ARTICLES OF INCORPORATION

U.S. GREEN BUILDING COUNCIL, INC.

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

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 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;

(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.

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. The directors shall manage the affairs of the Corporation.

SIXTH: 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:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
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<tbody>
<tr>
<td>Michael L. Italiano</td>
<td>Bell, Boyd &amp; Lloyd</td>
</tr>
<tr>
<td></td>
<td>1615 L Street N.W.</td>
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<tr>
<td></td>
<td>Suite 1200</td>
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<td></td>
<td>Washington, D.C. 20036</td>
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| Michelle Wipfler   | 4707 Connecticut Ave. N.W.                                   |
|                    | Apt. 605                                                     |
|                    | Washington, D.C. 20008                                       |

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<tr>
<th>David A. Gottfried</th>
<th>Progressive Technology Group</th>
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<tbody>
<tr>
<td></td>
<td>901 Battery Street</td>
</tr>
</tbody>
</table>
EIGHTH: The name and address of each incorporator is:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
</table>
| 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.