AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PODS ASSOCIATION, INC.

These Amended and Restated Articles of Incorporation (the “Articles”) constitute the Articles of Incorporation of PODS Association, Inc. effective as of January 9, 2014.

ARTICLE I

The name of the corporation is PODS Association, Inc. (hereinafter referred to as the “Association”), and its duration shall be perpetual from March 9, 2004, the date when Articles of Incorporation were first filed for the Association, unless dissolved according to law.

ARTICLE II

The mailing address of the principal office of the Association is P.O. Box 1726, Sand Springs, Oklahoma 74063. The physical address of the principal office of the Association is P.O. Box 1726, Sand Springs, Oklahoma 74063. The name and address of the Association’s registered agent is Registered Agents Inc., 1942 Broadway Street Suite 314C, Boulder, Colorado 80302.

ARTICLE III

The Association is organized pursuant to the Colorado Revised Nonprofit Corporation Act, as amended (the “Act”) and operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended. The nature of the business of the Association and the objects and purposes thereof include, without limitation, the following:

1. To improve the business conditions of the pipeline industry by:
(a) Developing and supporting open data storage and interchange standards to meet the needs of the pipeline industry;

(b) Improving the interoperability of the Pipeline Open Data Storage Data Model to enable the reliable exchange of information between multiple databases, applications, vendor software, and different operators;

(c) Fostering an environment where knowledge sharing of non-proprietary information can be facilitated;

(d) Advancing data standards with respect to the industry as a whole; and

(e) Facilitating growth and development of the data standards offered to the industry, as well as growth in membership and engagement of its members in Association endeavors.

2. To transact all lawful business for which nonprofit corporations may be organized pursuant to the Act, to have and exercise all powers, privileges, and immunities now or hereafter conferred upon or permitted to nonprofit corporations by the laws of the State of Colorado, and to do any and all of the things set forth herein to the same extent as natural persons could do insofar as permitted by the laws of the State of Colorado, these Articles of Incorporation, or the Bylaws of this Association.

3. No part of the income or net earnings of the Association shall inure to the benefit of any member, trustee, director or officer of the Association or other private persons, except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered in effecting one or more purposes of the Association and to reimburse any actual and reasonable expenses incurred in connection with the administration of the affairs of the Association.
ARTICLE IV

The Association shall have voting members. The rights of the voting members shall be specified in the Bylaws of the Association.

ARTICLE V

The affairs of the Association shall be managed by a Board of Directors in accordance with the Bylaws of the Association. The number of Directors, and their qualifications shall be established in the Bylaws of this Corporation. The qualifications of Directors and the manner of their admission shall be fully provided in the Bylaws.

ARTICLE VI

Pursuant to Section 7-126-103 of the Act, no director, officer, employee or member of the Association is, as such, personally liable for the acts, debts, liabilities or obligations of the Association. The personal liability of any of the Association’s directors to the Association for monetary damages for breach of fiduciary duty as a Director is eliminated, except that this provision shall not eliminate the liability of the Director of the Association for monetary damages (1) for any breach of the director’s duty of loyalty to the Association; (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) for acts specified in Section 7-128-403 of the Act; or (4) for any transaction from which the Director directly or indirectly derived an improper personal benefit.

The Association shall provide indemnification of, and advance expenses to, Directors, officers, employees, fiduciaries, members and other agents to the fullest extent permissible under the Act.

Any amendment, modification, or repeal of all or part of this Article VI shall not adversely affect any right or protection of a Director, officer, employee, fiduciary, member or
other agent under this Article VI with respect to any action or omission occurring prior to the
time of such amendment, modification or repeal.

ARTICLE VII

The Association may dissolve and wind up its affairs in the manner provided by the Act,
but upon such dissolution, the assets of the Association shall be applied and distributed as
follows:

1. All liabilities and obligations of the Association shall be paid and discharged, or
   adequate provisions shall be made therefor.

2. Assets held by the Association on condition requiring return, transfer, or
   conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred,
or conveyed in accordance with such requirement.

3. Assets received and held by the Association, subject to limitations permitting their
   use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, but
   not held upon a condition requiring return, transfer, or conveyance by reason of the dissolution
   shall be transferred or conveyed to one or more domestic or foreign corporations, societies, or
   organizations engaged in activities similar to those of this Association, pursuant to a plan of
   distribution adopted as provided in Section 7-134-102 of the Act.

4. Any remaining assets held by the Association may be distributed to such
   members, persons, societies, organizations, governmental entities, political subdivisions, or
   domestic or foreign corporations, whether for profit or nonprofit, as may be specified in a plan of
   distribution adopted as provided in Section 7-134-102 of the Act and as shall comply with
   applicable provisions of Section 501 of the Internal Revenue Code or corresponding provisions
   of any future federal tax code.
ARTICLE VIII

These Articles may be amended at any regular meeting of the Board of Directors, or at a special meeting called for that purpose, by a two-thirds (2/3) majority of the members of the Board of Directors constituting a quorum at such special meeting.