



ARTICLES OF INCORPORATION OF NACE INTERNATIONAL

(Approved by NACE Membership March 1, 1994)

ARTICLE I

The name of this corporation is NACE INTERNATIONAL.

ARTICLE II

This corporation is organized as a nonprofit technological association, and its objectives shall be:

- (a) To extend the recognition of corrosion as a problem requiring the attention of persons with specialized knowledge and experience.
- (b) To ensure the availability of adequate training for workers in the field of corrosion and materials protection.
- (c) To promote scientific research in the prevention of deterioration of materials and the selection of optimum materials for special application.
- (d) To provide forums and media through which experiences with corrosion and its prevention may be reported, discussed, and published for the common good.
- (e) To encourage special study and research to determine the causes of corrosion, and to develop new or improved techniques for its prevention.
- (f) To correlate study and research on corrosion problems among technical associations to reduce duplication and increase efficiency.
- (g) To promote standardization of terminology, techniques, equipment, and design in corrosion control.
- (h) To contribute to public safety and to protect the environment by promoting the prevention of corrosion.
- (i) To foster cooperation between individual operators of plants and structures in the joint solution of common corrosion problems.
- (j) To enlist a wide diversity of international membership to achieve reciprocal benefits between industries and governmental groups as well as between individuals and corporations.

ARTICLE III

The street address of the registered office of the corporation is 1440 South Creek Drive, Houston, Texas and the name of its registered agent at such address is Anthony Keane.

ARTICLE IV

The period of duration of this corporation is perpetual.

ARTICLE V

The direction and management of the affairs of this corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors composed of such number of persons (not less than three) as may be fixed by the BYLAWS of the corporation. The number of directors at the present time is thirty-six as follows:

Al-Adel, I.F., Saudi Aramco, P.O. Box 722, Dhahran 31311, Saudi Arabia
 Arnold, C.G., Dow Chemical USA, Texas Div., B-2402, Freeport, TX 77541
 Asphahani, A.I., Haynes International Inc., 1020 West Park Ave., P.O. Box 9013, Kokomo, IN 46902-9013
 Bianchetti, R.L., Blackstone Group, P.O. Box 1689, Danville, CA 94526
 Bowman, E.M., Nalco Chemical Co., P.O. Box 87, Sugar Land, TX 77487
 Brown, G.K., Corrocean, 827 Lakeview Cir., Kingwood, TX 77339
 Brown, R.P., R.P. Brown & Assoc., P.O. Box 545, Keystone Heights, FL 32656
 Chmilar, J.F., Associated Corrosion Consult., 2220 - 39th Ave. N.E., Calgary, Alberta, Canada T2E 6P7
 Coe, R.J., Public Service Co. of Colorado, 1123 W. 3rd Ave., Denver, CO 80223
 de Rincon, O.T., University of Zulia, Post Grado de Ingenieria, Apartado Postal 98, Maracaibo, Venezuela
 Efird, K.D., Exxon Production Research, P.O. Box 2189, Houston, TX 77252
 Fulford, J.P., Florida Power & Light, P.O. Box 14000, Juno Beach, FL 33408
 Garrity, K.C., Cortest Columbus Technologies, 2704 Sawbury Blvd., Columbus, OH 43235
 Harrington, T.D., Marin Municipal Water District, 220 Nellen Ave., Corte Madera, CA 94925
 Hays, G.F., Drew Industrial Div., Ashland Chemical Co., One Drew Plaza, Boonton, NJ 07005
 Herbert, R.W., Davy Dravo Div., 126 Lake View Dr., McKees Rocks, PA 15136
 Irwin, S.L., Explorer Pipeline Co., P.O. Box 2650, Tulsa, OK 74101
 Jensen, F.Ø., Jotun Cathodic Protection, P.O. Box 46, 3971 Langesund, Norway
 Lawson, V.B., Westcoast Energy Inc., 1333 West Georgia St., Vancouver, B.C., Canada V6E 3K9
 Lewis, B.J., Santa Fe Pacific Pipelines, P.O. Box 27940, Tucson, AZ 85726
 Logue, O.T., Louisiana Compressor Maint. Co., 140 Piping Rock, Houma, LA 70363
 McKinney, J.W., Durichlor 51 Anode Co., P.O. Box 1363, Dayton, OH 45401
 Magnon, J.L., Dixie Testing & Products Inc., 9723 Honeywell, Houston, TX 77074
 Mogollon, E., Nalco Chemical-Peru, 1 Nalco Ctr., Naperville, IL 60563
 Moriber, N.J., Conceco Engineering, Inc., 999-C Edgewater Blvd., Ste. 336, Foster City, CA 94404
 Newton, L.E., 1505 Winfield, Midland, TX 79705
 Parkins, R.N., Univ. of Newcastle upon Tyne, Newcastle upon Tyne, England NE1 7RU
 Pogemiller, G.E., Natural Gas P/L Co. of America, P.O. Box 3399, Joliet, IL 60434
 Reeves, C.R., Division Manager, Tapecoat Co., 4880 Redbud Dr., Charlotte, NC 28227
 Scribner, L.A. Jr., Union Carbide Corp., P.O. Box 8361, So. Charleston, WV 25303
 Stray, J.D., Betz Inc., 3026 Solandt Rd., Kanata, Ontario, Canada K2K 2A5
 Syrett, B.C., Electric Power Research Inst., P.O. Box 10412, Palo Alto, CA 94303
 Uschan, R.M., Donohue & Assoc., 2576 Normandy Ln., Milwaukee, WI 53226

Waters, D.M., PSG Corrosion Engineering/Corrpro, 7807 Convoy Ct., Ste. 110, San Diego, CA 92111

Webster, R.D., Commonwealth Seager Group, 1, 2925 - 10 Avenue N.E., Calgary, Alberta, Canada T2A 5L4

Young, W.T., Corrpro Companies, 242 N. Rolling Rd., Springfield, PA 19064

The Directors shall continue to serve until their successors are selected in the manner as provided in the BYLAWS of the corporation.

ARTICLE VI

This is a nonprofit corporation, organized solely for the literary, scientific, and educational purposes as stated herein and is without stock, and no part of its property, whether income or principal, shall ever inure to the benefit of any officer, director, member, employee of the corporation, or any individual having a personal or private interest in the activities of the corporation, nor shall any such officer, director, member, employee, or individual receive or be lawfully entitled to receive any pecuniary profits from the operation of the corporation except reasonable compensation for services rendered in carrying out one or more of its said purposes. The corporation shall limit its activities in attempting to influence legislation to the limits established by law under which such activities can be conducted without loss of tax-exempt status. 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.

ARTICLE VII

In the event of dissolution of the corporation by termination of its existence, lapse of time, or otherwise and when it has the ownership of, or is entitled to ownership of, any funds or property of any sort, real, personal, or mixed, such funds or property or right thereto shall not be transferred to private ownership but shall be transferred and set over to one-third to the University of Texas, one-third to Ohio State University, and one-third to IIT Research Institute, if they then be in existence, and if not then in existence, such funds or property shall be transferred to a public charitable trust to be used exclusively in the State of Texas for the literary, scientific, or educational purposes herein outlined and shall be administered and applied thereafter to literary, scientific, or educational purposes by the Trustee or Trustees to be appointed pursuant to law by a court of competent jurisdiction upon suitable proceedings brought for the purpose.

ARTICLE VIII

The corporation may take and hold any donations, dues, or other property received in the support of its purposes. All funds of the corporation, except for expenditures necessary for the proper administration thereof or reasonable compensation for services rendered in carrying out one or more of the purposes outlined, shall be used exclusively for carrying on the work for which the corporation was formed as herein set forth.

ARTICLE IX

Anything to the contrary herein notwithstanding, the Directors shall not:

- (1) lend any part of the corporation assets to;
- (2) pay any compensation, other than set forth in ARTICLE VI to;

- (3) make any services, benefits, or facilities of the corporation available on a preferential basis to;
- (4) engage in any other transaction that diverts any part of the corporation assets to;

any person, association, or corporation that has contributed property or money to the corporation. Nor shall the Directors engage, participate, or intervene in any activity or transaction that would cause the corporation to lose its status as an exempt organization under the provisions of the Internal Revenue Code; and the use, directly or indirectly, of any part of the corporation's funds or property in any such activity or transaction is hereby expressly prohibited.

ARTICLE X

SECTION 1. A director of the Association shall not be liable, or shall be liable only to the extent provided in the Articles of Incorporation, to the Association or its members for monetary damages for an act or omission in the 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:

- a. a breach of the director's duty of loyalty to the Association or its members;
- b. an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;
- c. 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
- d. an act or omission for which the liability of a director is expressly provided by an applicable statute.

SECTION 2. All members of the Board, regardless of voting status, are directors of the Association.

ARTICLE XI

The power to alter, amend, or repeal the Bylaws of the corporation or to adopt new Bylaws shall be vested in the Board of Directors.



Anthony J. Keane
Secretary

January 27, 2006
Date