

ARTICLES OF INCORPORATION

OF

AUTOMATION STANDARDS COMPLIANCE INSTITUTE

Pursuant to Section 55A-2-02 of the General Statutes of North Carolina, the undersigned, acting as incorporator of a corporation, adopts the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation, hereinafter referred to as the “Corporation,” is Automation Standards Compliance Institute.

ARTICLE II

The period of duration of the Corporation is perpetual.

ARTICLE III

The Corporation shall be an organization qualifying under Section 501(c)(6) of the Internal Revenue Code of 1986 (the “Code”). The purpose of the corporation shall be to engage in conformity assessment activities.

The Corporation may receive and administer funds for scientific, educational, and charitable purposes, within the meaning of Section 501(c)(6) of the Code and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation, without limitation (except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws) to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not for Profit Corporation Act of the State of North Carolina.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and no trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

ARTICLE IV

The Corporation shall one (1) member, which shall be ISA – The Instrumentation, Systems, and Automation Society, a North Carolina nonprofit corporation. The member shall have voting rights as set forth in the Bylaws.

ARTICLE V

The initial street and mailing address and county in the state of North Carolina of the initial registered office and the principal office of the Corporation is 67 Alexander Drive, Research Triangle Park, Durham County, North Carolina 27709, and the name of the initial registered agent at such address is Patrick Gouhin.

ARTICLE VI

The territory in which the operations of the Corporation are principally to be conducted is the United States of America and its territories and possessions, but the operations of the Corporation shall not be limited to such territory.

ARTICLE VII

The initial board of directors shall consist of at least three (3) members, who need not be residents of the state of North Carolina.

ARTICLE VIII

Except to the extent that the North Carolina General Statutes prohibit such limitation or elimination of liability of directors for breaches of duty, no director of the Corporation shall have any personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a director. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal. The provisions of this Article VIII shall not be deemed to limit or preclude indemnification of a director by the Corporation for any liability that has not been eliminated by the provisions of this Article VIII.

ARTICLE IX

The Corporation shall have the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute; provided, however, that the Corporation may not amend, alter, change or repeal any such provision without the prior written consent of its member.

ARTICLE X

The names and addresses of the incorporator is as follows:

Name: Patrick Gouhin
Address: 67 Alexander Drive, Research Triangle Park, Durham County, North Carolina 27709.

ARTICLE XI

These articles will be effective upon filing.

This is the _____ day of _____, 2006.

By: _____
Incorporator