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FLORIDA PROFIT/NON PROFIT CORPORATION

AWSRC, Inc.

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Help

Articles of Incorporation

of

AWSRC, Inc.

(a Florida Not for Profit Corporation)

Article I

Name

The name of the Corporation is AWSRC, Inc. (the "Corporation").

Article II

Principal Address and Mailing Address

The principal address and mailing address of the Corporation is 550 Northwest LeJeune Road, Miami, Florida 33126.

Article III

Purposes

The Corporation is a Florida not for profit corporation, organized and to be operated exclusively as a title-holding corporation within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as the same may be amended from time to time, or similar provision of any subsequent federal tax law (the "Code"). The Corporation shall not engage, directly or indirectly, in any activity that would prevent it from qualifying, and continuing to qualify, under Section 501(c)(2) of the Code or that would be prohibited by the Florida Not For Profit Corporation Act (the "Act"). Without limiting the generality of the foregoing, the Corporation shall exclusively acquire and hold title to property, collect the income therefrom and remit the entire amount thereof, less expenses, to its sole member, American Welding Society, Inc., which shall be and is exempt from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code. To the extent consistent with the foregoing, the Corporation may acquire, hold, own, maintain, improve, lease, finance, refinance, sell, exchange, or otherwise dispose of all or part of its property, and may otherwise exercise any and all other powers available to corporations organized pursuant to the Act in connection with its title-holding purposes as determined by the Board of Directors and do all things necessary or desirable in connection therewith.

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Article IV**Prohibited Activities**

In all events and under all circumstances, the Corporation shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity that would prevent it from qualifying (and continuing to qualify) as a corporation described in Section 501(c)(2) of the Code. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered (i) to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Article III hereof, and (ii) to distribute its entire income, less expenses and reasonably necessary cash reserves, to its sole member, American Welding Society, Inc., which shall be and is exempt from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.

Articles V**Membership**

The Corporation's sole member is American Welding Society, Inc., which is exempt from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code.

Article VI**Board of Directors**

The business and affairs of the Corporation shall be managed by a Board of Directors. The conditions, qualifications, requirements, privileges, and regulations regarding the Board of Directors, including voting rights and method of election, shall be fixed and governed by the Bylaws of the Corporation, as amended from time to time. The names and mailing addresses of the initial directors of the Board of Directors are:

Gerald D. Utrachi, 4313 Byrnes Boulevard, Florence, South Carolina 29506

Earl C. Lipphardt, 950 Avonia Road, Fairview, Pennsylvania 16415

Eugene Lawson, 22465 Overlake, Lake Forest, California 92630

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Article VII**Registered Office and Agent**

The street address of the registered office of the Corporation is 550 Northwest LeJeune Road, Miami, Florida 33126, and the name of its registered agent at such address is Ray Shook.

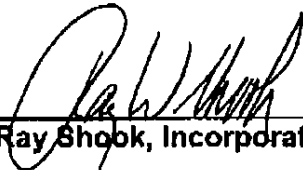
Article VIII**Incorporator**

The name and street address of the incorporator is Ray Shook, 550 Northwest LeJeune Road, Miami, Florida 33126.

Article IX**Dissolution**

Upon the dissolution and winding up of the Corporation, all assets remaining after payment (or provision for payment) of all debts and liabilities of the Corporation shall be distributed to the Corporation's sole member, American Welding Society, Inc., which must qualify as an organization exempt from federal income tax under Section 501(a) of the Code. No private individual or entity not exempt from federal income tax shall share in the distribution of any assets of the Corporation upon dissolution of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 23rd day of May, 2007.



Ray Shook, Incorporator

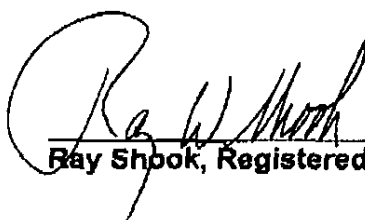
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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of my position as registered agent.

Dated this 23rd day of May, 2007.


Ray Shook, Registered Agent

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