(f) In case of the dissolution of the corporation no dividends or other distribution of any of the property or assets of the corporation remaining after the winding up of its affairs shall be made to any incorporator, member, trustee or officer thereof, but all such remaining property and assets shall in such case be paid over to such successor nonprofit corporation organized

for scientific, educational or charitable purposes, contributions to which are deductible for Federal income tax purposes, as may be designated by the members in accordance with the by-laws at the time of dissolution to take over all or substantially all of the functions and purposes of the corporation, or, if no such successor corporation is so designated, all such remaining property and assets shall be paid over to such nonprofit corporation or corporations organized and operated for scientific, educational, or charitable purposes, contributions to which are deductible for Federal income tax purposes, as may be so designated by the members, or applied to accomplish the general purposes for which the corporation is organized in such manner as the proper court having jurisdiction may direct.

NINTH. The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation ~~in the manner provided by law provided that such amendment, alteration~~ or repeal is declared advisable by a resolution adopted by the Board of Trustees and is thereafter approved by the affirmative vote of three-fifths (3/5) of all the members at any meeting of the members, and all rights conferred on members herein are granted subject to this reservation. No such amendment, alteration or repeal shall be made which would so change the nature of the business to be transacted or carried on or the objects or purposes to be promoted as to include any business, object or purpose which would not be exclusively scientific, educational, or otherwise charitable, or which would permit any part of the net earnings or of any other funds of the corporation to inure to the benefit of any individual or member or person having a personal or private

interest in the activities of the corporation (except that this provision shall not be so construed as to prevent the payment to officers, trustees and members of reasonable compensation for services actually rendered to the corporation), or would permit the corporation to carry on propaganda or otherwise influence legislation, or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named for the purpose of forming a corporation in pursuance of the General Corporation Law of the State of Delaware do make this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereto set our hands and seals as of the 2nd day of October, A.D. 1961.

J. Sterling Livingston (Seal)

John P. Weetzel (Seal)

Law M. Worley Jr. (Seal)

STATE OF Massachusetts }
COUNTY OF Middlesex } ss.
Suffolk

BE IT REMEMBERED that on this 2nd day of October, 1961, personally came before me, a Notary Public for the State of Massachusetts, J. Sterling Livingston, being one of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Charles C. Cabot Jr.
Notary Public

My commission expires: Charles C. Cabot, Jr., Notary Public
My commission expires Mar. 27, 1965
Charles C. Cabot, Jr., Notary Public
My commission expires Mar. 27, 1965

STATE OF Massachusetts }
COUNTY OF Middlesex } ss.
Suffolk

BE IT REMEMBERED that on this 2nd day of October, 1961, personally came before me a Notary Public for the State of Massachusetts, John P. Weitzel, being one of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Charles C. Cabot Jr.
Notary Public

My commission expires: Charles C. Cabot, Jr., Notary Public
My commission expires Mar. 27, 1965

STATE OF Massachusetts }
COUNTY OF Middlesex } ss.
Suffolk

BE IT REMEMBERED that on this 2nd day of October, 1961, personally came before me a Notary Public for the State of Massachusetts, John M. Woolsey, Jr., being one of the parties to the foregoing Certificate of Incorporation, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.

Charles C. Cabot Jr.
Notary Public

My commission expires: Charles C. Cabot, Jr., Notary Public
My commission expires Mar. 27, 1965

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
LOGISTICS MANAGEMENT INSTITUTE
(A corporation without capital stock)**

* * * * *
* * * * *
*

Logistics Management Institute, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. That the board of trustees of said corporation at a meeting duly convened and held on the 15th day of August 1962 at 8:30 o'clock A. M. duly proposed an amendment to its certificate of incorporation and at said meeting duly passed a resolution setting forth the amendment proposed, declaring its advisability and calling a special meeting of the members of said corporation for the consideration thereof.

2. That thereafter on the 15th day of August 1962 at 3:15 o'clock P. M. pursuant to such call and in accordance with the bylaws of the corporation, a special meeting was held and there were present at such meeting five out of the six members of the corporation.

3. That at said meeting, pursuant to the Ninth Section of the corporation's certificate of incorporation, a vote of the

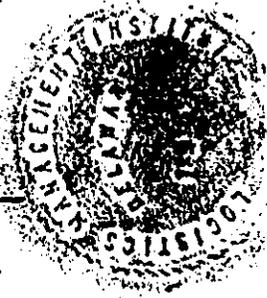
or corporations organized and operated for scientific, educational, or charitable purposes, contributions to which are deductible for Federal income tax purposes, as may be so designated by the members, or applied to accomplish the general purposes for which the corporation is organized in such manner as the proper court having jurisdiction may direct.

4. That at said meeting of the members every member present voted in favor of said amendment.

IN WITNESS WHEREOF, the said Logistics Management Institute has made, under its corporate seal and the hand of Barry J. Shillito, its President, and the hand of Frank M. Reynolds, its Secretary, the foregoing certificate, and the said President and the said Secretary have hereunto severally set their hands and caused the corporate seal of the corporation to be hereunto affixed this 2nd day of October 1962.

By Barry J. Shillito
President

By Frank M. Reynolds
Secretary



members was taken for and against the amendment to the certificate of incorporation, said amendment being as follows:

RESOLVED, That the certificate of incorporation of this corporation be amended by changing the paragraph designated as **EIGHTH (f)** therein to read as follows:

(f) In case of the dissolution of the corporation no dividends or other distribution of any of the property or assets of the corporation remaining after the winding up of its affairs shall be made to any incorporator, member, trustee or officer thereof, but of all such remaining property and assets, that property and those assets which were provided to the corporation either directly or indirectly by United States Government sources shall be tendered to the United States Government or to any one or more departments or agencies thereof as the trustees shall determine and the balance of the remaining property and assets, if any, may similarly be tendered to the United States Government or to one or more departments or agencies thereof as the trustees shall determine; furthermore, whatever property and assets not distributed in accordance with the foregoing, if any, including property and assets turned down after tender of transfer, shall be paid over to such successor nonprofit corporation organized for scientific, educational or charitable purposes, contributions to which are deductible for Federal income tax purposes, as may be designated by the members in accordance with the bylaws at the time of dissolution to take over all or substantially all of the functions and purposes of the corporation, or, if no such successor corporation is so designated, the remaining property and assets not otherwise distributed shall be paid over to such nonprofit corporation

DISTRICT OF)
)
COLUMBIA)

Acknowledgment

BE IT REMEMBERED that on this 2nd day of OCTOBER 1962, personally came before me, a Notary Public for the District of Columbia, BARRY J. SHILLITO, being one of the parties to the foregoing Certificate of Amendment to the Certificate of Incorporation of Logistics Management Institute, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and date of the year aforesaid.

Carl M. Brill
Notary Public



My commission expires: My Commission Expires June 30, 1963

DISTRICT OF)
)
COLUMBIA)

Acknowledgment

BE IT REMEMBERED that on this 2nd day of OCTOBER 1962, personally came before me, a Notary Public for the District of Columbia, FRANK M. REYNOLDS, being one of the parties to the foregoing Certificate of Amendment to the Certificate of Incorporation of Logistics Management Institute, known to me personally to be such, and acknowledged the said Certificate to be his act and deed, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and date of the year aforesaid.

Carl M. Brill
Notary Public



My commission expires: My Commission Expires June 30, 1963

CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION OF
LOGISTICS MANAGEMENT INSTITUTE
(A corporation without capital stock)

* * * *
* * *
* *

Logistics Management Institute, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. That the board of trustees of said corporation at a meeting duly convened and held on the 3rd day of September 1971 at 9:15 o'clock A. M. proposed an amendment to its certificate of incorporation and at said meeting passed a resolution setting forth the amendment proposed, declaring its advisability and calling a special meeting of the members of said corporation for the consideration thereof.

2. That thereafter on the 3rd day of September 1971 at 10:15 o'clock A. M. pursuant to such call and in accordance with the bylaws of the corporation, a special meeting of the members was held and there were present in person or by proxy at said meeting five out of the total of eight members of the corporation.