

**ARTICLES OF RESTATEMENT
OF
THE ARTICLES OF INCORPORATION
OF
NATIONAL INSULATOR ASSOCIATION, INC.**

Pursuant to the provisions of the Arizona Revised Statutes, the undersigned corporation adopts the following Articles of Restatement to its Articles of Incorporation:

FIRST: The name of the Corporation is National Insulator Association, Inc.

SECOND: Attached hereto as Exhibit A is a copy of the Restatement of the Articles of Incorporation of the Corporation fully restated to include all amendments to the Articles of Incorporation through the date of filing of this document.

THIRD: This Restatement of the Articles of Incorporation does not contain an amendment to the articles requiring member approval and was adopted effective _____, __ 2009, by the board of directors of the corporation.

Dated this _____ day of _____, 2008.

NATIONAL INSULATOR ASSOCIATION, INC.,
an Arizona corporation

By: _____
_____, President

EXHIBIT A

**ARTICLES OF INCORPORATION
OF
NATIONAL INSULATOR ASSOCIATION, INC.**

The undersigned incorporators, desiring to form a nonprofit corporation under Title 10, Chapter 25, Arizona Revised Statutes (A.R.S. Section 10-3201 et seq.), as amended, hereby adopt the following Articles of Incorporation.

**ARTICLE I.
NAME AND PLACE OF BUSINESS**

The name of the corporation shall be “**NATIONAL INSULATOR ASSOCIATION, INC.**” (the “**Corporation**”). The known place of business for the Corporation will be c/o Capital Document Services, Inc. 815 North First Avenue, Suite 4, Phoenix, Arizona 85003.

**ARTICLE II.
PURPOSES AND OPERATIONS**

The Corporation is organized exclusively for the purpose of encouraging insulator collecting and dealing by: (i) protecting the interest of insulator collectors and dealers; and (ii) establishing standards and ethics by which insulator collectors and dealers may fairly deal with one another and may take any action necessary or appropriate to carry out the foregoing purpose.

**ARTICLE III.
LIMITATIONS ON ACTIVITIES**

A. 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 II. 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 any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (“**Code**”) or corresponding provision of any future federal tax law.

B. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding section of any future federal tax law.

C. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax law.

D. The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding section of any future federal tax law.

E. The Corporation will not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax law.

ARTICLE IV. DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of its assets exclusively for the purposes of the Corporation in such manner, or to such organizations organized and operated exclusively to encourage and promote insulator collecting and dealing, not organized for profit as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Code, or corresponding provision of any future federal tax law, as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court 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.

ARTICLE V. INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify every Director, Officer, Member, employee or agent of the Corporation against all expenses and liabilities, including attorney fees, reasonably incurred or imposed in connection with any threatened, pending or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, with respect to the activities conducted by the Corporation, to which such Director, Officer, Member, employee or agent is or was a party or is threatened to be made a party by reason of the fact that he or she is or was a Director, Officer, employee, Member or agent of the Corporation or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation or other entity. The foregoing rights of indemnification are limited as required by Arizona law, but shall be in addition to and not exclusive of all of the rights to which such persons may be entitled at law or otherwise. Notwithstanding the foregoing, the Board of Directors shall have the right to refuse indemnification as to any expenses unreasonably incurred.

ARTICLE VI. LIMITATION OF LIABILITY

No Director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a Director; provided, however that this Article shall not eliminate or limit the liability of a Director for: (a) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (b) any violation of Arizona Revised Statutes, Section 10-3833 – prohibition against issuance of stock and payment of dividends; (c) any transaction from which the Director derived an improper personal benefit; or (d) any proceeding by or in the name of the Corporation in which the Director was adjudged

liable to the Corporation. For purposes of this Article, the term “Director” includes a trustee and a person who serves on the board or council of the Corporation in an advisory capacity.

**ARTICLE VII.
STATUTORY AGENT**

The name and address of the initial statutory agent of the Corporation is:

Capital Document Services, Inc.
815 North First Avenue, Suite 4
Phoenix, Arizona 85003

**ARTICLE VIII.
INITIAL DIRECTORS**

The initial Board of Directors shall consist of ten (10) Directors. The names and addresses of the persons who are to serve as Directors until the beginning of the fiscal year for which their successors are elected and qualified are:

Bob Stahr
515 Main St., Unit 403
West Chicago, IL 60185

Colin Jung
1544 Norland Drive
Sunnyvale, CA 94087

Doug Williams
131 Pine Lake Circle SW
Ocean Isle, NC 28469

Ross Baird
8617 Crosswind Drive
Fort Worth, TX 76179

Lou Hall
363 W. Stuart Ave.
Fresno, CA 93711

Kevin Jacobson
1102 West Aster Drive
Phoenix, AZ 85029

Dudley Ellis
131 Plantation Way
Stockbridge, GA 30281

Jack Roach
8 Tremont Trace
Wimberly, TX 78676

Donald Briel
P.O. Box 188
Providence, UT 84332

Arthur McConnachie
30 Camino de Claudio
Corrales, NM 87048

**ARTICLE IX.
MEMBERS**

The Corporation shall have Members, who shall be admitted upon such criteria and procedures as set forth in the Bylaws.

**ARTICLE X.
AMENDMENT**

The Articles of Incorporation for the Corporation may be amended only as provided in the Bylaws; provided, however, that these Articles shall never be amended so as to make the Corporation an organization other than a tax-exempt organization within the meaning of Section 501(c)(6) of the Code, or corresponding provision of any future tax law.

SIGNED this ____ day of _____, 2009.

NATIONAL INSULATOR ASSOCIATION, INC.,
an Arizona corporation

By: _____
_____, President

CONSENT TO ACT AS STATUTORY AGENT

Capital Document Services, Inc. having been designated to act as statutory agent for NATIONAL INSULATOR ASSOCIATION, INC., an Arizona non-profit corporation, hereby consent to act in that capacity until my removal or resignation is submitted in accordance with the Arizona Revised Statutes.

Dated this _____ day of _____, 2009.

Capital Document Services, Inc.

By: _____
_____, its: _____