

Water Environment Federation® (WEF®) Articles of Incorporation
(Proposed Revised Document by WEF Board of Trustees Resolution)

The undersigned corporation, Water Environment Federation (the "Corporation"), adopted these Restated Articles of Incorporation on the ___ day of October, 2006.

The Articles of Incorporation were previously amended on February 17, 1941, December 5, 1950, January 18, 1960, December 12, 1983, October 20, 1986, December 11, 1991, and October 16, 2003.

The Corporation, for the purpose of restating its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Act of 1986", hereby adopts the Articles of Incorporation, as restated on the ___ day of October, 2006, as set forth below. Such restated Articles of Incorporation shall supersede and stand in lieu of the Corporation's preexisting Articles of Incorporation.

1. RESTATEMENT: The name of the Corporation is WATER ENVIRONMENT FEDERATION.

2. RESTATEMENT: The Corporation was originally incorporated under the laws of the State of Illinois on February 17, 1941 under the name of Federation of Sewage Works Associations. On December 5, 1950, pursuant to an amendment to the Articles of Incorporation, the Corporation changed its name from Federation of Sewage Works Associations to Federation of Sewage and Industrial Wastes Associations. On January 18, 1960, the Corporation changed its name from Federation of Sewage and Industrial Wastes Associations to Water Pollution Control Federation. On December 11, 1991, pursuant to an amendment to the Articles of Incorporation, the Corporation changed its name from Water Pollution Control Federation to Water Environment Federation.

3. RESTATEMENT: The name and address of the registered agent and registered office are:

CT Corporation System
208 South LaSalle Street, Suite 814
Chicago, Illinois 60604
Cook County

4. AMENDMENT: The Corporation shall have a Board of Trustees ("the Trustees") which shall serve as the Corporation's Board of Directors. All executive power and all fiduciary duties with respect to the governance of the Corporation shall vest solely in the Trustees. The Trustees shall be solely responsible for the supervision, control, and direction of the Corporation. In addition, the Board of Trustees shall be solely responsible for approving the qualifications for membership in the Corporation.

5. AMENDMENT: The Corporation shall have a House of Delegates ("the House") whose members shall represent the various interests of their respective constituencies as such members understand those interests to be from time to time. The House shall be solely responsible for confirming the individuals to serve as members of the Corporation's Board of Trustees, and shall be solely responsible for electing the Officers of the Corporation, other than the Secretary/Executive Director of the Corporation. In addition to such other responsibilities which may be delegated to the House by the Corporation's Constitution and Bylaws, the House shall advise the Board of Trustees on issues of strategic direction and public policy development.

6. AMENDMENT: The purposes for which the Corporation is organized are:

The advancement of fundamental and practical knowledge concerning the preservation and enhancement of the global water environment to protect public health and the environment through conferences, publications, and other relevant activities.

The purposes for which the Corporation is organized are exclusively, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Service law.

7. RESTATEMENT: No part of the net earning of the Corporation shall inure to the benefit of, or be distributable to the Corporation's members, directors, 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 Paragraph 6 above. 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 statement) 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 activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Revenue law.

8. RESTATEMENT: Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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 the appropriate Court of Common Pleas of the county in which the principal office of the corporation is then location exclusively for such

purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purpose.

9. AMENDMENT: These Articles of Incorporation may be amended solely by the membership of the Corporation. Contingent upon receiving a resolution from the Board of Trustees setting forth the proposed amendment and directing that it be submitted to a vote, amendments to these Articles of Incorporation shall be adopted by receiving the affirmative vote of at least a majority of the votes of the members present and voting at a meeting at which there is a quorum. To the fullest extent permitted by law, the Corporation membership, House of Delegates, and Board of Trustees are empowered to conduct all or any portion of their business by written ballot or consent, by conference telephone or other communications equipment, without the need for a formal meeting.
10. RESTATEMENT: The duration of the Corporation is perpetual.