

**GOVERNMENT OF THE DISTRICT OF COLUMBIA**

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



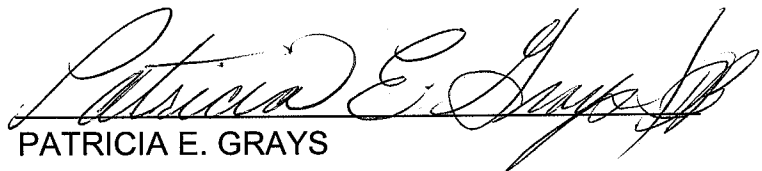
**C E R T I F I C A T E**

**THIS IS TO CERTIFY** that the attached is a true and correct copy of the documents for this entity as shown by the records of this office.

***U.S. GREEN BUILDING COUNCIL, INC.***

**IN TESTIMONY WHEREOF** I have hereunto set my hand and caused the seal of this office to be affixed this **28th** day of **September , 2009 .**

LINDA K. ARGO  
Director

A handwritten signature in dark ink, reading "Patricia E. Grays", is written over a horizontal line. The signature is fluid and cursive.

PATRICIA E. GRAYS  
Superintendent of Corporations  
Corporations Division

Adrian M. Fenty  
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

931177



## C E R T I F I C A T E

**THIS IS TO CERTIFY** that all applicable provisions of the District of Columbia NonProfit Corporation Act have been complied with and accordingly, this **CERTIFICATE OF AMENDMENT** is hereby issued to:

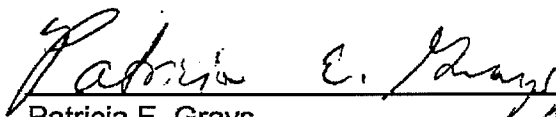
**U.S. GREEN BUILDING COUNCIL, INC.**

**IN WITNESS WHEREOF I** have hereunto set my hand and caused the seal of this office to be affixed as of the **25th day of September, 2002.**



David Clark  
DIRECTOR

Elizabeth O. Kim  
Administrator  
Business Regulation Administration

  
Patricia E. Grays  
Superintendent of Corporations  
Corporations Division

Anthony A. Williams  
Mayor

931177

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION  
OF  
U.S. GREEN BUILDING COUNCIL, INC.**

TO:  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION  
CORPORATIONS DIVISION  
941 NORTH CAPITOL STREET, N.E.  
WASHINGTON, D.C. 20002

Pursuant to the provisions of the District of Columbia non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

**FIRST:** The name of the corporation is: U.S. Green Building Council, Inc.

**SECOND:** The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

Article **THIRD** of the Articles of Incorporation is deleted and the following substituted therefor:

**THIRD:** The Corporation is organized exclusively for scientific, educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, but not limited to the following:

- (a) to study means and methods of improving the energy and environmental performance of commercial, residential and public sector buildings and their associated surroundings;
- (b) to develop standards for the design, construction and renovation of "green buildings" and their associated surroundings;
- (c) to educate private and public sector individuals, corporations, associations, decision makers, and public officials on the need for "green buildings" and sustainable whole building environments and the means for accomplishing such buildings and environments through conferences, workshops, the issuance of reports and other written materials, the creation of Regional Chapters and the creation of accreditation and other programs;
- (d) to accelerate the initiation, development and implementation of market-based green building policies, program technologies, design practices and operation procedures;

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(e) to exercise all the powers of non-profit corporations formed pursuant to the laws of the District of Columbia which are necessary or convenient to accomplish the above-described purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated or any other thing of value.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its incorporators, 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 this Article. 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 statements) any political campaign on behalf of or in opposition to any candidate for public office.

Upon dissolution of the corporation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the corporation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, educational, or scientific purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Code.

The last sentence of Article SEVENTH is deleted.

**THIRD:** The amendment was adopted at a meeting of the Board of Directors on January 22, 2002 at which 23 of the 27 directors of the corporation entitled to vote were present and was approved by all of the directors in attendance at that meeting (which was more than one-half of the directors of the corporation), there being no members having voting rights in respect thereof.

Date: June 26, 2002

U.S. Green Building Council, Inc.

By Christine Ervin  
Christine Ervin, President

ATTEST: Lynn N. Simon  
Lynn N. Simon, Secretary

GOVERNMENT OF THE DISTRICT OF COLUMBIA  
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS  
BUSINESS REGULATION ADMINISTRATION

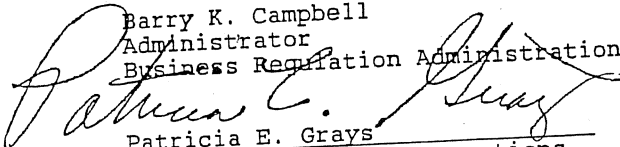


CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT  
OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and  
accordingly, this CERTIFICATE of INCORPORATION is hereby issued to  
J.S. GREEN BUILDING COUNCIL, INC.

is of APRIL 6TH , 1993 .

Joan Parrott-Fonseca  
Director

Barry K. Campbell  
Administrator  
Business Regulation Administration  
  
Patricia E. Grays  
Assistant Superintendent of Corporations  
Corporations Division

Sharon Pratt Kelly  
Mayor

ARTICLES OF INCORPORATION

U.S. GREEN BUILDING COUNCIL, INC.

To: The Department of Consumer and Regulatory Affairs  
Washington, D.C. 20001-2782

FILED  
APR - 6 1992  
BY: [Signature]

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under Title 29, Chapter 5 of the Code of Laws of the District of Columbia, adopt the following Articles of Incorporation for such Nonprofit Corporation:

- FIRST: The name of the corporation is U.S. Green Building Council, Inc.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose or purposes for which the corporation is organized are:

To stimulate the creation of American Society of Testing Materials ("ASTM") national "green building" specifications; develop and implement a strategy to incorporate the specifications into state and local building codes; collaborate with international "green building" organizations; participate in ASTM "green building" performance standard balloting; initiate and promote the development of "green building" demonstration programs, including commercial, residential, planned communities, etc.; stimulate "green building" research at the Environmental Protection Agency, the Department of Energy, and other federal and state agencies; assist in the development of "green building" environmentally based products, which are appropriate for demonstration programs and the building marketplace; evaluate and disseminate the benefits of "green buildings"; disseminate information via advisory board seminars, articles and demonstrations; initiate other "green building" activities as appropriate; levy fees and assessments upon the membership; and do any and all other acts consistent with and in furtherance of the objects and purposes stated herein.

- FOURTH: The corporation shall have three classes of members, Members, Associate Members and Honorary Members. The qualifications and rights of such members shall be set forth in the bylaws of the Corporation. Members and Associate Members shall have the right to vote on each matter submitted to a vote of the Members or Associate Members. Honorary Members shall have no right to vote.
- FIFTH: The manner in which directors shall be elected or appointed shall be as provided in the Bylaws.
- SIXTH: The directors shall manage the affairs of the Corporation. The initial registered office shall be at 1615 L Street, N.W., Suite 1200, Washington, D.C. 20036, and the initial registered agent shall be Potomac Process Agents, Inc.
- SEVENTH: The number of directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number of persons who are to serve

as the initial directors until the first annual meeting or until their successors are elected and qualified are:

<u>Name</u>	<u>Address</u>
Michael L. Italiano	Bell, Boyd & Lloyd 1615 L Street N.W. Suite 1200 Washington, D.C. 20036
Michelle Wipfler	4707 Connecticut Ave. N.W. Apt. 605 Washington, D.C. 20008
David A. Gottfried	Progressive Technology Group 901 Battery Street Suite 201 San Francisco, CA 94111

Provisions for the distribution of assets upon dissolution or final liquidation of the Corporation are set forth in the Bylaws

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael L. Italiano	Bell, Boyd & Lloyd 1615 L Street N.W. Suite 1200 Washington, D.C. 20036
Michelle Wipfler	4707 Connecticut Ave. N.W. Apt. 605 Washington, D.C. 20008
David A. Gottfried	Progressive Technology Group 901 Battery Street Suite 201 San Francisco, CA 94111

NINTH: Each person who is or was a director or officer of the corporation or a subsidiary of the corporation and each person who serves or served at the request of the corporation as a director or officer (or equivalent) of another corporation, or other enterprise (and the heirs, executors, administrators and estates of any such persons), shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the provisions of the District of Columbia Nonprofit Corporation Act as it may from time to time be amended, except as to any action, suit or proceeding brought by or on behalf of the director or officer of the corporation without prior approval of the board of directors. Each person who is or was an employee or agent of this corporation, and each person who serves or has served as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, may be similarly indemnified at the discretion of the board of directors.

*Michael J. Italiano*

*Michelle Wipfler*  
*David A. Gottfried*

I, Julie Anne Werner, a Notary Public, hereby certify that on the 31<sup>st</sup> day of March, 1993, Michael L. Italiano and Michelle Wipfler appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Julie Anne Werner

**JULIE ANNE WERNER**  
A Notary Public of District of Columbia  
My Commission Expires March 14, 1996

I, Gerda Levy, a Notary Public, hereby certify that on the 16<sup>th</sup> day of April, 1993, David A. Gottfried appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

Gerda Levy

