

## ARTICLES OF INCORPORATION

# American Wood Protection Association, Inc.<sup>1</sup>

(Filed in Shelby County, Alabama in December 2006, Amended in July 2007)

Pursuant to the provisions of the Alabama Non-Profit Corporation Act, the undersigned hereby adopts the following articles of incorporation.

### ARTICLE I

The name of the Corporation (hereinafter called the "Corporation") is the "American Wood Protection Association, Inc."

### ARTICLE II

The duration of the Corporation is perpetual.

### ARTICLE III

The purposes for which the Corporation is formed are:

**A.** The Corporation is organized exclusively as a business league for such purposes that qualify it as an exempt organization under Section 501(c)(6) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law).

**B.** No part of the net earnings of the Corporation shall inure to the benefit of or be distributed 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 this Article.

**C.** Included among the purposes for which the Corporation is organized, as qualified and limited by subparagraphs A and B of this Article are the following:

1. To promulgate voluntary wood protection standards and specifications in an open, consensus-based process, and to provide a forum for the development of such standards.
2. To promote knowledge of the materials, methods, and principles involved in the field of wood protection.
3. To promote high standards of business ethics in the field of wood protection.
4. To carry out all or any part of the foregoing objects as principal, factor, agent, contractor, or otherwise, either alone or through or in conjunction with any person, firm, association, or corporation, and, in carrying on its business and for the purpose of attaining or furthering any of its objects and purposes, to make and perform any contracts and to do any acts and things, and to exercise any powers suitable, convenient or proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, proper for the accomplishment of any of the objects and purposes herein enumerated or incidental to the powers herein specified, or which at any time may appear conducive to or expedient for the accomplishment of any such objects and purposes.
5. Any other purpose permitted under the Laws of the State of Alabama.

To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries.

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<sup>1</sup> The American Wood Protection Association was formed at an organizational meeting at the St. Louis World's Fair on October 10 and 11, 1904, and was formally organized on January 17, 1905, under the name "Wood Preservers' Association." It was incorporated under the laws of Illinois as a "Corporation not for pecuniary profit" on March 7, 1911 under the original name. The name was changed by amendment, duly filed for record, on March 6, 1912, to "American Wood-Preservers' Association." New Articles of the Association were adopted January 25, 1940. These were amended May 23, 1955, changing the name of the "Service Bureau" to "American Wood Preservers Institute." In June, 1966 the Association was reincorporated under the "District of Columbia Non-Profit Corporation Act." In 1971 the Articles were amended to include Emeritus members. In March, 1981, the Association was reincorporated under and by virtue of the General Laws of the State of Maryland. In December 2006, the Association was reincorporated under the "Alabama Non-Profit Corporation Act." In July 2007, these Articles of Incorporation were amended, changing the name of the Association to "American Wood Protection Association, Inc."

The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these articles of incorporation or any amendments thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes.

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, non-profit corporations of a similar character by the Laws of the State of Alabama now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights or privileges so granted or conferred.

#### **ARTICLE IV**

The Corporation is not organized for profit; it shall have no capital stock; and shall not be authorized to issue capital stock. The number of members, qualifications for membership, and other matters relating to its members shall be set forth in the By-Laws of the Corporation.

#### **ARTICLE V**

The address of the registered office of the Corporation is 100 Chase Park South, Suite 116, Birmingham, Alabama 35244, and the name of the registered agent at that office is Colin McCown.

#### **ARTICLE VI**

The number of directors of the Corporation (designated in the By-Laws as Members of the Executive Committee) may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three. The names and addresses of the Directors who shall act until the first annual meeting or until their successors are installed are:

G. Paul Merrick, PO Box 8449, Boise, Idaho 83707  
Jeffrey J. Morrell, 119 Richardson Hall, Corvallis, Oregon 97331  
James A. Brient, 1503 Central, Houston, Texas 77012  
Bessie M. Woodward, One Gifford Pinchot Drive, Madison, Wisconsin 53726  
Terry L. Amburgey, PO Box 9820, Mississippi State, Mississippi 39762  
Robert J. Baeppler, PO Box 38, Kilbourne, Ohio 43032  
William R. Grimes, PO Box 1700, Houston, Texas 77251  
Joseph R. Pate, PO Box 708, Brewton, Alabama 36427  
Robert Patterson, PO Box 2641, Birmingham, Alabama 35291  
William B. Smith, One Forestry Drive, Syracuse, New York 13210  
W. Morgan Wright, PO Box 158, Warsaw, Virginia 22572

As of the date of incorporation, the names and titles of the Officers who shall act until their successors are installed are:

G. Paul Merrick, President, 18620 33<sup>rd</sup> Ave. N, Plymouth, MN 55447  
Jeffrey J. Morrell, 1<sup>st</sup> Vice President, 119 Richardson Hall, Corvallis, OR 97331  
James A. Brient, 2<sup>nd</sup> Vice President, 1503 Central, Houston, TX 77012  
Bessie M. Woodward, 3<sup>rd</sup> Vice President, One Gifford Pinchot Drive, Madison, WI 53726  
Randy Deweese, Treasurer, 1007 St. Francis Drive, Philadelphia, MS 39350  
Colin McCown, Executive Vice President and Secretary, 100 Chase Park South, Suite 116, Birmingham, AL 35244

The names and addresses of the Incorporators are as follows:

Colin McCown, 100 Chase Park South, Suite 116, Birmingham, Alabama 35244  
Robert Patterson, PO Box 2641, Birmingham, Alabama 35291  
G. Paul Merrick, PO Box 8449, Boise, Idaho 83707

#### **ARTICLE VII**

Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation shall be distributed, transferred, conveyed, delivered and paid over to any other organization which shall qualify at the time as an exempt organization under Section 501(a) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

**ARTICLE VIII**

The Corporation may, through its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Alabama or of the United States.

**IN WITNESS THEREOF**, the undersigned incorporators have executed these Articles of Incorporation on this, the 18th day of December, 2006.

Colin McCown

Robert Patterson

G. Paul Merrick