

ARTICLES OF INCORPORATION
OF
ASSOCIATION OF STATE DAM SAFETY OFFICIALS, INC.

The undersigned Incorporator, Stephen G. Amato, a citizen of the United States, executes these Articles of Incorporation for the purpose of forming and does hereby form a nonstick, nonprofit, corporation under KRS 273.161 – 273.400 and the laws of the Commonwealth of Kentucky in accordance with the following provisions:

ARTICLE I

Name

The name of the corporation is Association of State Dam Safety Officials, Inc. (the “Corporation”).

ARTICLE II

Purposes

The purposes of the corporation are:

1. To further the advancement of dam safety engineering, in order to enhance the health and safety of the public through research, education, action, and services.
2. To provide information, education and support to the public through public and private agencies and organizations regarding dam safety and dam safety engineering, including fostering of interstate cooperation, providing information and assistance to State Dam Safety Programs, and improving the efficiency and effectiveness of State Dam Safety Programs.
3. To promote and improve educational standards for dam safety engineers and other professionals and non-professionals working in the field of dam safety and dam safety engineering through scholarships, seminars, workshops, conferences, and other education-related activities.
4. To improve the quality of work performed by dam safety engineers and others working in the field of dam safety and dam safety engineering through education, seminars, workshops, conferences, and other education-related activities.
5. To lend support to those working in the field of dam safety and dam safety engineering.
6. To promote cooperation between the various different types of professional and non-professionals who work in the field of dam safety and dam safety engineering and related fields.
7. To promote policies on a local, state, and federal level that will ensure increased quality standards for dams, and dam safety regulations, including representation of state interest before Congress and federal agencies responsible for Dam Safety.
8. This corporation is organized exclusively for charitable, religious, educational, and scientific purposes as interpreted under Section 501(c)(3) of the Internal Revenue Code, and any purpose set out hereinafter deemed inconsistent with Section 501(c)(3) shall be declared void.

ARTICLE III

Powers

The corporation shall have all the powers conferred upon a nonstick, nonprofit corporation pursuant to KRS 273.171 that are not inconsistent with Section 501(c)(3) of the Internal Revenue Code of 1954 (as amended).

ARTICLE IV

Duration

The corporation is to have perpetual existence.

ARTICLE V

Registered Office and Resident Agent

The registered & principal office of the corporation in the Commonwealth of Kentucky is Bradley Hall, Room 402, Lexington, Kentucky 40506-0058. The registered agent is Lori Spragens.

ARTICLE VI

Incorporator

The name and address of the Incorporator is Stephen G. Amato, 700 Security Trust Building, 271 West Short Street, Lexington, Kentucky 40507-1292. [Address updated annually at the KY Sec of State website]

ARTICLE VII

Directors

The initial Board of Directors of the corporation shall consist of twelve or more persons who shall serve until the next Annual Meeting of the voting members or until their successors are elected and qualified as provided in the Bylaws or the Constitution of the corporation. The names and addresses of said directors are:

[Directors listed at KY Sec of State website]

ARTICLE VIII

Amendment of Articles and Bylaws and Constitution

The Articles of Incorporation and the bylaws and constitution for the corporation shall be adopted and may be amended and repealed as provided in the bylaws and constitution by a two-thirds vote of the voting members.

ARTICLE IX

Nonprofit and Nonstock Corporation

The corporation is not organized for profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member or officer. The balance, if any, of all money and items of value received by the corporation from its operations after payment in full of all debts and obligations of the corporation of whatsoever kind and nature shall be used and distributed exclusively for the purposes set forth in Section 501(c)(3) of the Internal Revenue Code of 1954 (as amended).

ARTICLE X

Stock

The corporation formed hereby shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE XI

Membership

Membership in the corporation may be given and terminated in a manner provided in the Bylaws and the Constitution of the corporation.

ARTICLE XII

Limited Liability

The private or personal property of the Incorporator, directors, officers, and members, as well as their successors, of this corporation shall not be subject to or liable for any debts of this corporation or the payment thereof.

ARTICLE XIII

Dissolution

Upon dissolution of the corporation, any remaining assets will be distributed to another organization that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (as amended).

SIGNED AND ACKNOWLEDGED by the Incorporator at Lexington, Kentucky, this 15th day of November, 1991.