

**ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
WESTERN DREDGING ASSOCIATION**

The undersigned, on behalf of the nonstock corporation set forth below, pursuant to Title 13.1, Chapter 10, Article 10 of the Code of Virginia, states as follows:

1. The name of the corporation is Western Dredging Association.
2. The following Articles of the Articles of Incorporation are hereby amended and added as follows:
 - A. Article (b) is hereby amended to read in its entirety:

The Corporation is hereby organized for the following purposes:

1. The Corporation is organized and shall be operated exclusively as a nonstock, nonprofit trade association within the meaning of Section 501(c)(6) of the Internal Revenue Code of the Internal Revenue Code of 1986 and the Regulations thereunder as they now exist or as they may hereafter be amended (hereinafter collectively referred to as the “Code”), and specifically:
 - a. To promote the exchange of knowledge in fields related to dredging, navigation, marine engineering and construction by sponsoring or co-sponsoring national and international technical conferences, seminars, exhibitions, and symposiums, including publication and dissemination of the proceedings.
 - b. To provide a forum for improvement of communications, technology transfer, and cooperation among associations, societies and all organizations interested in dredging, navigation, marine engineering and construction.
 - c. To emphasize the importance of understanding and development of solutions for problems related to the protection and enhancement of the marine environment.
 - d. To encourage educational institutions to initiate programs and courses to prepare students for employment in the dredging, navigation and marine engineering fields.
 - e. To support educational institutions for students interested in pursuing dredging and marine engineering as a career.

- f. To promote membership in and furtherance of the Corporation through the establishment and support of chapters.
- g. To recognize individuals and organizations for outstanding engineering and operational achievements in the dredging, navigation and marine engineering fields.

2. The Corporation shall have and may exercise, to the extent that they are not inconsistent with the purposes of the Corporation, any and all powers conferred upon nonstock corporations organized pursuant to the Virginia Nonstock Corporation Act. Notwithstanding any other provisions of these Articles, the Corporation is organized and at all times shall be operated exclusively as a corporation not organized for profit, and the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Section 501(c)(6) of the Code, and exempt from taxation under Section 501(a) of the Code.

B. A new Article (f) is hereby added to the Articles of Incorporation and shall read in its entirety:

The affairs of the Corporation shall be managed by a Board of Directors, whose number and qualifications shall be set forth in the Bylaws. Directors shall be elected or appointed in accordance with criteria and in the manner set forth in the bylaws. The elected Directors shall be divided into three groups and shall serve staggered three (3) year terms.

3. The foregoing amendments were adopted by the corporation on [date] .

4. The amendments were proposed by the Board of Directors and submitted to the members in accordance with the provisions of Title 13.1, Chapter 10 of the Code of Virginia, and at a meeting of the members at which a quorum was present:

a. The total number of votes cast for and against the amendments by each voting group entitled to vote separately on the amendments were:

Voting Group	Total Votes FOR	Total Votes AGAINST
_____	_____	_____
_____	_____	_____

b. And the number cast for the amendments by each voting group was sufficient for approval by that voting group.

[If the members vote by unanimous consent, this section 4 may be replaced by the following statement: "The amendments were adopted by unanimous consent of the members."]

Executed in the name of the corporation by:

[signature]

[date]

[printed name]

[corporate title]

0194775

[corporation's SCC ID number]

[telephone number]