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NO1000003980

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RESUBMIT

From:
Account Name : CORPORATION SERVICE COMPANY
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SYK

BASIC AMENDMENT

INTERNATIONAL ACCREDITATION REGISTRY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

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DIVISION OF CORPORATIONS

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glanda E. Hood
Secretary of State

September 5, 2003

INTERNATIONAL ACCREDITATION REGISTRY, INC.
550 NW LEJEUNE ROAD
MIAMI, FL 33126

SUBJECT: INTERNATIONAL ACCREDITATION REGISTRY, INC.
REF: N01000003980

RESUBMIT

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

FAX Aud. #: H03000268521
Letter Number: 403A00049585

**AMENDMENT AND RESTATEMENT OF THE ARTICLES OF INCORPORATION
OF
INTERNATIONAL ACCREDITATION REGISTRY, INC.**

(A Florida Corporation Not-For-Profit)

**ARTICLE I
NAME**

The name of the corporation shall be: International Accreditation Registry, Inc.

**ARTICLE II
ENABLING LAW**

This corporation is organized pursuant to the Florida Not-For-Profit Act, Chapter 617 of the Florida Statutes.

**ARTICLE III
TERM**

The corporation shall have a perpetual existence.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 550 NW Lajeune Road, Miami, Florida 33126.

**ARTICLE V
PURPOSE**

The purpose for which the corporation is organized is to promote and ensure the competency of personnel engaged in conformity assessment and standardization related activities, consistent with Section 501(c)(6) of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Law (the "Code").

**ARTICLE VI
BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors. The Board of Directors of the corporation shall be elected as stated in the Bylaws.

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ARTICLE VII DIRECTORS AND OFFICERS

The Directors and Officers of the corporation are the following:

Ray Shook c/o American Welding Society 550 N. W. LeJeune Road Miami, Fl 33126	President Chief Executive Officer
Jeff R. Hufsey c/o American Welding Society 550 N. W. LeJeune Road Miami, Fl 33126	Vice President Deputy Executive Director
Frank Tarata c/o American Welding Society 550 N. W. LeJeune Road Miami, Fl 33126	Treasurer Deputy Executive Director
Marisol Valenzuela International Accreditation Registry 550 N. W. LeJeune Road Miami, Fl 33126	Secretary Executive Director

ARTICLE VIII REGISTERED OFFICE AND AGENT

The street address of the registered office is 550 NW LeJeune Road, Miami, Florida 33126, and the registered agent at that address is Marisol Valenzuela.

ARTICLE IX TAX-EXEMPT STATUS

The corporation shall organized and operated under section 501(c)(6) of the Code. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income Tax under Section 501(c)(6) of the Code.

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**ARTICLE X
DISSOLUTION**

Upon the dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, all assets shall be transferred to the American Welding Society, Inc., an organization exempt under Section 501 (c)(3) of the Code.

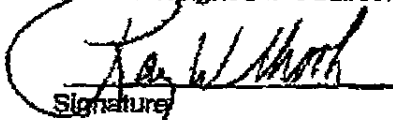
**ARTICLE XI
AMENDMENT OF ARTICLES AND BYLAWS**

These Articles of Incorporation and the Bylaws of the corporation may be amended by the IAR Board of Directors. Any additions or amendments to the Bylaws constituting any financial impact are subject to the approval of the AWS Board of Directors.

**ARTICLE XII
ADOPTION OF AMENDMENTS AND RESTATED ARTICLES**

The amendments herein and the restatement of these Articles of Incorporation were presented to and approved by the Board of Directors of the corporation on the seventh day of August 2003. The corporation has no members.

The undersigned has subscribed his name this third day of September 2003.


Signature

RAY W. SHOOK, President
Printed Name

9-3-03
Date

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me on September 3, 2003, by Ray Shook of International Accreditation Registry, Inc. who is personally known to me.





Doris A. Moore
Commission #000022003
Expires March 27, 2005
Notary Public
American Welding Society, Inc.

Doris A. Moore
(Print or stamp name)
Notary Public
Serial Number (if any) _____
Commission Expiration Date _____

SEP. 5. 2003 11:47AM

CORPORATION SVC CO

NO. 134 P. 6

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Registered Agent Consent

I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I agree, as Registered Agent, to accept service of process for the above stated corporation. I am familiar with and accept the obligations of a Registered Agent as provided for in the Florida Statutes.


Marisol Valenzuela
Registered Agent