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FORM NFP 102.10 (rev. Dec. 2003)

ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
www.cyberdriveillinois.com




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JUN 08 2005

JESSE WHITE
SECRETARY OF STATE

Doc#: 0516503048
Eugene "Gene" Moore Fee: \$34.50
Cook County Recorder of Deeds
Date: 06/14/2005 10:21 AM Pg: 1 of 6

Remit payment in the form of a cashiers check, certified check, money order or an Illinois attorney's or CPA's check payable to the Secretary of State.

File # 6424-684-4 Filing Fee: \$ 50.00 Approved: 
Submit in duplicate Type or Print clearly in black ink Do not write above this line

Article 1. The name of the corporation is: ACG Pittsburgh, Inc.

Article 2: The name and address of the initial registered agent and registered office are:

Registered Agent Carl A. Wangman
First Name Middle Name Last Name
Registered Office 1926 Waukegan Road, Suite 1
Number Street (Suite #) (A P.O. Box alone is not acceptable)
Glenview IL 60025 Cook
City ZIP Code County

Article 3: The first Board of Directors shall be 16 in number, their names and addresses being as follows: (Not less than three)

Directors Names	Street Address	City	State	ZIP Code
SEE ATTACHED SCHEDULE OF DIRECTORS				

Article 4. The purposes for which the corporation is organized are:
SEE ATTACHMENT

(over)

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Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No

Article 5. Other provisions (please use separate page if additional space is needed):

SEE ATTACHMENT

Article 6.

NAMES & ADDRESSES OF INCORPORATORS

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated June 7, 2005
 (Month & Day) (Year)

SIGNATURES AND NAMES**POST OFFICE ADDRESS**

<p>1. <u>Vera Penev</u> Signature <u>Vera Penev</u> Name (please print)</p>	<p>1. <u>3500 Three First National Plaza</u> Street <u>Chicago, IL 60602</u> City/Town State ZIP</p>
<p>2. _____ Signature _____ Name (please print)</p>	<p>2. _____ Street _____ City/Town State ZIP</p>
<p>3. _____ Signature _____ Name (please print)</p>	<p>3. _____ Street _____ City/Town State ZIP</p>
<p>4. _____ Signature _____ Name (please print)</p>	<p>4. _____ Street _____ City/Town State ZIP</p>
<p>5. _____ Signature _____ Name (please print)</p>	<p>5. _____ Street _____ City/Town State ZIP</p>

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FOR INSERTS – USE WHITE PAPER – SIZE 8 1/2 x 11

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**SCHEDULE OF DIRECTORS
TO FORM NFP-102.10
ARTICLES OF INCORPORATION
OF
ACG PITTSBURGH, INC.**

Article 3.

<u>Name</u>	<u>Street Address</u>
Mike Anselmo	PNC Bank One PNC Plaza, # 5th Fl. 249 Fifth Ave. Pittsburgh, PA 15222
Joseph Bute	Gladstone Capital 6000 W. Grove Circle Gibsonia, PA 15044
Richard Donley	Chaska Property Advisors 209 W. Kensing Dr., # 400 Cranberry Twp, PA 16066-3422
Mary Ann Dunham	Buchanan Ingersoll PC Oxford Centre, 20th Fl., 301 Grant St. Pittsburgh, PA 15219
Robert Faletti	Blue Archer Consulting 242 Catalpa Place Pittsburgh, PA 15228
Gary Glausser	Birchmere Ventures One North Shore Center, # 201 Pittsburgh, PA 15212
John Kaye	Sisterson & Co., LLP 2101 Grant Building Pittsburgh, PA 15219-2300
John Kelly	Transition Management Services Co. 1086 Fox Terrier Dr. Bethel Park, PA 15102
Jeff Kondis	Watson Standard Company P.O. Box 11250 Pittsburgh, PA 15238

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<u>Name</u>	<u>Street Address</u>
Mark Latterner	Citizens Bank of Pennsylvania 525 William Penn Place Mail Stop 153-2910 Pittsburgh, PA 15219-1729
James C. Marucci	Ernst & Young LLP 2100 One PPG Place Pittsburgh, PA 15222
Keith McDonough	101 Fryes Lane McDonald, PA 15057
Dan Sarver	Strategic Advisors, Inc. Plaza 1, # 120 400 Southpointe Blvd. Canonsburg, PA 15317
Brian Smith	PricewaterhouseCoopers 600 Grant St., # 5200 Pittsburgh, PA 15219
Mark R. Stabile	Cohen & Grigsby, PC 11 Stanwix St, 15 th Floor Pittsburgh, PA 15222
Gregory Steve	National City Business Credit, Inc. National City Center, 20 Stanwix St. Pittsburgh, PA 15222

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**ATTACHMENT
TO FORM NFP-102.10
ARTICLES OF INCORPORATION
OF
ACG PITTSBURGH, INC.**

Article 4. The corporation is organized for educational purposes, including:

(a) Conducting local educational programs for, and facilitating networking activities of, members of this corporation as a chapter of the Association for Corporate Growth, Inc., an Illinois not-for-profit corporation (the "Association") in fulfillment of the purposes of the Association.

(b) Coordinating such educational and networking activities with those of other chapters of the Association.

Article 5.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth herein. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or successor provisions.

(b) The corporation is not organized for profit, and the corporation shall not engage in any business of a kind ordinarily carried on for profit.

(c) The business and affairs of the corporation shall be managed by the Board of Directors.

(d) The corporation shall enter into a Chapter Affiliation Agreement (the "Chapter Affiliation Agreement") with the Association, pursuant to which the corporation shall be granted a charter to operate as a chapter of the Association.

(e) The By-Laws of the corporation shall be adopted, amended, altered or repealed upon the affirmative vote of a majority of the directors then in office.

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(f) The corporation shall dissolve upon the termination of the Chapter Affiliation Agreement.

(g) Upon the dissolution or final liquidation of the corporation, the Board of Directors shall cause the corporation to (i) pay all of the liabilities of the corporation, (ii) return, transfer or convey any assets held by the corporation which are subject to the condition that the assets be returned, transferred or conveyed upon dissolution or liquidation of the corporation in accordance with the term of such condition, and (iii) distribute the remaining assets of the corporation to the Association, provided that the Association then qualifies as an organization exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code; or, if the Association does not so qualify, to one or more organizations that then qualify as exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code, or to the federal government, or to a state or a local government, for a public purpose, as the Board of Directors shall determine.

RETURN RECORDED DOCUMENT TO:

**VERA PENEV
UNGARETTI & HARRIS**
3500 THREE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60602-4283