

ARTICLES OF ASSOCIATION

- 1.) The name of this Corporation is the DIG SAFE SYSTEM, INC. (Hereinafter the "Corporation")
- 2.) PRINCIPAL OFFICE. The initial principal office of the Corporation shall be located at 331 Montvale Ave., Woburn, Massachusetts 01801.
- 3.) PRINCIPAL MEMBERS. Principal Members shall include those persons who in the future satisfy the Membership requirements as set forth in the By-Laws of the Corporation (hereto attached to these Articles of Association and thereby incorporated by reference) or such resolutions which may be voted from time to time by the Board of Directors.
- 4.) GENERAL MEMBERS. General Members are all members other than principal Members as defined in the said By-Laws who are owners and/or operators of underground facilities in the states of Maine, New Hampshire, Rhode Island, Vermont and the Commonwealth of Massachusetts. General members shall pay dues based on formula determined from time to time by the Board of Directors. General Members shall elect one person to the Board of directors to represent all General Members. The rights, duties and privileges of the General Members shall be those as set forth in the said By-Laws hereto attached or such resolutions which may be voted from time to time by the said Board of Directors.
- 5.) ARTICLES OF ORGANIZATION. The said Articles of Organization have been filed with Office and the Secretary of State for the Commonwealth of Massachusetts.
- 6.) EXISTENCE OF THE CORPORATION. Existence of the Corporation came into existence as of September 1, 1981.
- 7.) AMENDMENT OF THE ARTICLES OF ASSOCIATION. The Corporation reserves the right of amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by applicable provisions of law and all rights, powers, privileges and immunities conferred herein upon Members, Officers, and Directors are subject to this reserve power. All such amendments will be in writing and subject to the approval of the Board of Directors.

(OVER)

8.) INTENT OF THE PARTIES. Those hereinbefore described as Principal Members and General Members agree to bind themselves to the purposes and objectives of the Corporation and to lend their best efforts to the accomplishments of same and further to assume such responsibilities imposed on them by the said Articles and By-Laws; further, each Principal Member and each General Member agrees to cooperate with the Corporation's Board of Directors in carrying out the aims and purposes and objectives as contained in the said Articles of Organization and the said By-Laws.

IN WITNESS WHEREOF, the above Agreement has been executed on this,

_____ day of _____.

By: _____
Its duly authorized representative

Please mail **copy with original signature** to:

Dig Safe System, Inc., 331 Montvale Ave, Woburn, MA 01801