

FILED EFFECTIVE**ARTICLES OF INCORPORATION
OF****03 SEP 10 PM 1:00
ASSOCIATION OF FIELD SERVICES PROFESSIONALS, INC.**SECRETARY OF STATE
STATE OF IDAHO

The undersigned, acting as the incorporators of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act") adopt the following Articles of Incorporation ("Articles").

ARTICLE I

Name: The name of the corporation is: ASSOCIATION OF FIELD SERVICES PROFESSIONALS, INC.

ARTICLE II

Nonprofit Status: The Corporation is a nonprofit corporation.

ARTICLE III

Period of Duration: The period of its duration is perpetual.

ARTICLE VI

Principal Office, Registered Office, and Agent: The principal office of the Corporation is 5336 E. Shire Lane, Hayden, Idaho 83835. The address of the initial registered office is 5336 E. Shire Lane, Hayden, Idaho 83835 Coeur d'Alene, Idaho, and the name of the initial registered agent at that address is John B. Helwich.

ARTICLE V

Purposes: The Corporation is organized for the following purposes:

A. To provide the opportunity for study and discussion of various business and technical aspects of the field service industry; to promote the field service industry; and to educate, and encourage high standards of performance for field service professionals.

B. To exercise all rights and powers conferred by the State of Idaho upon nonprofit corporations.

IDaho SECRETARY OF STATE
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ASSOCIATION OF FIELD SERVICE PROFESSIONALS, INC. - 1

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C. To do such other things as are necessary or incidental to the purposes of the Corporation.

ARTICLE VI

Limitations: No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons except 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 V hereof. No substantial part of the activities of the Corporation shall be for 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 statement) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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)(3) of the Internal Revenue Code, as amended from time to time.

ARTICLE VII

Members: The Corporation shall have one or more classes of members who shall be admitted in the manner set forth in the Bylaws, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may also provide for one or more classes of nonvoting members, who shall be admitted in the manner and who shall have the rights and privileges set forth in the Bylaws, but who shall not have the right to vote.

Quorum: The presence in person or by proxy of one twentieth (1/20) of the members entitled to vote on any matter coming before a meeting of the members shall constitute a quorum.

ARTICLE VIII

Board of Directors: The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed by Corporation's Bylaws. Other than the Directors constituting the initial Board of Directors designated in these Articles, The Directors shall be elected by the voting members of the Corporation in the manner and for the term provided in the Bylaws.

The names and street addresses of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
John B. Helwich	5336 E. Shire Lane Hayden Lake, Idaho 83835
Marie E. Helwich	5336 E. Shire Lane Hayden Lake, Idaho 83835
Susan A. Taylor	122 Old Post Road North Attleboro, MA 02760

ARTICLE IX

Distribution on Dissolution: Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Corporation, distribute all assets of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, as amended from time to time, in such a manner as the Board of Directors shall determine. Any assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as the court determines to be consistent with the purposes of the Corporation.

ARTICLE X

Incorporator: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald P. Ringel	1322 W. Kathleen Avenue, Ste. 2 Coeur d'Alene, Idaho 83815-8339

ARTICLE XI

Bylaws: Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws. The Board of Directors of the Corporation may amend the Corporation's Bylaws at a properly noticed meeting of the Board of Directors.

DATED this 10th day of September 2003.


Ronald P. Ringel, Incorporator