

**RESTATED ARTICLES OF INCORPORATION  
OF  
NATIONAL AGRICULTURAL AVIATION ASSOCIATION**

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act of 2010 (the “Act”), the domestic filing entity listed below hereby applies for a Certificate of Restated Articles of Incorporation and for that purpose submits the statements below:

1. The name of the corporation is National Agricultural Aviation Association (referred to below as “Corporation”).
2. The Articles of Incorporation are not amended by these Restated Articles of Incorporation.
3. The text of the Restated Articles of Incorporation, which incorporates all previous amendments to the Articles of Incorporation in a single document, is as follows:

[continued on next page]

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**ARTICLE I - NAME OF CORPORATION**

The name of this organization shall be the National Agricultural Aviation Association (the “Corporation”).

**ARTICLE II - DURATION**

The Corporation is to have perpetual existence.

**ARTICLE III - PURPOSES**

The purposes for which the Corporation is organized are as follows:

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 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 advance the aerial application industry and its members in their efforts to enhance agricultural and forestry production, and to protect the public health.
  - b. To coordinate, educate, and advocate the interests of the U.S. agricultural aviation industry at the national level as set forth in greater detail below.
    - i. To serve as the recognized public policy advocate for the agricultural aviation industry.
    - ii. To serve as the Corporation’s members’ primary resource for agricultural aviation knowledge exchange, education, and business services.
    - iii. To act as the public’s professional source of agricultural aviation industry information and education.
    - iv. To work toward gaining greater recognition and respect for the agricultural aviation industry and its contribution to agriculture by promoting strict ethical standards.

**ARTICLE IV – MEMBERSHIP**

The Corporation shall have members.

**ARTICLE V – MEMBERSHIP**

Except as may otherwise be provided in these Articles of Incorporation, the rights, obligations and classifications of members shall be prescribed by the Bylaws of the Corporation.

## ARTICLE VI - OFFICERS AND DIRECTORS

The manner of election or appointment of the directors of the Corporation shall be provided in the Bylaws of the Corporation.

## ARTICLE VII - REGULATION OF INTERNAL AFFAIRS


1. The governing of NAAA shall be vested in a Board of Directors with control over the policy and internal management of the association, and whose responsibility it shall be to guide the efforts of the organization with the help and guidance of the national officers and qualified personnel as noted elsewhere in the Bylaws.
2. In the event of the termination, liquidation, dissolution, or winding up of the Corporation in any manner or for any reason whatsoever, all of the assets of the Corporation that remain after the payment or provision for payment of the obligations and liabilities of the Corporation shall be transferred in a manner approved by the Corporation's Board of Directors that is not inconsistent with the provisions of the District of Columbia Nonprofit Corporation Act of 2010, the Code, or any other applicable law or regulation.

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4. The foregoing Restated Articles of Incorporation were duly adopted by the Board of Directors in accordance with the requirements of the Act at a meeting of the Board of Directors held on February 14, 2015, at which a quorum was present. The foregoing Restated Articles of Incorporation were made for the purpose of consolidating all amendments into a single document without substantive change; pursuant to Section 29-408.07 of the Act, member approval of the foregoing Restated Articles of Incorporation is not required.

IN WITNESS WHEREOF, the undersigned have signed and attested to these Restated Articles of Incorporation as of the dates written below. These Restated Articles of Incorporation may be executed in separate counterparts.

By:  Date: 2-19-15  
President

Attest:  Date: 2-14-15  
Secretary/Treasurer