

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION




**CERTIFICATE**

**THIS IS TO CERTIFY** that all applicable provisions of the DISTRICT  
OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with  
and  
accordingly, this **CERTIFICATE of INCORPORATION** is hereby issued to  
**INDUSTRIAL FABRICS FOUNDATION**

as of **MARCH 4TH , 1999 .**

Lloyd J. Jordan  
Director

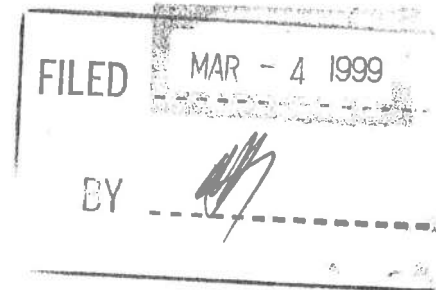
Patricia A. Montgomery  
Administrator  
Business Regulation Administration

  
Eldred E. J. Fornah  
Superintendent of Corporations  
Corporations Division

Act. Asst.

Anthony A. Williams  
Mayor

**ARTICLES OF INCORPORATION**  
**OF**  
**INDUSTRIAL FABRICS FOUNDATION**



TO: Department of Consumer and Regulatory Affairs  
Business Regulation Administration, Corporations Division  
614 H Street, N.W.  
Washington, D.C. 20001

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the NON PROFIT CORPORATION ACT (D.C. Code, 1981 edition, Title 29, Chapter 5), adopt the following Articles of Incorporation:

FIRST: The name of the corporation is:

INDUSTRIAL FABRICS FOUNDATION

SECOND: The period of duration is perpetual.

THIRD: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including the following:

1. To engage in research regarding industrial fabrics;
2. To educate the public and provide information regarding industrial fabrics;

3. To engage in all other charitable and educational activity approved by its Board of Directors; and

4. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

- (a) sue and be sued;
- (b) make contracts;
- (c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;
- (d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;
- (e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;
- (f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and
- (g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial

degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The corporation shall not have members.

FIFTH: No part of the net income of the corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD 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 in any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986; the corporation shall not own any excess business holdings that would subject it to tax under section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject the corporation to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation

shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

SIXTH: The affairs of the corporation shall be carried on through its Board of Directors; the initial Board of Directors of the corporation shall be appointed by the Board of Directors of the Industrial Fabrics Association International and, thereafter, elected or appointed in accordance with the corporation's bylaws. In furtherance and not in limitation of the powers conferred by statute, the corporation is expressly authorized to carry on its affairs and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporator, directors, and officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable, educational or scientific purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH: The address, including the street and number of its initial registered office is 1747 Pennsylvania Avenue, N.W., Suite 1000, Washington, D.C. 20006, and the name of its initial registered agent at such address is Alan P. Dye.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

TWELFTH: The number of directors constituting the initial Board of Directors is three (3), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than three (3). The name and street address of the persons who are to serve as the initial directors and until the first annual meeting or until their successors are elected and qualified are:

NAME

ADDRESS

Stephen B. Duerk

Safety Components Fabric Technologies,  
Inc.  
40 Emery Street  
Greenville, South Carolina 29605

J. C. Egnew

Outdoor Venture Corp.  
U.S. Highway 92  
Stearns, Kentucky 42647

Paul B. Stelzner

John Boyle & Co. Inc.  
1803 Salisbury Road  
Statesville, North Carolina 28677

THIRTEENTH: The name and street address of the incorporators are:

NAME

ADDRESS

Hugh K. Webster

1747 Pennsylvania Avenue, N.W., Suite  
1000  
Washington, D.C. 20006

Brenley Locke Elias


1747 Pennsylvania Avenue, N.W., Suite  
1000  
Washington, D.C. 20006

Raymond Cashen, II

1747 Pennsylvania Avenue, N.W., Suite  
1000  
Washington, D.C. 20006

Dated: March 3, 1999

  
\_\_\_\_\_  
Hugh K. Webster, Incorporator

  
\_\_\_\_\_  
Brenley Locke Elias, Incorporator

  
\_\_\_\_\_  
Raymond Cashen II, Incorporator

District of Columbia        ) ss:  
  )

I, Colleen L. Stanford a Notary Public, hereby certify that on the 3<sup>rd</sup> day of March, 1999, personally appeared before me Hugh K. Webster, Brenley Locke Elias and Raymond Cashen II who signed the foregoing document as incorporators.

Colleen L. Stanford  
Notary Public

My commission expires: 5/14/01