

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. Section 10-3202.D.

NATIONAL INSULATOR ASSOCIATION, INC.
EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes ___ No XXX

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

Does any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes ___ No XXX

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is JANUARY 1, 2000

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY STEVEN M. MARKS DATE 7/22/97 BY _____ DATE _____
TITLE NIA BY-LAWS CHAIRMAN TITLE _____

BY _____ DATE _____ BY _____ DATE _____
TITLE _____ TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four Incorporator please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED Certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: Must be executed by any two executive officers or directors.

EXPEDITED
AZ CORP COMMISSION
FILED

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**Articles of Incorporation
of a Non-Tax-Exempt
Arizona Non-Profit Corporation**

1. **Name:** The name of the corporation is: National Insulator Association, Inc.
2. **Purpose:** The purpose for which the corporation is organized is to engage in any or all lawful activities for which non-profit corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.
3. **Character of Affairs:** The National Insulator Association ("NIA"), shall be a non-profit educational and scientific organization to encourage insulator collecting and dealing. The NIA will protect the interest of insulator collectors and dealers, and establish standards and ethics by which insulator collectors and dealers may fairly deal with one another.
4. **Board of Directors:** The initial Board of Directors shall consist of ten directors. The names and addresses of the persons who are to serve as the Directors until the first annual meeting of the members or until their successors are elected and qualifies are:

Kevin Lawless, President
41 Crestwood Drive
Schnectady, NY 12306-3433

Ken Willick, Eastern Region Vice President
7349 Seneca Avenue
Lima, NY 14485-9712

Rick Baldwin, First Past President
1931 Thorpe Circle
Brunswick, OH 44212-4261

Ed Peters, Executive Director
5424 Dufferin Drive
Savage, MN 55378-4627

Stephen Bobb, Second Past President
610 Northampton Road
Norristown, PA 19403-4113

Mike Guthrie, Treasurer
1209 W. Menlo
Fresno, CA 93711-1477

Tom Katonak, Western Region Vice-
President
1024 Camino de Lucia
Corrales, NM 87048

Joe Beres, Membership Director
1315 Old Mill Path
Broadview Heights, OH 44147-3276

Bob Stahr, Central Region Vice President
11728 Leonardo Drive
St. John, IN 46373-9448

Lee Brewer, Information Director
22 East High Street
Union City, PA 16438

5. **Indemnification:** The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the bylaws.

6. **Known Place of Business:** the street address of the known place of business of the corporation is: The National Insulator Association, Inc.
c/o Capitol Document Services, Inc.
815 North First Avenue, Suite 4
Phoenix, AZ 85003

7. **Statutory Agent:** The name and address of the statutory agent of the corporation is:

Capitol Document Services, Inc.
815 North First Avenue, Suite 4
Phoenix, AZ 85003

8. **Incorporators:** The name and address of the incorporator is:

Steven M. Marks, NIA By-Laws Chairman
21639 N. 74th Way
Scottsdale, AZ 85255

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

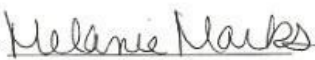
9. **Members:** The corporation will have members.

EXECUTED this 21st day of July, 1999 by all of the incorporators.

Signed: 
Steven M. Marks

Acceptance of Appointment By Statutory Agent

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above named corporation effective this 22nd day of July, 1999.

Signed: 
Melanie Marks
Capitol Document Services, Inc.
815 North First Avenue, Suite 4
Phoenix, AZ 85003

