Office of the Secretary of State

CERTIFICATE OF FILING

OF

International Association of Electrical Inspectors
800254555

The undersigned, as Secretary of State of Texas, hereby certifies that a Restated Certificate of Formation for the above named domestic nonprofit corporation has been received in this office and has been found to conform to the applicable provisions of law.

ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the secretary by law, hereby issues this certificate evidencing filing effective on the date shown below.

Dated: 12/07/2018

Effective: 12/07/2018

Rolando B. Pablos
Secretary of State
RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS
(A NONPROFIT CORPORATION)

ARTICLE 1

INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS (referred to as the "Corporation") a Texas nonprofit corporation with Filing Number 800254555, subject to the Texas Business Organizations Code, Chapter 22, has adopted this Restated and Amended Certificate of Formation. This Restated and Amended Certificate of Formation accurately copies the previous Articles of Incorporation and all prior amendments that are in effect to date and also include further amendments described in Article 4.

ARTICLE 2

PROCEDURE OF ADOPTION OF AMENDMENTS

The Restated and Amended Certificate of Formation was adopted in the following manner:

At a duly noticed and called meeting of the Board of Directors of the Corporation held on August 16, 2017, the Board of Directors, by at least two thirds (2/3) majority vote, adopted a resolution specifying the proposed amendments and this the Restated and Amended Certificate of Formation and directing that the amendments and this the Restated and Amended Certificate of Formation be submitted to a vote by the voting members of the Corporation. The Corporation’s members and Sections ratified the Restated and Amended Certificate of Formation by at least a two-thirds vote in compliance with the Act at the following duly noticed and called meetings of the Voting Members: the Southwestern Section meeting held on August 8, 2018; the Canadian Section meeting held on September 5, 2018; the Northwestern Section meeting held on September 11, 2018; the Western Section meeting held on September 18, 2018; the Eastern Section meeting held on September 28, 2018; and the Southern Section meeting held on October 8, 2018. The Corporation has no one else eligible to vote on these amendments.

ARTICLE 3

RESTATED ARTICLES

The Articles of Incorporation and all amendments and other changes to those articles of amendment are hereby superseded by the Restated and Amended Certificate of Formation set forth as Exhibit A, attached and incorporated herein for all purposes.

ARTICLE 4

AMENDMENT OF CERTIFICATE OF FORMATION

The Restated and Amended Certificate of Formation includes the following amendments:

All existing Articles of Incorporation were deleted and replaced with the provisions in the Restated and Amended Certificate of Formation attached as Exhibit A.
Each new amendment (i) has been made in accordance with the Texas Business Organizations Code, (ii) has been approved in the manner required by the Texas Business Organizations Code and the Corporation's governing documents, and (iii) does not contain any other change other than omissions allowed by the Texas Business Organizations Code section 3.059.

The undersigned affirms that the individual designated as registered agent has consented to the appointment. The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized to execute this filing instrument.

I am an authorized officer of the Corporation and I hereby execute this Restated and Amended Certificate of Formation on behalf of the Corporation on this ______ day of December, 2018.

INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS

By: [Signature]

Name: David Clement

Title: CEO
EXHIBIT A

RESTATED AND AMENDED CERTIFICATE OF FORMATION
OF
INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS
(A NONPROFIT CORPORATION)

The Board of Directors has adopted the following Restated and Amended Certificate of Formation of INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS (referred to as the “Corporation”) pursuant to the provisions of the Texas Business Organizations Code, Chapter 22 (referred to as the “Act”):

ARTICLE 1
NAME

The Corporation is a nonprofit corporation under Chapter 22 of the Texas Business Organizations Code. The name of the Corporation is INTERNATIONAL ASSOCIATION OF ELECTRICAL INSPECTORS.

ARTICLE 2
DISSOLUTION

Upon dissolution, all Corporate assets shall be distributed to an organization qualified as exempt from taxes under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”), that serves similar purposes as the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations (or to the federal government, or to a state or local government, for a public purpose), as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3
DURATION

The Corporation shall continue in perpetuity.

ARTICLE 4
PURPOSES

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, formerly 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 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.

References herein to the Code mean the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. The Corporation pledges that all its assets will be used exclusively for its exempt purposes.

**ARTICLE 5**

**POWERS**

Except as otherwise provided in this Restated and Amended Certificate of Formation, the Corporation shall have all the powers provided in the Act. Moreover, the Corporation shall have all implied powers necessary and proper to carry out its express powers. The Corporation may pay reasonable compensation to officers for services rendered to or for the Corporation in furtherance of one or more of its purposes set forth above.

**ARTICLE 6**

**MEMBERS, SECTIONS CHAPTERS AND DIVISIONS**

The Corporation shall have members, Sections, Chapters and Divisions with rights, privileges and duties as set forth in the Bylaws.

**ARTICLE 7**

**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 901 Waterfall Way, Suite 602, Richardson, TX 75080. The name of the registered agent at this office is David Clements. The Board of Directors may change the registered office and registered agent in its discretion and in accordance with the Act.

**ARTICLE 8**

**MANAGEMENT VESTED IN BOARD OF DIRECTORS**

The management of this Corporation is vested in a Board of Directors. The Board of Directors may elect officers as allowed in the Bylaws.
ARTICLE 9
LIMITATION ON LIABILITY OF DIRECTORS AND OFFICERS

A director or officer is not liable to the Corporation for monetary damages for an Act or omission in the director’s or officer’s capacity except to the extent otherwise provided by a statute of the State of Texas.

ARTICLE 10
INDEMNIFICATION

The Corporation may indemnify a person who was or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a member, director, or officer or other person related to the Corporation as provided by the provisions in the Act and/or common law governing indemnification. As provided in the Bylaws, the directors shall have the power to define the requirements and limitations for the Corporation to indemnify officers or others related to the Corporation.

ARTICLE 11
CONSTRUCTION

All references in this Certificate of Formation to statutes, regulations, or other sources of legal authority shall refer to the authorities cited, or their successors, as they may be amended from time to time. This document becomes effective when the document is filed with the Texas Secretary of State.

ARTICLE 12
MEMBERS OF BOARD OF DIRECTORS

The name and address of each current officer of the Corporation and the current directors serving on the Corporation’s Board of Directors are as follows:

<table>
<thead>
<tr>
<th>Southwestern Section</th>
<th></th>
</tr>
</thead>
</table>
| **Steven Jones**     | 901 Waterfall Way, Suite 602  
|                      | Richardson, TX 75080    |
| **Rick Hollander**   | 901 Waterfall Way, Suite 602  
<p>|                      | Richardson, TX 75080    |</p>
<table>
<thead>
<tr>
<th>Western Section</th>
<th>Eastern Section</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mike Forister</td>
<td>Tom Moore</td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td>901 Waterfall Way, Suite 602</td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td>Richardson, TX  75080</td>
</tr>
<tr>
<td>David Williams</td>
<td></td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td></td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td></td>
</tr>
<tr>
<td><strong>Eastern Section</strong></td>
<td></td>
</tr>
<tr>
<td>Michal Hofkin</td>
<td>James Rogers</td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td>901 Waterfall Way, Suite 602</td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td>Richardson, TX  75080</td>
</tr>
<tr>
<td>Milford Badders</td>
<td></td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td></td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td></td>
</tr>
<tr>
<td>Northwestern Section</td>
<td></td>
</tr>
<tr>
<td>Margorie Edwards</td>
<td></td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td></td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td></td>
</tr>
<tr>
<td>Jeffrey Fitzloff</td>
<td></td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td></td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td></td>
</tr>
<tr>
<td>Layne Western</td>
<td></td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td></td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td></td>
</tr>
<tr>
<td>Southern Section</td>
<td></td>
</tr>
<tr>
<td>Ken Masters</td>
<td>Larry Chan</td>
</tr>
<tr>
<td>901 Waterfall Way, Suite 602</td>
<td>901 Waterfall Way, Suite 602</td>
</tr>
<tr>
<td>Richardson, TX  75080</td>
<td>Richardson, TX  75080</td>
</tr>
<tr>
<td>Greg Taylor</td>
<td>James Hathorn</td>
</tr>
<tr>
<td>--------------------------</td>
<td>-----------------------------</td>
</tr>
</tbody>
</table>
| 901 Waterfall Way, Suite 602
Richardson, TX 75080     | 901 Waterfall Way, Suite 602
Richardson, TX 75080     |

<table>
<thead>
<tr>
<th>Canadian Section</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Tim Pope</td>
<td>Shawn Paulsen</td>
</tr>
</tbody>
</table>
| 901 Waterfall Way, Suite 602
Richardson, TX 75080     | 901 Waterfall Way, Suite 602
Richardson, TX 75080     |

<table>
<thead>
<tr>
<th>Daniel B. Langlois</th>
<th></th>
</tr>
</thead>
</table>
| 901 Waterfall Way, Suite 602
Richardson, TX 75080     |                             |

All future directors and officers will be elected in the manner described in the Bylaws.

**ARTICLE 13**

**ACTION BY WRITTEN CONSENT**

Action may be taken by use of signed written consents by the number of officers, directors, committee members or other such persons entitled to vote whose vote would be necessary to take action at a meeting at which all such persons entitled to vote were present and voted. Each written consent must bear the date and signature of each person signing it. A consent signed by less than all of the officers, directors, or committee members is not effective to take the intended action unless consents, signed by the required number of persons, are delivered to the Corporation within sixty (60) days after the date of the earliest dated consent delivered to the Corporation. Delivery may be made by hand, by certified or registered mail, return receipt requested, by facsimile or by electronic mail (e-mail). The delivery may be made to the Corporation’s registered office, registered agent, principal place of business, transfer agent, registrar, exchange agent, or an officer or agent having custody of books in which the relevant proceedings are recorded. If the delivery is made to the Corporation’s principal place of business, the consent must be addressed to the President/CEO.

The Corporation will give prompt notice of the action taken to persons who do not sign consents but were eligible to vote on that matter. If the action taken requires documents to be filed with the Secretary of State, the filed documents will indicate that the written consent procedures have been properly followed. A telegram, telex, cablegram, electronic mail (e-mail), or similar transmission by a director, officer, or committee member, or photographic, facsimile, or similar reproduction of a signed writing is to be regarded as being signed by the director, officer, or committee member.
ARTICLE 14
AMENDMENTS TO CERTIFICATE OF FORMATION

The Certificate of Formation may be altered, amended, or repealed only by the following process. First, the Board of Directors must approve the changes to the Certificate of Formation by a two-thirds (2/3) vote at a duly noticed meeting at which a quorum is present. Next, Members must approve those Board approved changes without alteration by a two-thirds (2/3) vote of those Members casting a ballot by any method authorized by the Bylaws or the Act.