

ARTICLES OF INCORPORATION
OF
SOUTHERN SECTION AIR AND WASTE MANAGEMENT ASSOCIATION, INC.

I.

The name of the corporation is:

SOUTHERN SECTION AIR AND WASTE MANAGEMENT ASSOCIATION, INC.

II.

The corporation is organized pursuant to the provisions of the Georgia Nonprofit Corporation Code.

III.

The corporation shall have perpetual duration.

IV.

The corporation is organized and shall be operated exclusively to promote better understanding of the problems of air pollution and hazardous waste management among control officers, research personnel, educators, representatives of industry and the general public within the geographic areas of the section, and to provide a means of interchange of information directed towards solving these problems. A second purpose shall be to promote closer professional and personal relations among members of the section, and to further the aims and objectives of A&WMA. The corporation is organized exclusively to further the common welfare and well-being of the community in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (the "Code"). No contribution shall be made which does not further the exempt purposes for which SOUTHERN SECTION AIR AND WASTE MANAGEMENT ASSOCIATION, INC. has been organized. The corporation is empowered to exercise all rights and powers conferred by the laws of the State of Georgia upon nonprofit corporations

V.

The corporation shall have full power and authority to do all things necessary and incidental to fulfill the above stated purpose as long as said powers are not prohibited as unlawful by the laws of the United States or the State of Georgia and as long as said powers are not limited or restricted in any manner by the Georgia Nonprofit Corporation Code or the United States Internal Revenue Code as amended.

VI.

No part of the property of the corporation and no part of its net earnings shall ever at any time inure to the benefit of, or be distributable to, the Directors or officers of the corporation, or to any private individuals, except that the corporation shall be authorized to pay reasonable compensation to the Directors and officers of the corporation and to others for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

VII.

It is intended that the corporation shall have the status of a corporation which is exempt from Federal income taxation under Section 501(a) of the Code, as an organization described in Section 501(c)(3) of the Code. The Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly. The corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in loss of its exemption from Federal income tax under Section 501(c)(3) of the Code. No activity of the corporation shall consist of participating in or intervening in, including the publishing or distributing of statements, political campaigns on behalf of or in opposition to any candidate for public office.

VIII.

The corporation shall have no members.

IX.

Any other provision of this instrument notwithstanding, 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 Code, or corresponding provisions of any subsequent Federal tax laws. Any other provisions of this instrument notwithstanding, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent Federal tax laws; nor retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent Federal tax laws; nor make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent Federal tax laws; nor make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent Federal tax laws.

X.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, distribute all of the assets of the corporation exclusively to further its educational, scientific and other charitable purposes as described in Article IV hereof, to one or more organizations which are exempt organizations under Section 501(c)(3) of the Code, as the Board of Directors shall decide. In the event that, for any reason, upon dissolution of the corporation, the Board of Directors shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Fulton County, Georgia shall make such distribution, exclusively for the purposes of the corporation set forth in Article IV as the Court shall determine, upon the application of one or more persons having a real interest in the corporation or its assets.

XI.

The initial principal and registered office of the corporation shall be
C T Corporation System
1201 Peachtree Street, N.E.
Atlanta, Georgia 30361

The initial registered agent of the corporation at such address shall be
CT Corporation Services.

XII.

The Board of Directors shall consist of an Executive Board of four Section officers (designated Chair, Vice Chair, Secretary, and Treasurer), four elected Directors of the Section, the previous year's Chair of the Section, the Chair of each Chapter, Education and Young Professional Committee chairs, and all members of the Section who are current Officers of the A&WMA.

The executive board officers are;

Chair

Mr. Christopher Hurst
EarthCon Consultants
P.O. Box 813484
Smyrna, GA 30081

Vice Chair

Ms. Maya Rao
Trinity Consultants
574 Highland Colony Parkway
Three Paragon Centre, Suite 320-S
Ridgeland, MS 39157

Secretary

Ms. Andrea R. Gardiner
Barge Waggoner, Sumner & Cannon
211 Commerce Street, Suite 600
Nashville, TN 32714

Treasurer

Ms. Shelley Forbes
Forbes Environmental LLC
304 Pine Ridge Rd.
Harriman, TN 37748

XIII.

The name and address of the incorporator is:

Mr. Christopher Hurst
P.O. Box 813484
Smyrna, Georgia 3008

XIV.

The Board of Directors shall be elected as provided in the Bylaws.

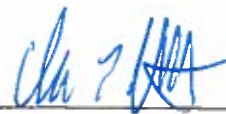
XV.

(a) No director of the corporation shall be personally liable to the Corporation or its members for monetary damages by reason of any action or inaction by him as a director; provided that this provision shall eliminate or limit the liability of a director only to the maximum extent permitted from time to time by the Georgia Nonprofit Corporation Code or any successor law or laws. The provisions of this Article shall not apply with respect to any acts or omissions occurring prior to its effective date. (b) No repeal or modification of this Article shall adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

XVI.

Except as prohibited by law, the corporation may indemnify any person who is or was a trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a trustee, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise (including, but not limited to, any employee benefit plan) against any and all liabilities arising out of or incurred in connection with that person's service to or on behalf of the corporation, and may take such steps as may from time to time be deemed appropriate, in accordance with and to the maximum extent permitted by applicable law and the bylaws of the corporation, to insure the payment of such amounts as may be necessary to effect such indemnification.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of this 19th day of May 2015.



Christopher Hurst
Incorporator