

ARTICLES OF INCORPORATION
OF THE
INTERNATIONAL MARINE ELECTRONICS ASSOCIATION, INC.
(A TAX-EXEMPT NONSTOCK CORPORATION)

1. The undersigned, Jules Rutstein, whose address is 5810 S. U.S. Highway 1, Rockledge, Florida 32955, being at least eighteen (18) years of age, does hereby form a corporation under the laws of the State of Maryland.

2. The name of the corporation (which is hereinafter called the "Corporation") is:

International Marine Electronics Association, Inc. ✓

3. The street address of the principal office of the Corporation in Maryland is: Seven Riggs Avenue, Severna Park, Maryland 21146-3819. ✓

4. The name of the resident agent of the Corporation in Maryland is: David J. Hayden, whose address is: Seven Riggs Avenue, Severna Park, Maryland 21146-3819. ✓

5. The Corporation is organized to operate exclusively for educational, scientific and testing for public safety purposes, as those terms are defined in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including but not limited to:

(a) Assisting, promoting and supporting the advancement and improvement of the quality of education, training, scientific development and testing for public safety in the marine electronics industry.

(b) Engaging in educational programs, seminars, publications and otherwise to improve the excellence of the marine electronics industry and to secure greater public understanding of science and public safety in the marine electronics industry; and also to encourage development of information and awareness initiatives designed to promote and foster public boating safety.

(c) Supporting and promoting the development and exchange of information concerning education, scientific development and testing for public safety in the marine electronics industry, including but not limited to:

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(i) Supporting and engaging in research, surveys and studies to gain new knowledge of science and public safety in the marine electronics industry.

(ii) Gathering, receiving, compiling, reporting, editing, recording, evaluating, analyzing, studying, presenting, communicating, broadcasting, publishing, distributing and disseminating information, lists, statistics, pamphlets, manuals, surveys, reports, newsletters, bulletins, publications and other materials in printed, electronic or other media relating to the marine electronics industry and education, science and public safety in the marine electronics industry.

(iii) Providing the general public with information concerning science and public safety in the marine electronics industry.

(d) Cooperating with other nonprofit associations and governmental agencies to advance education, scientific knowledge and testing for public safety in the marine electronics industry.

(e) Encouraging the development and standardization of fair and uniform practices, standards, usages, customs, and rules and regulations for the benefit of the public, consumers and the marine electronics industry.

(f) Acquiring or receiving from any individuals, firms, associations, corporations, trusts, foundations, or any government or governmental subdivision, unit or agency, by deed, gift, purchase, grant, bequest, devise or otherwise, cash, securities and other property, tangible or intangible, real or personal, and holding, managing, investing, reinvesting and disbursing the principal and income thereof solely for the purposes hereof.

(g) Extending financial aid through grants, gifts, contributions, or other aid or assistance to qualified charitable, educational, scientific or testing for public safety organizations. To provide scholarships for education.

(h) References to the marine electronics industry in this Article include both the national and the international marine electronics industries.

(i) To undertake any activity whatsoever that is in furtherance, directly or indirectly, of the tax-exempt purposes of the Corporation set forth above.

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(j) To exercise any and all powers that may be conferred upon nonstock corporations under the Maryland Code for Corporations and Associations and the general laws of the State of Maryland or any corresponding provisions of any future Maryland laws in furtherance of the tax-exempt purposes of the Corporation.

6. The Corporation shall not engage in any activity that would be inconsistent with the status of an educational, scientific and testing for public safety organization as defined in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal-tax code.

7. The Corporation is intended to be a supporting organization as that term is defined in section 509(a)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. The name of the supported organization is the National Marine Electronics Association, Inc., which is a section 501(c)(6) exempt organization.

8. Except as provided in these Articles, the internal affairs of the Corporation shall be regulated and determined as provided in the Bylaws.

9. The number of directors of the Corporation shall be three (3) which number may be increased or decreased in accordance with the bylaws of the Corporation. However, the number of directors shall never be less than the minimum number required by the Maryland Corporations and Associations Law. The directors shall be selected as provided for in the bylaws. The initial directors of the Corporation, who shall serve as directors until their successors are elected and qualify, are:

Jules Rutstein
5810 S. US Highway 1
Rockledge, FL 32955

David J. Hayden
Seven Riggs Avenue
Severna Park, MD 21146-3819

Johnny Lindstrom
637 Marine Drive
Port Angeles, WA 98363

10. The private property of the Officers and Directors of the Corporation shall not be subject to payment of corporate debts to any extent whatever. In addition, to the maximum extent that Maryland law in effect from time to time permits limitation of the liability of directors and officers of a Maryland corporation, no director or officer of the Corporation shall be liable to the Corporation or its members for money damages. Neither the amendment nor repeal of this Article, nor the adoption or amendment of any other provision of the charter or bylaws inconsistent with this Article, shall apply to or affect in any respect the applicability of the preceding sentence

with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

11. The Corporation shall defend and indemnify to the fullest extent permitted by Maryland law, as now in effect or as many hereafter be amended, each Officer or Director of the Corporation against expenses, judgments, and fines actually and necessarily incurred by him or her in connection with or arising out of any claim, action, suit, proceeding, issue, or matter in which he or she may be or is made a party by reason of being or having been an Officer or Director of the Corporation, provided, however, that such relief from liability shall not apply in any instance in which such relief is inconsistent with any provision of the Internal Revenue Code applicable to corporations described in Section 501(c)(3) of the Code.

12. The Corporation shall be a not-for-profit corporation and it shall have no authority to issue capital stock.

13. The Corporation is not organized for pecuniary gain or profit or organized to engage in an activity ordinarily carried on for profit: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, 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 5 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 (including the publishing or distribution of statements) 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 a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code; or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

14. Upon the dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as said Court

shall determine, which are organized and operated exclusively for such purposes.

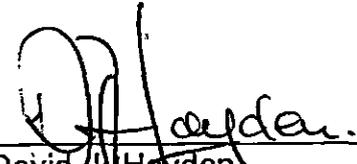
15. The Corporation reserves the right to make any amendment to the charter (articles of incorporation), now or hereafter authorized by law, including any amendment which alters the contract rights, as expressly set forth in the charter, of any member.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation and acknowledge the same to be my act this 13th day of JUNE, 2009.



Jules Rutstein
Incorporator

I hereby consent to my designation in this document as a registered agent for this corporation.



David J. Hayden
Seven Riggs Avenue
Severna Park, Maryland 21146-3819
Registered Agent Listed in
Paragraph 4

Prepared by and return to:

Stephens Law Firm, PLLC
1800 Old Meadow Road, Suite 119
McLean, Virginia, 22102-1809
Telephone: 703-821-8700

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CUST ID: 0002299140
WORK ORDER: 0001742178
DATE: 06-30-2009 01:00 PM
AMT. PAID: \$170.00