

GOVERNMENT OF THE DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS



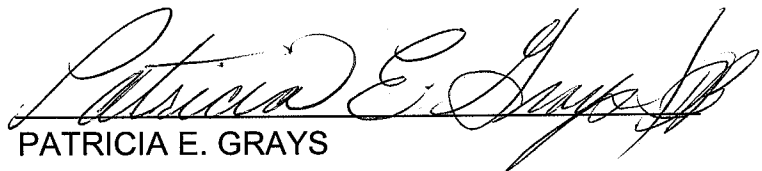
C E R T I F I C A T E

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:

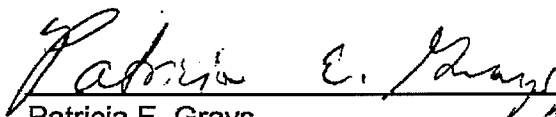
U.S. GREEN BUILDING COUNCIL, INC.

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