

THE ARTICLES OF INCORPORATION

OF THE

COUNCIL OF INDUSTRIAL
BOILER OWNERS

FIRST:

The name of the corporation is the Council of Industrial Boiler Owners.

SECOND:

The purposes of the Council are to promote the welfare of the owners of hot water production facilities and steam generating facilities; to improve the efficiency, safety and reliability of such facilities; to improve the regulation of the design, construction and use of such facilities; to minimize adverse environmental impacts of such design, construction and use; to conduct with respect to such design, construction, use and regulation, programs of education, research, data collection and communication among the members and with other industries, public officials, labor organizations, environmental interest groups, and others; and to conduct such other activities as are permitted by law for nonstock corporations.

THIRD:

Section 1. A membership of any class may be held by a natural person, a partnership or a corporation, each of which is hereinafter called a "person".

Section 2. Any person may be admitted as an active member: (a) if he owns or controls one or more facilities which are located in the United States, which generate steam or produce hot water; (b) if the capacities of such facilities are at least within the commercial-industrial size range, and (c) if such person consumes a substantial part of any steam generated for purposes other than the generation of electricity for sale or exchange to others. Each active member shall have two votes in the affairs of the Council.

Section 3. Any person may be admitted as an associate member if he is engaged in producing or providing services or

products useful in the design, construction, operation or maintenance of hot water production facilities or steam generating facilities. An associate member shall be entitled to one vote in the affairs of the Council.

FOURTH:

The Directors other than the President shall be elected from the active and associate members by the vote of the members. The President shall serve ex officio as a Director, and no more than two associate members may at any time serve as Directors.

FIFTH:

The number of initial Directors shall be three. The names and addresses of the persons who are to serve as the initial Directors are:

William B. Marx

11222 Silverleaf Drive
Fairfax Station, Virginia 22039

Tobias Anthony

7708 Huntmaster Lane
McLean, Virginia 22101

Michael T. Kelley

7425 Hallcrest Drive
McLean, Virginia 22101

SIXTH:

The address of the registered office of the Council is 11222 Silverleaf Drive, Fairfax Station, Virginia, County of Fairfax 22039, and the name of its registered agent at the aforementioned address is William B. Marx, a resident of Virginia and a Director of the Council.

William B. Marx

William B. Marx

Tobias Anthony

Tobias Anthony

Dated: *October 4, 1978*

Michael T. Kelley

Michael T. Kelley

Commonwealth of Virginia

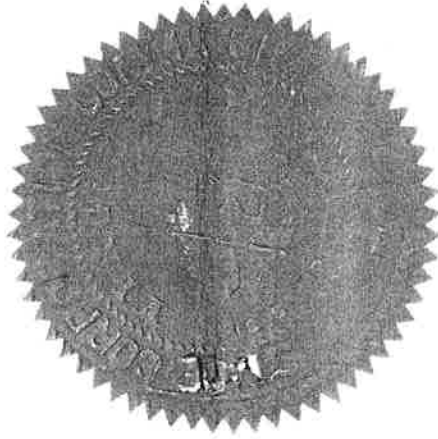


State Corporation Commission

I, George M. Bryant, Jr., First Assistant Clerk of the State Corporation Commission, do hereby certify that the foregoing is a true copy of all documents constituting as of this date the charter of Council of Industrial Boiler Owners. _____

*In Testimony Whereof, I hereunto set my hand, and
affix the Official Seal of the State
Corporation Commission, at
Richmond, this*

*12th day of
October A. D. 1978*



George M. Bryant, Jr.
First Assistant Clerk of the Commission