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PROFESSIONAL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 0721000000032

REFERENCE : 063167 4303846

AUTHORIZATION : Patricia Pyatt

COST LIMIT : \$ 70.00

ORDER DATE : August 22, 1996

ORDER TIME : 9:57 AM

ORDER NO. : 063167

CUSTOMER NO: 4303846

CUSTOMER: Hugh K. Webster, Esq
WEBSTER, CHAMBERLAIN & BEAN

1747 Pennsylvania Avenue, N.w.
Ste. 1000
Washington, DC 20006

DOMESTIC FILING

NAME: AWSERVICES, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

96 AUG 23 PM 2:11
DIVISION OF STATE
CORPORATIONS

DIVISION OF CORPORATION
96 AUG 23 AM 10:45
8/23/96

ARTICLES OF INCORPORATION
OF
AWSERVICES, Inc.

A Florida Corporation Not-For-Profit.

ARTICLE I

NAME

The name of the corporation is AWSERVICES, Inc.

ARTICLE II

ENABLING LAW

This corporation is organized pursuant to the Corporation Not-For-Profit Law of the State of Florida set forth in Part One of Chapter 617 of the Florida Statutes.

ARTICLE III

PURPOSE

The corporation is organized and shall be operated exclusively for educational purposes with the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically, the corporation will sponsor educational programs, conferences, and seminars, as well as training programs, in the area of welding.

ARTICLE IV

TERMS

This corporation shall have a perpetual existence.

ARTICLE V

INCORPORATORS

The name and addresses of the subscribers to these Articles of Incorporation are as follows:

STATE
INCORPORATIONS
96 APR 22 PM 2:11

<u>Name</u>	<u>Address</u>
Dr. Frank G. DeLaurier	550 N.W. LeJeune Road Miami, Florida 33126 (305) 443-9353
Dr. Nelson C. Wall	550 N.W. LeJeune Road Miami, Florida 33126 (305)443-9353

ARTICLE VI

MEMBERSHIP

There shall be no members.

ARTICLE VII

TAX-EXEMPT STATUS

Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings 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 hereof. No substantial 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 in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or, in opposition to any candidates for public office.

ARTICLE VIII

MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors: The power of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors of not less than four (4) directors. The names and addresses of the persons constituting the First Board of Directors who are to act in that capacity until the selection of their successors are:

<u>Name and Title</u>	<u>Address</u>
S. W. Bollinger, Chairman	P. O. Box 517 Hanover, PA 17331
L. G. Kvidahl, Vice Chairman	801 Sunfish Street Pascagoula, MS 39581
F. G. DeLaurier, Chief Executive Officer and Secretary	550 N. W. LeJeune Road Miami, FL 33126
N. C. Wall, Chief Operations Officer and Assistant Secretary	550 N. W. LeJeune Road Miami, FL 33126
J. J. McLaughlin, Assistant Secretary	550 N. W. LeJeune Road Miami, FL 33126
A. O. Winsand, Treasurer	909 Tottenham Birmingham, MI 48009
R. J. Miedzialko, Assistant Treasurer	550 N. W. LeJeune Road Miami, FL 33126
N. R. Helton, Director	5151 Northrup Avenue St Louis, MO 63110
L. W. Myers, Director	P. O. Box 560 Olean, NY 14760
D. J. Nangle, Director	22801 St. Clair Avenue Cleveland, OH 44117
A. L. Petroski, Director	P. O. Box 502 Biddeford, ME 04005

R. C. Pierce, Director

940 N. Martin Luther King Drive
Prichard, AL 36610

J. F. Key, Ex Officio

2351 N. Boulevard
Idaho Falls, ID 83415-2218

G. D. Utrachi, Ex Officio

P. O. Box 100545
Florence, SC 29501

B. The method of election of the Officers and Directors shall be set forth in the Bylaws.

C. Directors and Officers may be removed, with or without cause, only by the Board of Directors of the American Welding Society.

ARTICLE IX

LOCATION OF REGISTERED OFFICE AND IDENTIFICATION OF REGISTERED AGENT

A. The address of the corporation's principal office and initial registered office in the State of Florida is 550 N. W. LeJeune Road, Miami, Florida 33126.

B. The name of the corporation's initial registered agent at the above address is Dr. Nelson C. Wall.

ARTICLE X

BYLAWS

Bylaws will be hereinafter adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, by the Board of Directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

ARTICLE XI

AMENDMENTS OF ARTICLES


Amendments to theses Articles of Incorporation may be made only by the Board of Directors, with approval of the American Welding Society Board of Directors.


ARTICLE XII

DISSOLUTION

Upon dissolution of the corporation, assets shall be distributed to the American Welding Society, a Section 501(c)(3) organization, for the exempt purposes of the American Welding Society. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The undersigned constituting the subscribers of this corporation, for the purpose of forming the corporation not-for-profit under the laws of the State of Florida, have executed these Articles of Incorporation this 20th day of August, 1996.


Dr. Frank G. DeLaurier

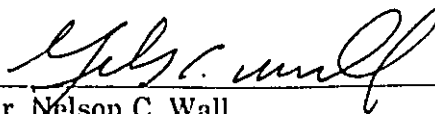

Dr. Nelson C. Wall

ACKNOWLEDGMENT

STATE
NOTATIONS

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The undersigned, having been named Registered Agent to accept services to process for AWSERVICES, INC., at the place designated in the Articles of Incorporation, hereby agrees to act in this capacity and agrees to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.



Dr. Nelson C. Wall
Registered Agent