

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MASTER LIMITED PARTNERSHIP ASSOCIATION

To: Department of Consumer and Regulatory Affairs
District of Columbia Government
Corporations Division
PO Box 92300
Washington, D.C. 20090

The undersigned, as the Executive Director of Master Limited Partnership Association (the "Association"), a nonprofit corporation organized and existing under the District of Columbia Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4) (the "D.C. Act"), does hereby certify as follows:

1. The original Articles of Incorporation of the Association was filed with the District of Columbia Department of Consumer and Regulatory Affairs on August 14, 1987.
2. The original Articles of Incorporation of the Association, as previously amended, is hereby amended and restated in its entirety by substituting in lieu thereof the Amended and Restated Articles of Incorporation attached hereto.
3. The attached Amended and Restated Articles of Incorporation of the Association was duly adopted and approved by the Board of Directors of the Association at a meeting of the Board of Directors held on July 19, 2017, at which a quorum was present, in accordance with the D.C. Act, and the Articles of Incorporation and Bylaws of the Association.

IN WITNESS WHEREOF, the undersigned, the Executive Director of the Association, has executed this Amended and Restated Articles of Incorporation of the Association on this 20th day of July, 2017.

By: 
Name: Lori Ziebart
Title: Executive Director

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
MASTER LIMITED PARTNERSHIP ASSOCIATION**

ARTICLE I

The name of the Corporation is Master Limited Partnership Association (hereinafter called the "Association.")

ARTICLE II

The Association is incorporated as a nonprofit corporation under District of Columbia Nonprofit Corporation Act of 2010 (D.C. Code, Title 29, Chapter 4) (the "D.C. Act").

ARTICLE III

The period of duration of the Association is perpetual.

ARTICLE IV

The purpose for which the Association is organized and is to be operated is to be a business league or trade association which promotes the common interests of publicly traded limited partnerships and of those engaged in the formation, financing, operation, management, and representation of publicly traded limited partnerships. More particularly and in furtherance of such common purpose, the Association's activities include:

- (a) informing its members of relevant legislative and administrative developments on the national, state, and local levels;
- (b) providing a forum for its members to examine and review governmental activities;
- (c) representing the interests of publicly traded limited partnerships with respect to federal, state and local legislation and administrative developments;
- (d) developing legislative and administrative proposals for submission to appropriate branches of government;
- (e) collecting and disseminating accurate information pertaining to publicly traded limited partnerships to the Association's members and the public; and
- (f) providing a clearinghouse through which members may exchange ideas and information relating to the formation, underwriting, operation and management of publicly traded limited partnerships.

In furtherance of the above and other related purposes, the Association shall have the power to exercise all the powers and privileges granted by the D.C. Act, by any other law of the District of Columbia, or by these Articles of Incorporation, so far as such powers and privileges are necessary or convenient to the conduct promotion of attainment of the foregoing purposes and activities of the Association.

ARTICLE V

The Association shall have members, with such qualifications and rights as are provided in the Bylaws.

ARTICLE VI

The manner of election or appointment of the Directors of the Association shall be as provided in the Bylaws of the Association. The number of members of the Board of Directors shall be fixed in the manner provided in the Bylaws, but in no event shall there be fewer than three (3) Directors.

ARTICLE VII

The internal affairs of the Association shall be regulated by the Bylaws, and the Board of Directors shall supervise the management of the business and affairs of the Association in accordance with the Bylaws. The power to amend the Bylaws shall be vested in the Board of Directors.

ARTICLE VIII

At all times and notwithstanding the merger, consolidation, reorganization, termination, dissolution, or winding up of the Association, voluntary or involuntary by operation of law, or any other provisions hereof:

- (a) the Association shall not be conducted for profit;
- (b) the Association shall not engage in any business activity customarily performed by its members;
- (c) the Association shall not possess nor exercise any power nor engage in any activity that will or might prevent it from qualifying for exemption from federal income taxation as a corporation described in section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision in any future United States Internal Revenue Law), or cause it to lose its exempt status under such section; and
- (d) no part of the net earnings of the Association shall ever inure to the benefit of or be distributed or distributable to its members, Directors, officers, or other private persons, except that the Association may make reasonable compensation for services rendered and make

payments and distributions in furtherance of the purposes set forth above in Article IV.

ARTICLE IX

In the event of dissolution or final liquidation of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, apply and distribute the assets of the Association as follows:

(a) assets, if any, held by the Association upon 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;

(b) assets, if any, received and held by the Association subject to limitations permitting their use only for the stated purposes of the Association, 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 corporations or organizations having purposes substantially similar to those of the Association;

(c) remaining assets, if any, may be transferred or conveyed in whole or in part to any successor organization or to any corporation or organization having purposes substantially similar to those of the Association; and

(d) the balance, if any, of the assets shall be divided among the members, each member in good standing at the time of dissolution being entitled to receive that portion which the member's contributions during the preceding twenty-four (24) months bear to the total amount contributed by members during the twenty-four (24) month period.

ARTICLE X

The private property, both real and personal, of the members, the Directors, and the officers of the Association shall not be subject to the payment of debts of the Association to any extent whatsoever.

ARTICLE XI

The address, including street and number, of the registered office of the Association is c/o Miller & Chevalier Chtd., 900 16th Street, N.W., Washington, DC 20006; and the name of its initial registered agent at that address is Linda E. Carlisle.

ARTICLE XII

The number of Directors constituting the Board of Directors is sixteen (16). The number of Directors may be changed as set forth in the Association's Bylaws. Directors shall be elected and shall hold office for the term set forth in the Association's Bylaws.

ARTICLE XIII

To the fullest extent permitted by the D.C. Act, as now in effect or as may hereafter be amended, the Association shall indemnify the directors, officers, employees and agents of the Association against expenses, judgments, fines and other amounts incurred by such persons, subject to the conditions, procedures, and other terms set forth in the Bylaws; provided however, that such indemnification shall not apply in any instance where such indemnification would be inconsistent with any provisions of the D.C. Act applicable to corporations described in Section 501(c)(6) of the Code.