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07/08/2022	202218901054	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

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VORYS SATER SEYMOUR AND PEASE LLP
MICHELLE GOODWIN
52 E. GAY ST
COLUMBUS, OH 43215

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
643256

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
EDISON WELDING INSTITUTE, INC.

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 07/07/2022

Document No(s):

202218901054



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
8th day of July, A.D. 2022.

Ohio Secretary of State

Form 541 Prescribed by:



Toll Free: 877.767.3453

Central Ohio: 614.466.3910

OhioSoS.gov

business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

For screen readers, follow instructions located at this path.

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment
(Nonprofit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

RECEIVED
2022 JUL -7 PM 3:15
CLIENT SERVICE UNIT

Check the appropriate box:

☐ Amendment to existing Articles of Incorporation by Members pursuant to Ohio Revised Code section 1702.38(C) (128-AMD)

Amended and Restated Articles by Members pursuant to Ohio Revised Code section 1702.38(D) or by Directors
☒ pursuant to Ohio Revised Code section 1702.38(E) (126-AMAN) - The following articles supersede the existing articles and all amendments thereto.

Complete the following Information:

Name of Corporation

Charter Number

A copy of the resolution of amendment must be attached to this document.

Note: If amended and restated articles were adopted, amended articles must set forth all provisions required in original articles other than with respect to the initial directors pursuant to Ohio Revised Code section 1702.38(A). In the case of adoption of the resolution by the directors, a statement of the basis for such adoption shall be provided.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

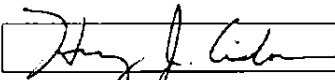
Must be signed by an authorized officer of the Corporation pursuant to the Ohio Revised Code section 1702.38(G).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Edison Welding Institute, Inc.

Signature



By (if applicable)

Henry Cialone

Print Name

Signature

By (if applicable)

Print Name

**ATTACHMENT TO
CERTIFICATE OF AMENDMENT
OF
EDISON WELDING INSTITUTE, INC.**

RESOLVED, that the Amended and Restated Articles of Incorporation of Edison Welding Institute, Inc., an Ohio nonprofit corporation (the “Corporation”), in the form set forth as Exhibit A attached hereto and made a part hereof, be, and hereby are, adopted, to replace and supersede in their entirety the initial Articles of Incorporation of the Corporation and any amendments thereto.

EXHIBIT A
ARTICLES OF INCORPORATION

Amended and Restated Articles of Incorporation of
Edison Welding Institute, Inc.

FIRST: The name of the corporation is Edison Welding Institute, Inc. (the "Corporation").

SECOND: The Corporation's principal office is located is at 1250 Arthur East Adams Drive in the City of Columbus, Franklin County, Ohio.

THIRD: The Corporation is organized and shall be operated exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding section of any future federal tax code ("Code"). The specific purposes of the Corporation are as follows:

(a) To promote the public interest by encouraging interaction of business, government, educational institutions, and research organizations in order to stimulate the development, implementation, and transfer of advancements in the fields of welding and allied technologies, thereby aiding in the creation of jobs, enhancing productivity, and stimulating economic growth and prosperity.

(b) To conduct scientific research in the fields of welding and allied technologies.

(c) To promote educational activities and training programs that foster the exchange of knowledge relating to the fields of welding and allied technologies.

(d) To support programs for transferring technical developments to other persons to generally benefit the common good and public interest.

The Corporation shall conduct operations and activities consistent with such above-described purposes, the nonprofit corporation laws of the State of Ohio, and Section 501(c)(3) of the Code

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or any other private individual or entity, 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 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, except as provided in Section 501(h) of the Code. The Corporation shall not participate in, nor intervene in (including the publishing or

distribution of statements) any political campaign on behalf of 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 Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

FIFTH: Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of and distribute all of the assets of the Corporation to such organization or organizations that are organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Independent Committee shall select. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes or to an organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

SIXTH: The sole Member of the Corporation is CWB Group - Industry Services, a Canadian non-share capital corporation incorporated under the Canada Not-for-Profit Corporations Act, or its legal successor.

SEVENTH: These Amended and Restated Articles of Incorporation take the place of, and supersede in their entirety, the existing Articles of Incorporation of the Corporation.