

ARTICLES OF INCORPORATION
OF THE
_____ COUNCIL OF EMPLOYERS
OF
BRICKLAYERS AND ALLIED CRAFTWORKERS

We, being the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, do hereby adopt the following Articles of Incorporation for the corporation pursuant to the _____ Non-Profit Corporation Act:

FIRST: The name of the corporation is the _____ COUNCIL OF EMPLOYERS OF BRICKLAYERS AND ALLIED CRAFTWORKERS.

SECOND: The principal office of the corporation is to be located in the City of _____, County of _____, State of _____.

THIRD: The period of its duration is perpetual.

FOURTH: The objects and purposes for which the corporation is organized and operated are to improve the organizational effectiveness of union contractors in the local masonry industry and the productivity, job security and quality of working life of their employees; to engage in collective bargaining and negotiation of labor agreements and improve and provide for stable labor relations in the unionized segment of the local masonry industry; when appropriate, assist in the settlement of jurisdictional disputes; assist in the development of fringe benefit, training, safety and industry service programs; help develop, sponsor and promote legislation which will be advantageous to the masonry industry; encourage and support the initiation, development and operation of similar employer associations of union masonry contractors; encourage and support research for and development of programs concerning industry standards and specifications, new technologies and improved production, occupational safety and health, and public education for the masonry industry; establish and appoint representatives to serve on the boards of trustees of any fringe benefit or industry-related funds, plans or programs established under Section 302(c) of the Labor-Management Relations Act of 1947, as amended), and the boards of directors or other representative bodies of organizations affiliated with the masonry industry as to which the Council is authorized or permitted to make such appointments; generally protect, promote and further enhance the economic development, competitiveness and best interests of the local masonry industry; and engage in such other activities as may be necessary and proper to accomplish the foregoing objects and purposes, not without the scope of the subsequent paragraph hereof. To these ends, the corporation shall also become affiliated with the International Council of Bricklayers and Allied Craftworkers, Washington, D.C.

The corporation is organized and operated exclusively for purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers, other private individuals, or organizations organized and operated for a profit (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 as hereinabove stated).

FIFTH: To further the corporation's objects and purposes, the corporation shall have and shall exercise all the powers conferred by the _____ Non-profit Corporation Act not without the scope of Article FOURTH hereof. Without limiting the generality of the foregoing, the corporation shall have the power to sue and be sued, to own, to take title to, receive and hold, lease, sell and resell, in fee simple or otherwise, property, real, personal or mixed, wherever situated or however acquired, without limitation as to amount or value. The corporation shall have authority to encumber property by deed of trust, pledge or otherwise; to borrow money and secure payment of same by lien or liens on the realty or personal property of the corporation; to lease, build, or erect, remodel, repair, construct and/or reconstruct any and all buildings, houses, or other structures necessary, proper or incident to the carrying out of the objects and purposes stated herein. The corporation shall have full powers of management, investment, reinvestment, and the collection of all rents, revenues, issues and profits arising therefrom.

SIXTH: The corporation shall have members.

SEVENTH: The corporation shall have one class of members, namely, union contractors in the local masonry and related fields which are parties to a collective bargaining agreement with the International Union of Bricklayers & Allied Craftworkers or a district council or local union affiliated therewith, as shall be more particularly described in the corporation's bylaws, and who elect to become members of the Council and comply with the bylaws and regulations thereof. Members shall have the right to vote in matters relating to the corporation as may be provided in the corporation's bylaws.

EIGHTH: The directors of the corporation shall be elected by the members of the corporation in the manner provided in the corporation's bylaws.

NINTH: The directors of the corporation shall have full authority, consistent with these articles and the corporation's bylaws, to regulate the internal affairs of the corporation and to establish policies, including the authority to adopt and amend the corporation's bylaws and to amend these articles. On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the corporation, distribute all the assets of the corporation to one or more of the following categories of recipients as the Board of Directors of the corporation shall determine:

(a) a non-profit organization or organizations, which may have been created to succeed the corporation, as long as such an organization or each of such organizations shall then qualify as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(6) of such Code; or

(b) a non-profit organization or organizations having similar aims and objects as the corporation and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from Federal income taxation under Section 501(a) of the Internal Revenue Code of 1986 as an organization described in Section 501(c)(6) of such Code.

TENTH: References herein to sections of the Internal Revenue Code of 1986 are to provisions of such Code as those provisions are now enacted or hereafter amended or to corresponding provisions of any future United States internal revenue law.

ELEVENTH: The post office address of the [registered office/statutory agent] of the corporation in the State of _____ is _____. The name of the [resident agent/statutory agent] of the corporation is _____ which is a corporation authorized to serve as [registered agent/statutory agent] in the State of _____.

TWELFTH: The directors of the corporation may adopt by-laws or regulations with respect to indemnification of the corporation's directors, officers, employees and agents, to provide at all times the fullest indemnification by the corporation permitted under the law of the State of _____ including the _____ Non-Profit Corporation Act, and may cause the corporation to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against and incurred by said person acting in any such capacity or arising out of such position, whether or not the corporation would have the power to indemnify that person.

THIRTEENTH: The number of directors constituting the initial Board of Directors of the corporation is _____ and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until the successors be elected and qualified are:

_____	_____
_____	_____
_____	_____
_____	_____

FOURTEENTH: The name and address, including street and number, if any, of each incorporator is:

_____	_____

IN WITNESS WHEREOF, we have subscribed our names this _____ day of _____, 199__.

(Incorporator)

(Incorporator)

(Incorporator)

State of _____)
) ss:
County of _____)

I, _____, a Notary Public, hereby certify that on the ___ day of _____, 199_, personally appeared before me _____, who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public

My Commission Expires:

State of _____)
) ss:
County of _____)

I, _____, a Notary Public, hereby certify that on the ___ day of _____, 199_, personally appeared before me _____, who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public

My Commission Expires:

State of _____)
) ss:
County of _____)

I, _____, a Notary Public, hereby certify that on the ___ day of _____, 199_, personally appeared before me _____, who signed the foregoing document as incorporator, and that the statements therein contained are true.

Notary Public

My Commission Expires:
