

ARTICLES OF INCORPORATION

OF

WORLD ORGANIZATION OF DREDGING ASSOCIATIONS

I hereby associate to form a nonstock corporation under the provisions of Chapter 2, Title 13.1 of the 1950 Code of Virginia, as amended, and to that end set forth the following:

1. The name of this Corporation shall be WORLD ORGANIZATION OF DREDGING ASSOCIATIONS.

2. The purposes for which this Corporation is formed are:

(a) To coordinate relations with the various Dredging Associations throughout the world.

(b) To coordinate the presentation of technical papers at the World Dredging Conferences through the International Technical Paper Committee of this Organization.

(c) To compile, present and publish technical papers for the advancement of dredging technology, including the design and construction of dredges and the techniques and systems used in dredging operations.

(d) The general purposes and powers are:

To participate in the World Dredging Conference through which will be offered to its members the opportunity to compile and present technical papers, and also provide a forum for communication among dredging and allied industry representatives.

To encourage harmony and cooperation among its members, and to promote a friendly and enlarged intercourse among technical societies and other organizations and associations interested in dredging operations.

To carry on educational work by collecting and disseminating among its members useful data and information relating to dredging operations.

To enter into, make, perform and carry out contracts and engagements of every nature and kind with any person, firm, corporation or association calculated to carry out the objects and purposes of this Corporation.

To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms or individuals, and to do every other act or acts, thing or things incidental or appurtenant to or growing out of or connected with the aforesaid activities or powers or any part or parts thereof, provided the same be not inconsistent with the Virginia Nonstock Corporation Act under which this Corporation is organized; provided, however, that nothing herein shall be construed to authorize the Corporation to engage in any act or acts to any substantial degree that are not in furtherance of the specific and primary purposes of this Corporation hereinbefore recited.

To conduct and carry on the said activities or any part thereof, and to have one or more offices and to exercise any or all of its corporate powers and rights as a Virginia non-stock corporation.

That anything to the contrary notwithstanding, this Corporation does not contemplate pecuniary gain or profit to the members thereof, or financial benefit, directly or indirectly, to any of its individual members, and that the funds of the Corporation, whether received by gift or otherwise, and regardless of the source thereof, shall be used exclusively for the purposes for which the Corporation is organized as the Board of Directors, from time to time, may determine.

3. Such individuals, corporations, Partnerships or associations, without limit as to number, who are interested in the objects and purposes of the Corporation, may be elected members from

time to time by majority vote of the then members. The initial Board of Directors shall constitute the initial membership. **There shall be one class of members** but different classes of members may be established by amendment of these Articles of Incorporation. Members shall be entitled to vote at meetings either in person or by proxy appointed by instrument in writing subscribed by the member or his duly authorized attorney. Each member shall be entitled to one (1) vote.

4. This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof, and it is organized solely for nonprofit purposes and upon dissolution of the Corporation any assets remaining after payment of all debts and obligations shall be transferred or conveyed to one or more domestic or foreign corporations, societies or organizations engaged in activities substantially similar to those of this Corporation.

5. The address of the Corporation's initial registered office is 10505 Jones Street, Fairfax, Virginia 22030 and the name of the city in which it is located is Fairfax City. The name of the Corporation's initial registered agent at that address is James B. Pittleman who is a resident of Virginia and a member of the Virginia Bar.

6. The names and addresses of the persons constituting the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Professor ir Jan de Koning	CEDA P.O. Box 3168 2601 DD Delft The Netherlands
Mr. Carl Hakenjos	Williams-McWilliams Co. 3525 N. Casueway Blvd. Metairie, Louisiana 70002
Ober-Ing. K. H. Brösskamp	Baron - Voghtstrasse 132B Hamburg 52 Federal Republic of Germany
Mr. Herbert P. Bure	International Trade Consultant 6600 West 11th St.

Mr. Lou P. Mathews

T. L. Bates & Co., Inc.
P.O. Box 326
Kenner, Louisiana 70501

Mr. A. L. Brink

P.O. Box 18
30304 Barjac
France

GIVEN UNDER MY HAND THIS 9th day of November, 1981.

Thomas J. Shaughnessy (SEAL)
Incorporator
Thomas J. Shaughnessy