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THE MILLHORN LAW FIRM

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October 14, 2002

Secretary of State
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

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-10/18/02--01026--010
*****78.75 *****78.75

RE: NORTH AMERICAN ASSOCIATION OF UTILITY DISTRIBUTORS INC.

Dear Division of Corporations:

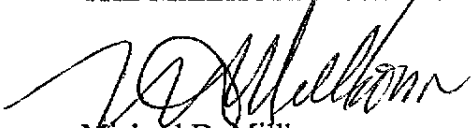
Enclosed is the executed original and one copy of the Articles of Incorporation for the above referenced corporation.

I have also enclosed my check made payable to the Secretary of State in the amount of \$78.75 to cover the costs of the following:

Filing Fee	\$ 35.00
Certified Copy	\$ 8.75
Registered Agent Designation	<u>\$ 35.00</u>
TOTAL	\$ 78.75

Please return the certified copy to my office. Thank you for your kind cooperation.

Sincerely,
THE MILLHORN LAW FIRM


Michael D. Millhorn
Attorney at Law

encl.

FILED
02 OCT 18 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 10/18

ARTICLES OF INCORPORATION
OF
NORTH AMERICAN ASSOCIATION OF UTILITY DISTRIBUTORS, INC.

FILED
02 OCT 18 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation shall be:

NORTH AMERICAN ASSOCIATION OF UTILITY DISTRIBUTORS, INC.

ARTICLE II - PURPOSES

The Corporation is a not-for-profit Corporation, pursuant to *Chapter 617, Florida Statutes*, and the purposes of the Corporation are:

1. to foster the business interests of its members;
2. to promote higher business standards and better business methods within the industry of electric utility distributors;
3. to establish and maintain uniformity in the customs and commercial usages of the industry;
4. to acquire, preserve and disseminate valuable business information.
5. to increase the stature and professionalism of the electric utility distribution industry;
6. to spread the costs and share the benefits of all things necessary for and incidental to the accomplishment of the purposes and goals of the Corporation.

Notwithstanding the provision of this Article, the Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(6) of the Internal Revenue Code, as amended.

ARTICLE III - DURATION

The duration of the Corporation is to be perpetual. The date and time of the corporate existence is the time these Articles of Incorporation are filed with the Secretary of State's office.

ARTICLE IV - CORPORATION IS A NON-PROFIT CORPORATION

1. The Corporation is not organized for pecuniary profit nor shall it have any power to declare dividends. The balance, if any, of all money and other assets received by the Corporation from its operations, after the payment in full of all debts and obligations of the Corporation of whatsoever kind and nature, shall be used and distributed exclusively for carrying out only the purposes of the Corporation as particularly set forth in Article Two hereof.

2. Notwithstanding anything to the contrary contained in any provision of these Articles of Incorporation or of the Bylaws of this Corporation, if this Corporation is ever determined to be a private foundation, as defined in Section 509 of the Code, it shall not act, operate or engage in any transaction which would subject the Corporation or any other persons to a tax imposed by Sections 4941 to 4945 of the Code.

3. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its 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 Two hereof.

4. No substantial part of the activities (except as permitted pursuant to the Code) of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable

federal, state, or local laws.

5. The Corporation shall not operate for the primary purpose of carrying on a trade or business for profit and shall not engage in or otherwise conduct any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(b) of the Code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The address of the Registered Office of this Corporation is:

3025 Sandy Lane
The Villages, Florida 32162

**THIS ADDRESS IS THE STREET ADDRESS OF THE PRINCIPAL OFFICE AND IS
IT'S MAILING ADDRESS.**

and the name of the Registered Agent at that address is:

LINDA B. COKER

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This Corporation shall be managed by a Board of Directors which shall consist of at least three directors. The Directors shall be appointed or reappointed annually as directed by the by-laws. The Directors shall act on behalf of the Corporation only as directed by the by-laws of the corporation. The initial Board of Directors of the Corporation are six (6), and the names and addresses of the persons who are to serve as the initial Directors are:

Scott Campbell
209 Purdy Road
Colborne, Ontario, Canada K0K 1S0

Lonny Thimjon
3776 West Broadway
Minneapolis, MN 55442

James G. Reinhardt
3105 Corporate Exchange Court
Bridgeton, MO 63044

Lex Silbernagel
105 25th Street
North Fargi, ND 58108

Eddie Moak
815 S. President Street
Jackson, MS 39201

Geff Smith
Hughes Supply Company
1100 Old State Road
Mattoon, IL 61938

ARTICLE VII - STOCK

This Corporation is organized under a non-stock basis.

ARTICLE VIII - OFFICERS

The Officers of this Corporation shall be a President, Treasurer, and Secretary. The Officers of the Corporation shall be appointed by the Corporation, annually pursuant to the by-laws.

ARTICLE IX - DISSOLUTION

In the event of the Dissolution of this Corporation, after paying or adequately providing for the debts or obligations of this Corporation, the Directors, or persons in charge of liquidation, shall grant, convey, assign and transfer the remaining assets of this Corporation unto:

(1) A state, a territory, a possession of the United States, or any political subdivision of any of the foregoing; or to the United States or the District of Columbia, to be used exclusively for public purposes or;

(2) A Corporation, Trust, or Community Chest, Fund, or Foundation:

(a) Created or organized in the United States or in any possession thereof, or under the law of the United States, any state or territory, the District of Columbia, or any possession of the United States;

(b) Organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals;

(c) No part of the net earnings of which inures to the benefit of any private shareholder or individual;

(d) No substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation.

The assets transferred to any organization listed above shall be used within the United States,

or any of its possessions, exclusively for the purposes specified in sub-paragraph (b).

No such organization listed above shall qualify for distribution unless such organization shall be an organization, association, fund, or foundation, organized and operated exclusively for charitable, religious, scientific or educational purposes which is a tax-exempt, non-profit corporation under the United States Internal Revenue Code, and which is recognized as such by the United States Bureau of Internal Revenue.

If the Corporation holds any assets in trust at the time of dissolution thereof, such assets shall be disposed of in such manner as may be directed by the decree of the superior court in the county in which the dissolved Corporation had its principal office, upon petition therefor, by the Attorney General, or any person concerned in the liquidation.

ARTICLE X - INCORPORATORS

The name and address of the Incorporator is:

LINDA B. COKER, 3025 Sandy Lane, The Villages, Florida 32162.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this
17 day of October, 2002.


LINDA B. COKER

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.


LINDA B. COKER


DATED THIS 14 DAY OF October, 2002.

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared LINDA B. COKER, known to me and known by me to be the person who, as Incorporator, executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 14 day of October, 2002.

(SEAL)


NOTARY PUBLIC
My Commission Expires:



Michael D. Milhorne
MY COMMISSION # CC988135 EXPIRES
February 28, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

02 OCT 18 PM 2:40
CLERK OF STATE
TAMPA, FLORIDA

FILED