

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTERN DREDGING ASSOCIATION**

ARTICLE I

NAME

The name of this corporation shall be Western Dredging Association (the “Corporation”).

ARTICLE II

PURPOSE AND POWERS

The Corporation is a non-profit corporation organized exclusively for literary, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (“IRC”), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under IRC §501(c)(3), or the corresponding section of any future federal tax code. The Corporation does not contemplate pecuniary gain or profit, direct or indirect to the members thereof and the specific purposes for which it is formed are to develop and advance scientific and technical information regarding dredging, including the related areas of navigation, marine engineering and construction. For this purpose, the Corporation shall have the power and authority to:

1. Compile, present and publish scientific and technical papers for the advancement of the science and profession of dredging, navigation and marine engineering.
2. Promote the exchange of scientific and technical knowledge in fields related to dredging, navigation, marine engineering and construction by sponsoring or co-sponsoring national and international technical conferences, seminars, and symposiums, including publication and dissemination of the proceedings.
3. Provide a forum for the communication of scientific and technical knowledge, through technology transfer and cooperation among associations, societies, and all organizations interested in dredging, navigation, marine engineering and construction.
4. Publicize the importance of understanding and development of scientific and technical solutions for problems related to the protection and enhancement of the marine environment.

5. Support educational institutions for students interested in pursuing dredging and marine engineering as a career.
6. Recognize individuals and organizations for outstanding engineering and operational achievements in the field of dredging science and technology.

ARTICLE III

LIMITATIONS

No part of the net earnings of the Corporation, upon dissolution or otherwise, shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that 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 III hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal income tax under section 501 (c) (3) of the IRC, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170 (c) (2) of the IRC, or corresponding section of any future federal tax code.

The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the IRC, or corresponding section of any future federal tax code.

The Corporation will not engage in any of self-dealing as defined in section 4941(d) of the IRC, or corresponding section of any future federal tax code.

The Corporation will not retain any excess business holdings as defined in section 4943(c) of the IRC, or corresponding section of any future federal tax code.

The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the IRC, or corresponding section of any future federal tax code.

The Corporation will not make any taxable expenditures as defined in section 4945(d) of the IRC, or corresponding section of any future federal tax code.

ARTICLE IV
MEMBERSHIP

Membership in the Corporation shall be through application to and approval by the Corporation's Board of Directors or its designee, in accordance with the provisions of the Corporation's Bylaws setting forth the designation of each class of members, the qualifications for each class and the rights of the members of each class and conferring, limiting or denying the right to vote as to members of each class.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors in accordance with the Corporation's Bylaws. The Directors shall be elected by the members entitled to vote.

ARTICLE VI
DISSOLUTION

Upon the dissolution of the Corporation, any assets lawfully available for distribution shall be distributed for one of more exempt purposes within the meaning of Section 501(c)(3) of the IRC or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Consistent with the foregoing, the Corporation's Board of Directors shall determine the organization or organizations to receive such assets, giving preference, if practicable, to organization(s) having a similar purpose to the Corporation. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in Virginia exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII
AMENDMENT

Any amendment requiring the approval of the Corporation's members, shall require only the affirmative vote of a majority of all votes cast on the proposed amendment by each voting group entitled to vote on the amendment at a meeting at which a quorum of such voting group exists.