

Office of the Secretary of State

CERTIFICATE OF CONVERSION

The undersigned, as Secretary of State of Texas, hereby certifies that a filing instrument for

NACE International Institute
File Number: 801478873

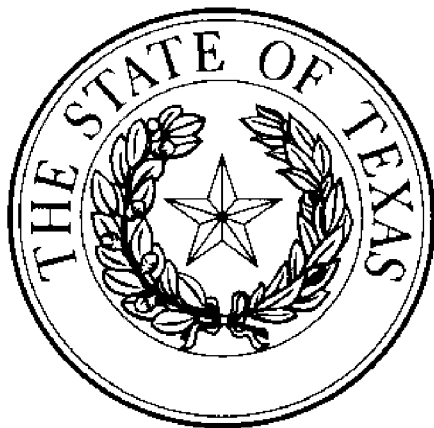
Converting it to

Association for Materials Protection and Performance, Inc.
File Number: [Entity not of Record, Filing Number Not Available]

has been received in this office and has been found to conform to 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 the acceptance and filing of the conversion on the date shown below.

Dated: 11/24/2020

Effective: 11/24/2020



A handwritten signature in black ink, appearing to read "Ruth R. Hughs".

Ruth R. Hughs
Secretary of State

**CERTIFICATE OF CONVERSION
OF A
TEXAS CORPORATION CONVERTING
TO A
DISTRICT OF COLUMBIA CORPORATION**

Converting Entity Information

1. The name of the converting entity is: NACE International Institute.
2. The organizational form of NACE International Institute is a nonprofit corporation.
3. The jurisdiction of formation of NACE International Institute is: Texas.
4. The file number issued to NACE International Institute is: 801478873.

Converted Entity Information

5. The name of the converted entity is: Association for Materials Protection and Performance, Inc.
6. Association for Materials Protection and Performance, Inc. will be a nonprofit corporation formed under the laws of the District of Columbia.

Plan of Conversion

7. NACE International Institute certifies that:
 - A. A signed plan of conversion is on file at the principal place of business of NACE International Institute, the converting entity. The address of the principal place of business of NACE International Institute is: 15835 Park Ten Place, Houston, Texas 77084.
 - B. A signed plan of conversion is on file at the principal place of business of Association for Materials Protection and Performance, Inc., the converted entity. The address of the principal place of business of Association for Materials Protection and Performance, Inc. is: 15835 Park Ten Place, Houston, Texas 77084.
 - C. A copy of the plan of conversion will be furnished on written request without cost by NACE International Institute before the conversion or by Association for Materials Protection and Performance, Inc. after the conversion to any member of NACE International Institute or Association for Materials Protection and Performance, Inc.

Approval of the Plan of Conversion

8. The Plan of Conversion has been approved in accordance with Section 22.256 of the Texas Business Organizations Code and NACE International Institute's Certificate of Formation and Bylaws.

Effectiveness of Filing

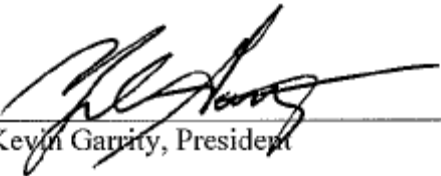
9. This Certificate of Conversion becomes effective when the document is accepted and filed by the Secretary of State.

Tax Certificate

10. In lieu of providing the tax certificate, the converted entity is liable for the payment of any franchise taxes.

* * * * *

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the converting entity, to execute the filing instrument.



Kevin Garrity, President

Dated: 11-23-20

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
CORPORATIONS DIVISION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Organizations Code have been complied with and accordingly, this ***CERTIFICATE OF DOMESTICATION*** is hereby issued to:

Association for Materials Protection and Performance, Inc.

Effective Date: 12/17/2020

IN WITNESS WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed as of 12/17/2020 11:10 AM

Business and Professional Licensing Administration



Josef G. Gasimov

JOSEF G. GASIMOV
Superintendent of Corporations,
Corporations Division

Muriel Bowser
Mayor

Tracking #: iVQExy8q



District of Columbia Government

Corporations Division

Statement / Plan of Domestication of Domestic & Foreign Filing Entity.

Form GN-13, Ver. 5, April 2018.

This form will allow for a domestic entity to become a domestic entity of the same type in a foreign jurisdiction if the domestication is authorized by the law of the foreign jurisdiction. This form will also allow for a foreign entity to become a domestic entity of the same type in the District if the domestication is authorized by the law of the foreign entity's jurisdiction of organization.

Please, review instruction sheet on page 1 before completing this form.

ENTITY TYPE / AUTHORITY	FILING FEE
Domestic & Foreign Filing Entity: § 29-205.05.	Refer to Corporate Fee Schedule posted online;

Under the provisions of the Title 29 of D.C. Code (Business Organizations Act), the domestic or foreign filing entity listed below hereby applies for a Certificate of Domestication and for that purpose submits the statement below.

1. The name, jurisdiction of organization, date of formation and type of the domesticating entity (list current state and date of formation)

NACE International Institute; Texas; September 12, 2011; Nonprofit Corporation

2. The name and jurisdiction of organization of the domesticated entity. (list proposed new state of formation)

Association for Materials Protection and Performance, Inc.; District of Columbia

3. Effective date. (can be up to 90 days)

4. If the domesticating entity is a domestic entity, the plan of domestication was approved in accordance with D.C. Code § 29-205.05 or in accordance with D.C. Code Title 29 Subchapters VI of Chapters 3 and 4 or Subchapter IX of Chapter 8.

4A. if the domesticating entity is a domestic or foreign entity, the domestication was approved in accordance with the law of its current or future jurisdiction of organization; domestic or foreign entity shall submit a copy of the statement of domestication or similar document duly approved by the authorized officer of the jurisdiction of current or future formation.

4B. Filing of this statement for domestic business corporation effectively surrenders its charter as defined by D.C. Code § 29-307.04

5. If the domesticated entity is a domestic filing entity, the text of its public organic document as an attachment. (formation document)

6. If the domesticated entity is a foreign entity that is not a qualified foreign entity, a mailing address to which process may be served.

Not applicable.

If you sign this form you agree that anyone who makes a false statement can be punished by criminal penalties of a fine up to \$1000, imprisonment up to 180 days, or both, under DCOC § 22-2405;

7. Name of the Governor or Authorized Person.

Kevin Garrity, President

7A. Signature of the Governor or Authorized Person.

Mail all forms and required payment to:

Department of Consumer and Regulatory Affairs
Corporations Division
PO Box 92300
Washington, DC 20090
Phone: (202) 442-4432

Corporate Online Services Information:

Many corporate filings are available by using CorpOnline Service.
Go to CorpOnline site at <https://corponline.dcrd.dc.gov>, create the profile, access the online services main page and proceed.
Online filers must pay by using the credit card.

ARTICLES OF INCORPORATION
of
ASSOCIATION FOR MATERIALS PROTECTION AND PERFORMANCE, INC.

To: The Department of Consumer and Regulatory Affairs, District of Columbia

The undersigned, acting as the president of the Corporation for the purpose of organizing a corporation pursuant to the provisions of Chapter 4 of Title 29 of District of Columbia Nonprofit Corporation Act of 2010, as the same may be amended or supplemented (the “Act”), does hereby adopt the following Articles of Incorporation:

FIRST: The name of the corporation (hereinafter referred to as the “Corporation”) is: Association for Materials Protection and Performance, Inc.

SECOND: The Corporation is organized as a nonprofit corporation under the Act and is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the “Code”). The specific and primary purposes for which this Corporation is formed include to advance, represent, and assist the industry focused on corrosion prevention, including the use of protective coatings, mitigation, engineering, and science. In furtherance of these purposes, the Corporation may engage in any lawful act or activity for which corporations may be organized under the Act.

THIRD: The Corporation shall have members, whose qualifications, classifications, rights, and obligations shall be prescribed by the Bylaws of the Corporation, but the members shall not be considered members as defined under the Act and shall not have any other rights under the Act except those granted in the Bylaws of the Corporation.

FOURTH: The business and affairs of the Corporation shall be managed under the direction of its Board of Directors. The number of directors and the method of election or appointment of the directors of the Corporation shall be as provided in the Bylaws of the Corporation.

FIFTH: Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the Corporation or its directors are as follows:

1. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly engage in or include among its purposes any activities not permitted to be carried on by an organization described in Section 501(c)(6) of the Code.
2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, employees, 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 as described in Section 501(c)(6) of the Code.

3. Upon the dissolution of the Corporation, and after paying or making provision for the payment of all of the liabilities of the Corporation, all assets of the Corporation shall be transferred in a manner approved by the Corporation's Board of Directors that is not inconsistent with the provisions of the Act, the Code, or any other applicable law or regulation.
4. The personal liability of the directors, officers, employees and volunteers of the Corporation is eliminated to the fullest extent permitted by law and by the provisions of the Act.
5. To the fullest extent permitted by law, the Corporation shall indemnify a person made or threatened to be made a party to a proceeding by reason of that person's former or present status as a director or officer of the Corporation against any liability incurred with respect to the proceeding.

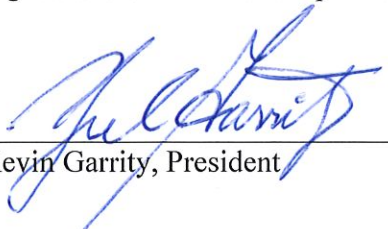
SIXTH: The name and address, including street and number, of the initial registered agent of the Corporation in the District of Columbia is:

CT Corporation System
1015 15th Street NW
Suite 1000
Washington, D.C. 20005

SEVENTH: These Articles of Incorporation may be amended from time to time in any and as many respects as may be desired; provided: (i) that the Articles of Incorporation as amended may contain only such provisions as might be lawfully contained in the original Articles of Incorporation; and (ii) that any such amendment is approved by 2/3 of the Board of Directors; and (iii) that any such amendments are made in the manner and pursuant to the procedures and requirements prescribed by the Act.

* * * * *

Signed and affirmed under penalty for making false statements:



Kevin Garrity, President

Dated: 11-23-20