

ARTICLES OF INCORPORATION

OF

IAEI

Amended March 31, 2004

ARTICLE I

The name of the corporation (the “Corporation”) is International Association of Electrical Inspectors.

ARTICLE II

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act. Notwithstanding the foregoing, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as an organization exempt from federal income tax and described in Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or corresponding provision or provisions of any subsequent United States Internal Revenue law or laws (the “Code”).

ARTICLE III

The period of the Corporation’s duration is perpetual.

ARTICLE IV

The Corporation is organized and shall be operated exclusively as a business league or trade association within the meaning of Section 501(c)(6) of the Code. Specifically, the Corporation is organized and shall be operated to succeed to the assets, and carry out the purposes, of the International Association of Electrical Inspectors, an Illinois not for profit corporation, incorporated on March 1, 1930, to wit: to advance the profession of electrical inspectors, to advance the common business interest of its members and to enhance the knowledge and improve the skills of its members by, among other things:

1. Promoting uniform understanding and application of the National Electrical Code and other electrical codes;
2. Participating in the formulation of standards for the safe installation and use of electrical materials, devices and appliances;
3. Promoting cooperation among the profession, the electrical industry and the general public;
4. Presenting the profession's viewpoints, concerns and other important information to the media, and appropriate legislative, administrative, regulatory and private sector bodies, and developing a working relationship with appropriate governmental and private sector entities;
5. Collecting, interpreting, and disseminating information on subjects relevant to the profession; and
6. Collaborating with other national and international organizations in promoting the safe use of electricity and furthering the development of the electrical industry.

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation, or any private individual; provided, however, that reasonable compensation may be paid for services rendered to or for the Corporation and expenses may be reimbursed or paid in furtherance of one or more of its purposes.

ARTICLE VI

The International Board of Directors (as such term is defined in the Bylaws of the Corporation) shall be the governing body of the Corporation and shall be elected in the manner provided in the Bylaws of the Corporation. The number of directors may be changed from time to time in the manner set forth in the Bylaws of the Corporation, but in no event shall there be less than three (3) directors. The number of directors constituting the initial International Board of Directors shall be twenty (20), and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Stan Benton	104 Friendship Circle Clanton, Alabama 35045
Dave Clements	6083 Jubilee Road Halifax, Nova Scotia Canada B3H 2E6
Donald R. Cook	1123 County Service Drive Pelham, Alabama 35124
Phillip H. Cox	17501 Cobb Lane Bigelow, Arkansas 72016
Steve Douglas	30 Woodland Drive Cambridge, Ontario Canada N1R 2X9
Douglas A. Geralde	3410 Mulcaster Road Mississauga, Ontario Canada L5L 5A8
Rick Gilmour	5060 Spectrum Way Suite 100 Mississauga, Ontario Canada L4W 5N6
Edward C. Lawry	404 South Blount Street Suite 202 Madison, Wisconsin 53703
Wayne Lilly	Post Office Box 20031 Harrisonburg, Virginia 22801
Robert A. McCullough	Post Office Box 2191 Toms River, New Jersey 08754
Lanny McMahill	200 West Washington Street 3 rd Floor Phoenix, Arizona 85003
Charles F. Mello	4099 Southeast International Way Suite 201 Milwaukie, Oregon 97222
Robert Milatovich	912 Camel Shores Drive Las Vegas, Nevada 89128
Raymond J. Millet, Jr.	19 Apple Lane Commack, New York 11725
Richard P. Owen	350 St. Peter Street St. Paul, Minnesota 55102

<u>Name</u>	<u>Address</u>
Gaylen D. Rogers	6308 West 10950 North Suite 310 Highland, Utah 84033
Robert F. Smith	1334 Sudlersville Road Sudlersville, Maryland 21668
Herb Stabenow	15845 Southwest Greens Way Tigard, Oregon 97224
Raymond W. Weber	240 48 th Street North Wisconsin Rapids, Wisconsin 54494
Gerald Williams	374 Colusa Avenue Ventura, California 93004

ARTICLE VII

The initial Bylaws of the Corporation shall be adopted by the International Board of Directors. Thereafter, the Bylaws of the Corporation may be altered, amended or repealed, or new bylaws may be adopted by the affirmative vote of at least two-thirds (2/3) of the directors present at any meeting of the International Board of Directors at which a quorum is present; provided notice of the proposed alteration, amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the International Board of Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

ARTICLE VIII

The Articles of Incorporation of the Corporation may be amended or restated upon approval by the International Board of Directors and ratification by the Inspector Members (as such term is defined in the Bylaws of the Corporation) in the manner set forth in this Article. The International Board of Directors may approve amendments to the Articles of Incorporation or restated Articles of Incorporation by the affirmative vote of a least two-thirds (2/3) of the directors present at any meeting of the International Board of Directors at which a quorum is present; provided notice of the proposed amendment or restatement be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the International Board of

Directors from adopting the proposed amendment or the proposed restated Articles of Incorporation, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting. Amendments or restated Articles of Incorporation approved by the International Board of Directors shall become effective upon ratification by at least two-thirds (2/3) of the Sections of the Corporation. A Section shall be considered to have ratified the amendment or restatement if the amendment or the restated Articles of Incorporation is ratified by the affirmative vote of at least two-thirds (2/3) of the Inspector Members voting at the annual Section meeting at which a quorum is present; provided notice of the proposed amendment or restatement be contained in the notice of such meeting; and provided further, that such notice be distributed to the Inspector Members entitled to vote thereat at least twenty (20) days prior to the date of such meeting. Inspector Members voting for ratification at annual Section meetings shall vote as part of the approval process of their respective Sections, but shall not have the right to vote individually as members of the Corporation on proposed amendments to the Articles of Incorporation or proposed restated Articles of Incorporation. In the event the Corporation has no Inspector Members at the time the proposed amendment or restatement is considered, the proposed amendment to the Articles of Incorporation or the proposed restated Articles of Incorporation shall be effective upon approval by the International Board of Directors of the proposed amendment or proposed restated Articles of Incorporation, as the case may be, in the manner set forth in this Article.

ARTICLE IX

In the event the Corporation is dissolved, after all liabilities and obligations of the Corporation are paid or provision is made therefor, the International Board of Directors shall recommend and the Inspector Members shall adopt a plan for the distribution of the remaining assets of the Corporation to such person, persons, organization or organizations as the directors shall recommend and the Inspector Members shall approve. Any of such assets not so disposed of shall be disposed of by the Probate Court of the county in which the principal office of the Corporation is then located.

ARTICLE X

A director of the Corporation shall not be personally liable to the Corporation for monetary damages for any act or omission in such director's capacity as a director, except that this Article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable for: (i) a breach of the director's duty of loyalty to the Corporation; (ii) an act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law; (iii) a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or (iv) an act or omission for which the liability of a director is expressly provided by an applicable statute. The foregoing elimination of liability to the Corporation shall not be deemed exclusive of any other rights, limitations of liability or indemnity to which a director may be entitled under any other provision of the Articles of Incorporation or Bylaws of the Corporation, contract or agreement, vote of the members or the International Board of Directors, principle of law or otherwise. Any repeal or amendment of this Article shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article, the liability of a director shall be eliminated to the full extent permitted by any amendment to the Texas Miscellaneous Corporation Laws Act or the Texas Non-Profit Corporation Act hereafter enacted that further eliminates or permits the elimination of the liability of a director.

ARTICLE XI

The Corporation shall indemnify any person who was, is, or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) while a director or officer of the Corporation, is or was serving at the request of the Corporation as a trustee, officer, partner, venturer, proprietor, director, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against all expenses, to the fullest extent that a corporation may grant indemnification to a director under the Texas Non-Profit

Corporation Act, as the same exists or may hereafter be amended. Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Non-Profit Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to also be paid expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Non-Profit Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its International Board of Directors or any committee thereof, special legal counsel or its members) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances nor an actual determination by the Corporation (including its International Board of Directors or any committee thereof, special legal counsel or its members) that such indemnification or advancement is not permissible shall be a defense to that action or create a presumption that such indemnification or advancement is not permissible. In the event of death of any person having a right of indemnification under the foregoing provisions, such right shall inure to the benefit of such person's heirs, executors, administrators and personal representatives. The rights conferred above shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of the members or the International Board of Directors, agreement or otherwise. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained in this Article to such further extent as is permitted by law and may indemnify any other person to the fullest extent permitted by law. The Corporation may purchase and maintain insurance or a similar arrangement (including, but not limited to, a trust fund, self-insurance, a security interest or lien on the assets of the Corporation, or a letter of credit, guaranty or surety arrangement) on behalf of any person who is serving the Corporation (or another entity at the request of the Corporation) against any liability asserted against such person and incurred by such person in such a capacity or

arising out of status as such person, whether or not the Corporation would have the power to indemnify such person against that liability under this Article or by statute. Notwithstanding the other provisions of this Article, the Corporation may not indemnify or maintain insurance or a similar arrangement on behalf of any person if such indemnification or maintenance of insurance or similar arrangement would subject the Corporation to income tax under the Code or subject any such person to excise tax under the Code. For purposes of this Article, the term “expenses” includes court costs and attorney’s fees, and the term “proceeding” means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such action, suit or proceeding.

ARTICLE XII

Any action required or permitted to be taken at any meeting of members, directors or committee members may be taken without a meeting, if a consent or consents in writing setting forth the action so taken shall be signed by a sufficient number of members, directors or committee members, as the case may be, as would be necessary to take that action at a meeting at which all persons entitled to vote on the action were present and voted. Prompt notice of the taking of any action by members, directors or a committee without a meeting by less than unanimous written consent shall be given to those members, directors or committee members who did not consent in writing to the action.

ARTICLE XIII

The initial registered office of the Corporation is 15851 Dallas Parkway, Suite 1001, Addison, Texas 75001, and the name of the initial registered agent at such address is Ronald A. Foxman.

ARTICLE XIV

The name and address of the Incorporator of the Corporation are: David M. Rosenberg, 1700 Pacific Avenue, Suite 3300, Dallas, Texas 75201.

IN WITNESS WHEREOF, I the undersigned Incorporator, have hereto set my name this 3rd day of October, 2003

David M. Rosenberg, Incorporator