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ID Number: 1335928



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 JUN 29 PM 3:42

ARTICLES OF MERGER OR CONSOLIDATION INTO

Environment America, Inc.

(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the General Laws of Rhode Island, 1956, as amended, the undersigned entities submit the following Articles of [X] Merger or [] Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

Table with 3 columns: Name of entity, Type of entity, State under which entity is organized. Rows include Environment Rhode Island, Inc. (158437, non-profit corporation, Rhode Island) and Environment Arizona, Inc. (N/A, non-profit corporation, Arizona).

Continued on Attachment 1

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving or new entity is Environment America, Inc. 1335928 which is to be governed by the laws of the state of Colorado

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

e. If the surviving entity's name has been amended via the merger, please state the new name: N/A

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is: N/A (surviving corporation is qualified to conduct business in the state of Rhode Island)

g. These Articles of Merger or Consolidation shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing June 30, 2015

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.2 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.2 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

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b. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is _____

ii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation (such date shall not be less than 30 days from the date of filing) _____

c. As required by Section 7-1.2-1003 of the General Laws, the corporation has paid all fees and franchise taxes.

.....
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

.....
SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

.....
SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Environment America, Inc.

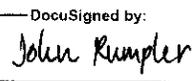
Print Entity Name

By:  _____
DocuSigned Name of person signing Title of person signing
Elizabeth Ouzts Elizabeth Ouzts President

By: _____
Name of person signing Title of person signing
Board Member (secretary)

Environment Rhode Island, Inc.

Print Entity Name

By:  _____
DocuSigned by: Name of person signing Title of person signing
John Rumpler John Rumpler President

By:  _____
Name of person signing Title of person signing
Kate Strouse Canada Secretary

Environment Arizona, Inc.

DocuSigned by:
John Rumpfer
835219573DBF402...
Signed

John Rumpfer
Name

President
Title

DocuSigned by:
Bret Fanshaw
6C378EADC9D5425...
Signed

Bret Fanshaw
Name

Board Member (*Secretary*)
Title

Environment Connecticut, Inc.

DocuSigned by:
Rob Sargent
F836618A1C48475...
Signed

Rob Sargent
Name

~~Rob Sargent~~ *President*
Title

DocuSigned by:
Matthew Lambert Wilson
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Signed

Matthew Lambert Wilson
Name

secretary
Title

Environment Georgia Citizen Lobby, Inc.

DocuSigned by:
George E Johnson
6138EC9AF35249F...
Signed

George E Johnson
Name

President
Title

DocuSigned by:
Sanders Moore
5F80868C4FD44BC...
Signed

Sanders Moore
Name

Secretary
Title

Environment Illinois, NFP

DocuSigned by:
Margy Belchak
7B172451C4FA471...
Signed

Margy Belchak

DocuSigned by:
Justine Barone
560086C4D3D6476...
Signed

Justine Barone

Name

President

Title

Environment Maine, Inc.

DocuSigned by:

Taryn Hallweaver

EAE8B8EE2616471...

Signed

Taryn Hallweaver

Name

Director (president)

Title

Environment Maryland, Inc.

DocuSigned by:

Doug Casler

8BA88DD06CF5423...

Signed

Doug Casler

Name

President

Title

Environment Massachusetts, Inc.

DocuSigned by:

Margie Alt

6C0D38759D13486...

Signed

Margie Alt

Name

President

Title

Environment Michigan, Inc.

DocuSigned by:

Bobby Goldstein

34CE932941A6404...

Name

secretary

Title

DocuSigned by:

Rob Sargent

EB36618A1C49475...

Signed

Rob Sargent

Name

~~Rob Sargent~~ Secretary

Title

DocuSigned by:

Brad Heavner

BC764934A95E4F9...

Signed

Brad Heavner

Name

secretary

Title

DocuSigned by:

Winston Vaughan

BA5C2EEDE430452...

Signed

winston vaughan

Name

Secretary

Title

DocuSigned by:

Kate Madigan

7AE8CF9485FC4CE...

Signed

Bobby Goldstein

Name

Board Member (president)

Title

Signed

Kate Madigan

Name

Secretary

Title

Environment New Jersey, Inc.

DocuSigned by:

Dena Mottola Jaborska

Signed

Dena Mottola Jaborska

Name

President

Title

DocuSigned by:

Emily Scarr

Signed

Emily Scarr

Name

Secretary

Title

Environment New Mexico, Inc.

DocuSigned by:

Jeanne Bassett

Signed

Jeanne Bassett

Name

President

Title

DocuSigned by:

Sanders Moore

Signed

sanders Moore

Name

Secretary

Title

Environment Ohio, Inc.

DocuSigned by:

Sue Moran

Signed

Sue Moran

Name

President

Title

DocuSigned by:

Erin Bowser

Signed

Erin Bowser

Name

Secretary

Title

Environment Texas Citizen Lobby, Inc.

DocuSigned by:
luke metzger
Signed

luke metzger
Name
President
Title

DocuSigned by:
Mary Wells
Signed

Mary Wells
Name
Secretary
Title

Environment Washington, Inc.

DocuSigned by:
kimberly Larson
Signed

kimberly Larson
Name
~~vice~~ President
Title

DocuSigned by:
Wendy Wendlandt
Signed

wendy wendlandt
Name
~~president~~ Secretary
Title

Wisconsin Environment, Inc.

DocuSigned by:
Steven Biel
Signed

Steven Biel
Name
~~my title~~ President
Title

DocuSigned by:
meshawn
Signed

Meshawn Ayala
Name
Secretary
Title

Certificate of Completion

Envelope Number: 75357C884E4A4DD69BC8BD1010DFA7D4

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Subject: Please DocuSign these documents: MA Articles of Merger.pdf, MA Statement of Merger Signature Page...

Source Envelope:

Document Pages: 63

Signatures: 172

Certificate Pages: 9

Initials: 1

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Envelope Originator:

Lucie Coleman, TPIN Legal Department

1543 Wazee St, Suite 440

Denver, CO 80202

legal@publicinterestnetwork.org

IP Address: 67.138.114.35

Record Tracking

Status: Original

6/12/2015 4:39:05 PM ET

Holder: Lucie Coleman, TPIN Legal Department

legal@publicinterestnetwork.org

Location: DocuSign

Signer Events

Bobby Goldstein

bobby@bobbygoldstein.net

Board Member

Security Level: Email, Account Authentication
(None)

Signature

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Brad Heavner

bradheavner@gmail.com

Secretary

Security Level: Email, Account Authentication
(None)

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Brad Heavner
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Bret Fanshaw

bfanshaw@environmentamerica.org

Board Member

Security Level: Email, Account Authentication
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Dena Mottola Jaborska

dena@njcitizenaction.org

President

Security Level: Email, Account Authentication
(None)

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Dena Mottola Jaborska
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Signer Events

Doug Casler
dcasler@publicinterestnetwork.org
President
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Elizabeth Ouzts
elizabetho@environmentamerica.org
Board Member
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Emily Scarr
emily@marylandpirg.org
Secretary
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Erin Bowser
erin.bowser@edpr.com
Secretary
Security Level: Email, Account Authentication
(None)

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George E Johnson
ejohnson@fundstaff.org
President
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Jeanne Bassett
jbassett@environmentcolorado.org
President
Security Level: Email, Account Authentication
(None)

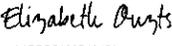
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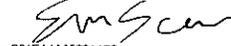
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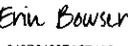
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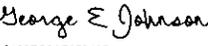
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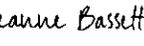
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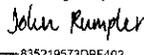
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Signer Events

John Rumpler
jrumppler@environmentamerica.org
President
Security Level: Email, Account Authentication
(None)

Signature

DocuSigned by:

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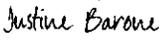
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Justine Barone
justerbink@gmail.com
secretary

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Kate Madigan
kate@environmentalcouncil.org
Secretary

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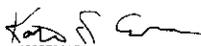
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Kate Strouse Canada
katecanada@msn.com
Secretary

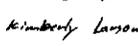
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Kimberly Larson
kimberly@climatesolutions.org
Vice President
Security Level: Email, Account Authentication
(None)

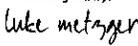
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luke metzger
luke@environmenttexas.org
President

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Signer Events

Margie Alt
margie@environmentamerica.org
President
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Margy Belchak
margybelchak@yahoo.com
President
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Mary Wells
wellsm1@yahoo.com
Secretary
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Matthew Lambert Wilson
mwilson2958@gmail.com
secretary
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Megan K DeSmedt
megan@studentpirgs.org
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Meshawn Ayala
meshawnayala@gmail.com
Secretary
Security Level: Email, Account Authentication
(None)

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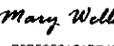
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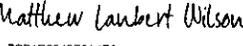
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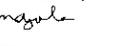
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Freeform Signing

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Signer Events

Rob Sargent
rsargent@environmentamerica.org
Rob Sargent
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Rob Sargent
rsargent@environmentamerica.org
Rob Sargent
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Sanders Moore
sanders@environmentnewmexico.org
Secretary
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Steven Biel
steven@stevenbielstrategies.com
my title
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Sue Moran
sue Moran@aol.com
President
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Taryn Hallweaver
taryn@environmentmaine.org
Director
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Signature

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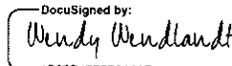
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Signed: 6/15/2015 12:12:53 PM ET

Signer Events

Wendy Wendlandt
w2@publicinterestnetwork.org
President
President
Security Level: Email, Account Authentication (None)
Electronic Record and Signature Disclosure:
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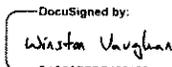
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Signed: 6/12/2015 7:35:45 PM ET

Winston Vaughan
winston.vaughan@gmail.com
Secretary
Security Level: Email, Account Authentication (None)
Electronic Record and Signature Disclosure:
Accepted: 6/15/2015 8:51:31 AM ET
ID: 0290985b-ac60-426d-83af-dc099e99c4e8

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In Person Signer Events

Signature

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Editor Delivery Events

Status

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Agent Delivery Events

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Intermediary Delivery Events

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Certified Delivery Events

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Carbon Copy Events

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Notary Events

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Envelope Summary Events

Status

Timestamps

Envelope Sent Hashed/Encrypted
Certified Delivered Security Checked
Signing Complete Security Checked
Completed Security Checked

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Electronic Record and Signature Disclosure

ARTICLES OF MERGER

ATTACHMENT 1

Section I (a), continued:

<u>Name of Entity</u>	<u>Type</u>	<u>State under which entity is organized</u>
Environment Connecticut, Inc.	non-profit corporation	Connecticut
Environment Georgia Citizen Lobby, Inc.	non-profit corporation	Georgia
Environment Illinois, NFP	non-profit corporation	Illinois
Environment Maine, Inc.	non-profit corporation	Maine
Environment Maryland, Inc.	non-profit corporation	Maryland
Environment Massachusetts, Inc.	non-profit corporation	Massachusetts
Environment Michigan, Inc.	non-profit corporation	Michigan
Environment New Jersey, Inc.	non-profit corporation	New Jersey
Environment New Mexico, Inc.	non-profit corporation	New Mexico
Environment Ohio, Inc.	non-profit corporation	Ohio
Environment Texas Citizen Lobby, Inc.	non-profit corporation	Texas
Environment Washington, Inc.	non-profit corporation	Washington
Wisconsin Environment, Inc.	non-profit corporation	Wisconsin
Environment America, Inc. (surviving corp)	non-profit corporation	Colorado

Section III

No merging corporation has members entitled to vote on the merger.

<u>Corporation</u>	<u>Date of Meeting</u>	<u>Outcome</u>
Environment Rhode Island, Inc.	5/14/15	A majority of directors voted in favor of the merger
Environment America, Inc.	5/15/25	A majority of directors voted in favor of the merger
Environment Arizona, Inc.	5/6/15	A majority of directors voted in favor of the merger
Environment Connecticut, Inc.	5/8/15	A majority of directors voted in favor of the merger
Environment Georgia Citizen Lobby, Inc.	5/6/15	A majority of directors voted in favor of the merger
Environment Illinois, NFP	5/11/15	A majority of directors voted in favor of the merger
Environment Maine, Inc.	5/12/15	A majority of directors voted in favor of the merger
Environment Maryland	5/7/15	A majority of directors voted in favor of the merger
Environment Massachusetts, Inc.	5/19/15	A majority of directors voted in favor of the merger
Environment Michigan, Inc.	5/21/15	A majority of directors voted in favor of the merger
Environment New Mexico, Inc.	5/7/15	A majority of directors voted in favor of the merger
Environment New Jersey, Inc.	5/14/15	A majority of directors voted in favor of the merger
Environment Ohio, Inc.	5/18/15	A majority of directors voted in favor of the merger
Environment Texas Citizen Lobby, Inc.	5/13/15	A majority of directors voted in favor of the merger
Environment Washington, Inc.	5/18/15	A majority of directors voted in favor of the merger
Wisconsin Environment, Inc.	5/20/15	A majority of directors voted in favor of the merger

ATTACHMENT 2

Plan of Merger

**PLAN OF MERGER
AND
MERGER AGREEMENT
BETWEEN**

**ENVIRONMENT AMERICA, INC., ENVIRONMENT ARIZONA, INC.,
ENVIRONMENT CONNECTICUT, INC., ENVIRONMENT GEORGIA CITIZEN
LOBBY, INC., ENVIRONMENT ILLINOIS, NFP, ENVIRONMENT MAINE, INC.,
ENVIRONMENT MARYLAND, INC., ENVIRONMENT MASSACHUSETTS, INC.,
ENVIRONMENT MICHIGAN, INC., ENVIRONMENT NEW JERSEY, INC.,
ENVIRONMENT NEW MEXICO, INC., ENVIRONMENT OHIO, INC.,
ENVIRONMENT RHODE ISLAND, INC., ENVIRONMENT TEXAS CITIZEN LOBBY,
INC., ENVIRONMENT WASHINGTON, INC., AND WISCONSIN ENVIRONMENT,
INC.**

THIS AGREEMENT is made this 21st day of May, 2015, by and between the following nonprofit corporations: Environment America, Inc., a Colorado nonprofit corporation, Environment Arizona, Inc., an Arizona nonprofit corporation; Environment Connecticut, Inc., a Connecticut nonprofit corporation; Environment Georgia Citizen Lobby, Inc., a Georgia nonprofit corporation; Environment Illinois, NFP, an Illinois nonprofit corporation; Environment Maine, Inc., a Maine nonprofit corporation; Environment Maryland, Inc., a Maryland nonprofit corporation; Environment Massachusetts, Inc., a Massachusetts nonprofit corporation; Environment Michigan, Inc., a Michigan nonprofit corporation; Environment New Jersey, Inc., a New Jersey nonprofit corporation; Environment New Mexico, Inc., a New Mexico nonprofit corporation; Environment Ohio, Inc., an Ohio nonprofit corporation; Environment Rhode Island, Inc., a Rhode Island nonprofit corporation; Environment Texas Citizen Lobby, Inc., a Texas nonprofit corporation; Environment Washington, Inc., a Washington nonprofit corporation; and Wisconsin Environment, Inc., a Wisconsin nonprofit corporation, collectively referred to as "the Parties."

WHEREAS, Environment America, Inc. ("Environment America") is a nonprofit corporation incorporated under the general laws of the state of Colorado and organized and operated for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Arizona, Inc. ("Environment Arizona") is a nonprofit corporation organized and operated under the general laws of the State of Arizona for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Connecticut, Inc. ("Environment Connecticut") is a nonprofit corporation organized and operated under the general laws of the State of Connecticut for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Georgia Citizen Lobby, Inc. ("Environment Georgia") is a nonprofit corporation organized and operated under the general laws of the State of Georgia for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Illinois, NPF ("Environment Illinois") is a nonprofit corporation organized and operated under the general laws of the State of Illinois for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Maine, Inc. ("Environment Maine") is a nonprofit corporation organized and operated under the general laws of the State of Maine for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Maryland, Inc. ("Environment Maryland") is a nonprofit corporation organized and operated under the general laws of the State of Maryland for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Massachusetts, Inc. ("Environment Massachusetts") is a nonprofit corporation organized and operated under the general laws of the Commonwealth of Massachusetts for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Michigan, Inc. ("Environment Michigan") is a nonprofit corporation organized and operated under the general laws of the State of Michigan for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment New Jersey, Inc. ("Environment New Jersey") is a nonprofit corporation organized and operated under the general laws of the State of New Jersey for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment New Mexico, Inc. ("Environment New Mexico") is a nonprofit corporation organized and operated under the general laws of the State of New Mexico for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Ohio, Inc. ("Environment Ohio") is a nonprofit corporation organized and operated under the general laws of the State of Ohio for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Rhode Island, Inc. ("Environment Rhode Island") is a nonprofit corporation organized and operated under the general laws of the State of Rhode Island for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Texas Citizen Lobby, Inc. ("Environment Texas") is a nonprofit corporation organized and operated under the general laws of the State of Texas for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Environment Washington, Inc. ("Environment Washington") is a nonprofit corporation organized and operated under the general laws of the State of Washington for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, Wisconsin Environment, Inc. ("Environment Wisconsin") is a nonprofit corporation organized and operated under the general laws of the State of Wisconsin for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code; and

WHEREAS, the respective boards of the Parties have determined that it is in the best interests of each of the Parties to minimize duplicative expenses by merging to form a single corporation which will operate to further the missions of each of the constituent corporation;

NOW, THEREFORE, in consideration of these mutual promises and mutual benefits, the Parties agree as follows:

1. Merger

- a. Upon the terms and subject to the conditions set forth in this Agreement, at the Effective Date (as defined below), Environment Arizona, Environment Connecticut, Environment Georgia, Environment Illinois, Environment Maine, Environment Maryland, Environment Massachusetts, Environment Michigan, Environment New Jersey, Environment New Mexico, Environment Ohio, Environment Rhode Island, Environment Texas, Environment Washington, and Environment Wisconsin (collectively, the "Merging Corporations") shall be merged with and into Environment America, whereupon the separate existence of the Merging Corporations will cease and Environment America shall be the surviving corporation in the merger (the "Surviving Corporation").
- b. As soon as practicable, the Parties will file articles of merger (the Articles of Merger) with the appropriate authorities in the states of incorporation of each of the Parties, and make all other filings or recordings required by applicable law in connection with the Merger.
- c. The merger shall be effective as of June 30, 2015 (the "Effective Date").
- d. From and after the Effective Date, Environment America shall continue in existence as the Surviving Corporation and, without further transfer, succeed to and possess all rights of ownership of the assets and property; and all privileges, powers and franchises of the Merging Corporations, including but not limited to any and all contributions, gifts or any other payments directed to Environment America or any of the Merging Corporations, regardless of whether such contributions, gifts or payments are made before or after the Effective Date. All of the assets and property of whatever kind and character of the Merging Corporations shall vest in Environment America, as the Surviving Corporation, without further deed. The Surviving Corporation shall have all debts, liabilities and obligations of the Merging Corporations. The Surviving Corporation shall

succeed to and possess the right to use the names of the Merging Corporations in the states in which the Merging Corporations have existed and operated.

2. Surviving Corporation.

- a. The Articles of Incorporation of the Surviving Corporation in effect at the Effective Date shall be the Articles of Incorporation of Environment America, included herein as Appendix A, until or unless amended in accordance with applicable laws.
- b. The bylaws of the Surviving Corporation in effect at the Effective Date shall be the bylaws of Environment America, included herein as Appendix B, until or unless amended in accordance with the terms of the Articles of Incorporation.
- c. Prior to the Effective Date the officers and directors of the respective parties shall continue to serve in their respective capacities.
- d. All of the directors of Environment America at the Effective Date shall constitute the members of the Board of Directors of the Surviving Corporation. There shall be five (5) such members of the Board of Directors, each member of which shall belong to the same class and shall have voting rights equal to every other member, until or unless the bylaws of the Surviving Corporation amended in accordance with their terms and the terms of the Articles of Incorporation. The officers of Environment America at the Effective Date shall be the officers of the Surviving Corporation and shall hold the same office. Specifically, the directors shall be:
 - i. Dan Jacobson, 1314 H St Ste 100A, Sacramento, CA 95814
 - ii. David Masur, 1420 Walnut St, Suite 650, Philadelphia, PA 19102
 - iii. Doug O'Malley, 104 Bayard St, 6th Fl, New Brunswick, NJ 08901
 - iv. Doug Phelps, 1543 Wazee St., Ste. 400, Denver, CO 80202
 - v. Elizabeth Ouzts, 112 S Blount St # 102, Raleigh, NC 27601
- e. After the Effective Date, the Surviving Corporation shall prepare and file any requisite filings with the Internal Revenue Service in connection with the Merger, including final annual information returns for each of the Merging Corporations and the disclosure of the Merger in the annual information return of the Surviving Corporation.
- f. The Surviving Corporation shall have no members under the laws of any state, until or unless the bylaws are amended in accordance with the terms of the Articles of Incorporation to permit such members.
- g. As of the Effective Date, all formal supporters of any of the Merging Corporations, including Contributing Members and Affiliation Members as described in the bylaws of the Merging Corporations, shall be formally recognized as supporters of the Surviving Corporation and shall be entitled to the

rights of Members or Affiliation Members as described in the bylaws of Environment America, so long as they continue to meet the requirements for such classification under the bylaws of Environment America. All contributions to the Merging Corporations made prior to the Effective Date shall be considered contributions to Environment America for the purposes of determining eligibility for supporting membership. Individuals who currently satisfy the requirements of "membership" as defined by the Federal Election Campaign Act and, to the extent applicable, similar state law in the states in which the Merging Corporations operate or are incorporated, shall continue to satisfy the requirements of "membership" in Environment America.

- h. The principal office of the Surviving Corporation shall be located in Washington, DC.
- i. The Surviving Corporation shall operate for the purpose of conducting public interest research, policy development, analysis, education, litigation, and advocacy to protect the environment and people of the United States of America, including, but not limited to, the quality of America's air, water and land.

3. Representations and Warranties.

- a. The Merging Corporations each individually represent and warrant to the Parties that:
 - i. Each Merging Corporation is duly organized, validly existing and in good standing under the general laws of the state in which it is incorporated.
 - ii. Each Merging Corporation is duly qualified to do business as a foreign person, and is in good standing, in each jurisdiction where the character of its properties or the nature of its activities makes such qualification necessary.
 - iii. Each Merging Corporation has made available to the Parties complete and correct copies of its Articles of Incorporation and Bylaws.
 - iv. Each Merging Corporation has made available to the Parties copies of its financial statements from the years 2012-present.
 - v. Each Merging Corporation has duly complied with all obligations and duties that it owes under each Contract to which it is a party. No event has occurred, and upon receipt of any required consents prior to the filing of the Articles of Merger, no event will have occurred as of the Effective Date which may be grounds for termination of any Contract to which any Merging Corporation is a party and no Merging Corporation has any liability or obligation (including termination fees) relating to any termination of any terminated, current or former Contract to which it is a

party. No Merging Corporation is a party to any Contract of which it or, to its knowledge, any other party, is in default. No Merging Corporation has given or received any correspondence or other notice (whether written or oral) with respect to any actual, alleged or potential violation, repudiation, breach or default under or any demand for renegotiation or termination with respect to any Contract to which it is a party, and there has been no change, effect, event, occurrence, state of facts or development that, with notice or the passage of time or both, could constitute a default under any Contract to which any Merging Corporation is a party. Each Contract to which a Merging Corporation is a party is legal, valid and binding on that Corporation and the other parties thereto, is in full force and effect and is enforceable against that Corporation and against the other parties thereto in accordance with its terms (except as such enforceability is limited by bankruptcy, insolvency, reorganization, moratorium or similar laws now or hereafter in effect relating to creditors' rights generally or general principles of equity).

- vi. Except as individually or in the aggregate would not reasonably be expected to have a material adverse effect on the operations of any Merging Corporation, (a) to the knowledge of each Merging Corporation, the conduct of the business of that Corporation as currently conducted does not infringe or otherwise violate the Intellectual Property rights of any third party, (b) with respect to Intellectual Property used by, owned by or licensed by or to any Merging Corporation ("Merging Corporation Intellectual Property"), each Merging Corporation owns the entire right, title and interest in the Merging Corporation Intellectual Property purported to be owned by that Corporation and has the right to use the other Merging Corporation Intellectual Property in the continued operation of its business as currently conducted, (c) to the knowledge of each Merging Corporation, no third party is infringing or otherwise violating the Intellectual Property rights of that Corporation, and (d) each Merging Corporation has taken reasonable actions to protect and maintain the Intellectual Property of that Corporation (including Intellectual Property that is confidential in nature).
- vii. No Merging Corporation has received nor is the beneficiary of any grant, bequest or endowment that imposes any restriction, limitation, time period or conditions of any kind whatsoever (collectively, "Restrictions") upon that Corporation or its use of any assets.
- viii. Each Merging Corporation has received the consent of the National Association of Organizations in the Public Interest, Inc. to enter into and complete the merger described in this Agreement. No Merging Corporation requires the consent of its members or of any other entity to complete the merger as described.

- ix. Since the date of the last financial statement provided to the Parties, each Merging Corporation has conducted its operations in the ordinary course and there has not been any change in the financial condition, properties, or results of operations of any Merging Corporation except those changes that, individually or in the aggregate, have not had and are not reasonably likely to have a material adverse effect on the Surviving Corporation.
 - x. Except as disclosed in the Financial Statements provided by each Merging Corporations, there are no (A) criminal, civil or administrative actions, suits, claims, hearings, investigations or proceedings pending against, or, to the knowledge of the officers of each Corporation, threatened against it, or (B) obligations or liabilities, whether or not accrued, contingent or otherwise, or any other facts or circumstances known to the officers of any Merging Corporation that would reasonably be expected to result in any adverse claims against the Surviving Corporation.
 - xi. Each Merging Corporation understands and accepts that Environment America may conduct simultaneous mergers with other organizations during the course of the implementation of the merger described in this Agreement, so long as such mergers shall not alter the general mission of the Surviving Corporation.
- b. Environment America represents and warrants to the Merging Corporations that:
- i. Environment America is duly organized, validly existing and in good standing under the general laws of the State of Colorado.
 - ii. Environment America is duly qualified to do business as a foreign person, and is in good standing, in each jurisdiction where the character of its properties or the nature of its activities makes such qualification necessary.
 - iii. Environment America has made available to the Merging Corporations complete and correct copies of its Articles of Incorporation and Bylaws.
 - iv. Environment America has made available to the Merging Corporations copies of its financial statements from the years 2012-present.
 - v. Environment America has received the consent of the National Association of Organizations in the Public Interest, Inc. to enter into and complete the merger described in this Agreement. Environment America does not require the consent of its members or of any other entity to complete the merger as described.
 - vi. Since the date of the last financial statement provided to the Merging Corporations, Environment America has conducted its operations in the

ordinary course and there has not been any change in the financial condition, properties, or results of operations of Environment America except those changes that, individually or in the aggregate, have not had and are not reasonably likely to have a material adverse effect on the Surviving Corporation.

- vii. Except as disclosed in the Environment America Financial Statements, there are no (A) criminal, civil or administrative actions, suits, claims, hearings, investigations or proceedings pending against, or, to the knowledge of Environment America's officers, threatened against it, or (B) obligations or liabilities, whether or not accrued, contingent or otherwise, or any other facts or circumstances known to Environment America's officers that would reasonably be expected to result in any adverse claims against the Surviving Corporation.
- viii. Environment America may conduct simultaneous mergers with other organizations during the course of the implement of the merger described in this Agreement. No such merger shall alter the general mission of the Surviving Corporation.

4. Covenants.

- a. Each Merging Corporation covenants and agrees as of the date hereof and until the Effective Date:
 - i. The business of each Merging Corporation shall be conducted in the ordinary and usual course and, to the extent consistent therewith, each Merging Corporation shall use its best efforts to maintain its existing goodwill with its members, contributors, vendors, coalition partners, and employees.
 - ii. No Merging Corporation shall enter into any new contracts or commitments that will extend beyond the Effective Date without the consent of the Parties.
 - iii. Each Merging Corporation will coordinate with the other Parties regarding any press releases or public announcements regarding the merger.
 - iv. All costs and expenses incurred by a party in connection with this Agreement, shall be paid by the party incurring the expense.
- b. Environment America covenants and agrees as of the date hereof and until the Effective Date:
 - i. With the exception of possible simultaneous mergers as noted in Section 3, the business of Environment America shall be conducted in the ordinary

and usual course and, to the extent consistent therewith, Environment America shall use its best efforts to maintain its existing goodwill with its members, contributors, vendors, coalition partners, and employees.

- ii. Environment America will coordinate with the Merging Corporations regarding any press releases or public announcements regarding the merger.
 - iii. All costs and expenses incurred by a party in connection with this Agreement, shall be paid by the party incurring the expense.
5. Miscellaneous Provisions Relating to the State of Maryland. The Surviving Corporation became registered to do business in Maryland on 5/29/15. No Corporation which is a Party to this Agreement owns real property in the State of Maryland. The Resident Agent of the Successor Corporation in the State of Maryland shall be *Emily Scarr*
3121 St. Paul St. STE 26, Baltimore, MD 21218
 6. Miscellaneous Provisions Relating to the State of Ohio. The principal office of the Surviving Corporation in the State of Ohio shall be located in Columbus, Ohio. The Surviving Entity consents to be sued and served with process in Ohio, and irrevocably appoints the Secretary of the State of Ohio to accept service of process in any proceeding in Ohio to enforce against the Surviving Corporation any obligation of any Merging Corporation incorporated in the State of Ohio. The Surviving Corporation intends to transact business in the State of Ohio as a foreign corporation, and has registered with the Secretary of the State of Ohio to do so, and has appointed as a statutory agent in the state Julian Boggs.
 7. Termination. At any time prior to the Effective Date, this Agreement may be terminated and the merger abandoned for any reason whatsoever upon the majority vote of the Board of Directors of any of the Parties.
 8. Third Party Beneficiaries. This Agreement shall be binding upon and inure to the benefit of the Parties and their respective successors and assigns. This Agreement is not intended to confer any rights or benefits upon any person other than the Parties.
 9. Governing Law. This Agreement shall in all respects be interpreted by, and construed, interpreted and enforced in accordance with and pursuant to the laws of the State of Colorado, except to the extent that the laws of any state of incorporation of any Merging Corporation apply to the merger.
 10. Entire Agreement. This Agreement contains the entire agreement of the Parties with respect to the subject matter hereof, and supersedes all prior agreements, written or oral, with respect to the subject matter hereof.

11. Counterparts. This Agreement may be executed in counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

In witness whereof, the parties hereto have executed this agreement as of the dates set forth below their respective signatures. By signing below the Parties hereby agree to the above terms and conditions and intend to be legally bound thereby.

ENVIRONMENT AMERICA, INC.

DocuSigned by:
Elizabeth Ouzts
A1B8B6433748453...
Signed

Elizabeth ouzts
Name

Board Member (secretary)
Title

ENVIRONMENT ARIZONA, INC.

DocuSigned by:
Bret Fanshaw
8C379EA0C9D5425...
Signed

Bret Fanshaw
Name

Board Member (secretary)
Title

ENVIRONMENT CONNECTICUT, INC.

DocuSigned by:
John Rumpier
8352795730BF402...
Signed

John Rumpier
Name

Treasurer
Title

ENVIRONMENT GEORGIA CITIZEN LOBBY, INC.

DocuSigned by:
George E Johnson
6138E29AF35249F...
Signed

George E Johnson

Name

President

Title

ENVIRONMENT ILLINOIS, NFP

DocuSigned by:
Justine Barone
850988C4D3D5475...
Signed

Justine Barone

Name

secretary

Title

ENVIRONMENT MAINE, INC.

DocuSigned by:
Taryn Hallweaver
E4EB8AEE2616471...
Signed

Taryn Hallweaver

Name

Director (president)

Title

ENVIRONMENT MARYLAND, INC.

DocuSigned by:
Doug Casler
83468DD00CF5423...
Signed

Doug Casler

Name

President

Title

ENVIRONMENT MASSACHUSETTS, INC.

DocuSigned by:
Margie Alt
8C0D38789013488...
Signed

Margie Alt
Name

President
Title

ENVIRONMENT MICHIGAN, INC.

DocuSigned by:
Mike Shriberg
8F1FA7C1AC89466...
Signed

Mike Shriberg
Name

Vice-Chair
Title

ENVIRONMENT NEW JERSEY, INC.

DocuSigned by:
Doug O'Malley
19508C0D825D474...
Signed

Doug O'Malley
Name

~~Director~~ (treasurer)
Title

ENVIRONMENT NEW MEXICO, INC.

DocuSigned by:
Sanders Moore
5F8D858CAF44BC...
Signed

Sanders Moore
Name

Secretary
Title

ENVIRONMENT OHIO, INC.

DocuSigned by:
John Rumpier
83521957308F402...
Signed

John Rumpier
Name

Treasurer
Title

ENVIRONMENT RHODE ISLAND, INC.

DocuSigned by:
John Rumpier
83521957308F402...
Signed

John Rumpier
Name

~~Treasurer~~ President
Title

ENVIRONMENT TEXAS CITIZEN LOBBY, INC.

DocuSigned by:
luke metzger
26282014C88D48B...
Signed

luke metzger
Name

~~SECRETARY~~ President
Title

ENVIRONMENT WASHINGTON, INC.

DocuSigned by:
Wendy Wendlandt
1D88D4FE882A4A8...
Signed

wendy wendlandt
Name

~~President~~ Secretary
Title

WISCONSIN ENVIRONMENT, INC.

DocuSigned by:
Steven Biel

F6289C27552947...
Signed

Steven Biel
Name

~~President~~ President
Title

Certificate of Completion

Envelope Number: EBD39F8FFFEF47FC9CAB234BCB9A97BC

Status: Completed

Subject: Please DocuSign these documents: 20150505 Enviro Merger Agreement - to be signed.pdf, CT Certific...

Source Envelope:

Document Pages: 21

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Lucie Coleman, TPIN Legal Department

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1543 Wazee St, Suite 440

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Denver, CO 80202

legal@publicinterestnetwork.org

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Record Tracking

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Holder: Lucie Coleman, TPIN Legal Department

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6/10/2015 11:12:20 AM ET

legal@publicinterestnetwork.org

Signer Events

Doug Casler

dcasler@publicinterestnetwork.org

President

Security Level: Email, Account Authentication
(None)

Signature

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Doug Casler
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George E Johnson

ejohnson@fundstaff.org

President

Security Level: Email, Account Authentication
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Justine Barone

justerbink@gmail.com

secretary

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Taryn Hallweaver

taryn@environmentmaine.org

Director

Security Level: Email, Account Authentication
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Signature

Timestamp

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Status

Timestamp

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Electronic Record and Signature Disclosure



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1543 Wazee St, Suite 440

Denver, CO 80202

legal@publicinterestnetwork.org

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6/9/2015 5:40:33 PM ET

Holder: Lucie Coleman, TPIN Legal Department

legal@publicinterestnetwork.org

Location: DocuSign

Signer Events

Bret Fanshaw

bfanshaw@environmentamerica.org

Board Member

Security Level: Email, Account Authentication (None)

Signature

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Bret Fanshaw
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Doug Casler

dcasler@publicinterestnetwork.org

President

Security Level: Email, Account Authentication (None)

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Doug Casler
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Doug O'Malley

domalley@environmentnewjersey.org

Director

Security Level: Email, Account Authentication (None)

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19D60C00825D474...

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Accepted: 6/11/2015 4:26:19 PM ET

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Elizabeth Ouzts

eizabetho@environmentamerica.org

Board Member

Security Level: Email, Account Authentication (None)

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Signer Events

John Rumpier
jrumpier@environmentamerica.org
Treasurer
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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luke metzger
luke@environmenttexas.org
Secretary
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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Margie Alt
margie@environmentamerica.org
President
Security Level: Email, Account Authentication
(None)

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Mike Shriberg
ShribergM@nwf.org
Vice-Chair
Security Level: Email, Account Authentication
(None)

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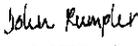
Sanders Moore
sanders@environmentnewmexico.org
Secretary
Security Level: Email, Account Authentication
(None)

Electronic Record and Signature Disclosure:
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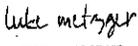
Steven Biel
steven@stevenbielstrategies.com
title
Security Level: Email, Account Authentication
(None)

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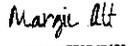
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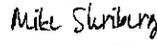
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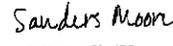
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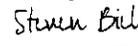
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Viewed: 6/10/2015 1:34:43 PM ET
Signed: 6/10/2015 1:37:44 PM ET

Signer Events

Wendy Wendlandt
w2@publicinterestnetwork.org
President
Security Level: Email, Account Authentication
(None)

Signature

DocuSigned by:
Wendy Wendlandt
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Signature

Timestamp

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Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

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Status

Timestamp

Carbon Copy Events

Status

Timestamp

Notary Events

Timestamp

Envelope Summary Events

Status

Timestamps

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Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none">•Allow per session cookies•Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

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To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

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OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE

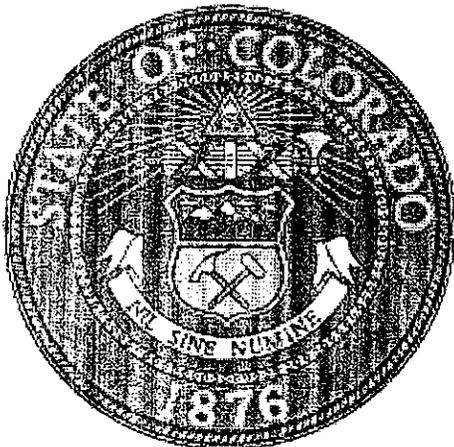
I, Ginette Dennis, as the Secretary of State of the State of Colorado, hereby certify that,
according to the records of this office,
Environment America, Inc.

is a
Nonprofit Corporation

formed or registered on 08/10/2006 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20061274620 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 11/28/2006 that have been posted, and by documents delivered to this office electronically through 12/01/2006 @ 14:31:29 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 12/01/2006 @ 14:31:29 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 6645877 .



Ginette Dennis

Secretary of State of the State of Colorado

*****End of Certificate*****

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(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*

9. If the corporation's period of duration is less than perpetual, state the date on which the period of duration expires:

(mm/dd/yyyy)

10. (Optional) Delayed effective date:

(mm/dd/yyyy)

11. Name(s) and address(es) of incorporator(s): (if an individual)

Alt Marjorie

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

44 Winter Street

(Street name and number or Post Office Box information)
4th Floor

Boston MA 02108

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*
United States

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*
United States

(if an individual)

(Last) *(First)* *(Middle)* *(Suffix)*

OR (if a business organization)

(Street name and number or Post Office Box information)

(City) *(State)* *(Postal/Zip Code)*

(Province – if applicable) *(Country – if not US)*
United States

(If more than three incorporators, mark this box and include an attachment stating the names and addresses of all incorporators.)

12. The nonprofit corporation is formed under the Colorado Revised Nonprofit Corporation Act.
13. The corporation will OR will not have voting members.
14. A description of the distribution of assets upon dissolution is attached.
15. Additional information may be included pursuant to §7-122-102, C.R.S. and other organic statutes. If applicable, mark this box and include an attachment stating the additional information.

Notice:

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16. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Irvine	Wendy	L	
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
44 Winter Street			
<small>(Street name and number or Post Office Box information)</small>			
4th Floor			
Boston	MA	02108	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
	United States		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>		

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Questions? Contact the Business Division. For contact information, please visit the Secretary of State's web site.

Click the following links to view attachments

Attachment 1

Attachment to Articles of Incorporation

Environment America, Inc.
Articles of Incorporation – Attachment of Additional Provisions

Purposes

The purposes of the corporation are to engage in public interest research, policy development, analysis, public education, litigation, and advocacy to protect the environment and people of the United States of America, including, but not limited to, the quality of America's air, water, and land; and to engage in and carry on any activities not in conflict with Internal Revenue Code Section 501(c)(4) under which this organization shall be organized and operated exclusively.

Dissolution

Upon dissolution of the corporation, the Board of Directors, after making provision for the payment of all liabilities of the corporation, shall arrange for the distribution of all the assets of the corporation to one or more organizations which are exempt from federal income tax under Section 501(c)(3) or 501(c)(4) of the Internal Revenue Code.

**By-Laws of
Environment America, Inc.**

Article 1: Name

The name of the corporation shall be Environment America, Inc.

Article 2: Provisions of Law

These By-Laws shall be subject to the statutory and common laws of the State of Colorado and to the Articles of Incorporation of the corporation.

Article 3: Purposes and Powers

The corporation is organized for the purpose of conducting public interest research, policy development, analysis, education, litigation, and advocacy to protect the environment and people of the United States of America, including, but not limited to, the quality of America's air, water and land. The corporation is not organized for gain or individual profit and it shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

Subject to the above limitations, the corporation shall have and enjoy all the powers conferred from time to time upon a non-profit corporation organized under the laws of the State of Colorado.

Article 4: Board of Directors

Section 1

There shall be an initial Board of Directors appointed by the incorporator.

Section 2

The Board of Environment America, Inc. may be expanded and Directors may be removed from office with or without cause by a 2/3rd majority vote of the Directors then in office, but at no time shall the Board of Directors of Environment America, Inc. comprise fewer than three (3) persons. Vacancies on the Board may be filled by a majority vote of Directors then in office.

Section 3

The business and affairs of the corporation shall be managed and controlled by the Board of Directors which shall have final authority to disperse the funds of the corporation and to establish and implement policy subject to the laws of the State of Colorado, these By-Laws and the Articles of Incorporation of the corporation.

Article 5: State Environment Groups

Section 1

A "State Environment Group" is a state public interest organization that participates in the National Association of Organizations in the Public Interest (NAOPI); that works principally on environmental issues; and that has the word "Environment" in its corporate name, but not including the National Environmental Law and Policy Center.

"Full participation rights" include the right of the State Environment Group to be represented on the Board of Directors of Environment America, as set forth in Article 4, Section 1(a) and 1(b), in addition to other rights, as the Board of Directors shall determine.

Section 2

Any State Environment Group seeking full participation rights in Environment America shall be required to obtain approval for such participation by a majority vote of the Environment America Board of Directors. Prior to granting such approval, the Board of Directors shall require the applicant organization to comply with the contribution requirements of Article 4, Section 1 and to meet other such qualifications as the Board deems appropriate. Any Organization that subsequently fails to comply with Board guidelines concerning the contribution requirements of Article 4, Section 1 shall forfeit its participation rights upon a majority vote of the Board of Directors.

Section 3

The Board of Directors, by majority vote, may grant lesser participation rights, under such terms and conditions as the Board deems appropriate, to State Environment Groups that are not approved for full participation in Environment America.

Section 4

Except as set forth in Article 4, Section 2, the Board of Directors may withdraw participation rights of any State Environment Group by a Board resolution approved by at least 75% of the Directors.

Article 5: Officers and Executive Staff

Section 1

The officers of the corporation shall be a President, a Treasurer and a Secretary, and such other officers as the directors may determine necessary. The officers shall have such duties and powers as are commonly incident to their respective offices and such duties and powers as the Directors may from time to time designate. The Officers will be elected by the Board and will serve at the pleasure of the Board. The directors may remove any officer with or without cause upon a majority vote of the directors then in office. Vacancies in any office may be filled by the directors at any meeting of the Board. The President, subject to the Directors' discretion, shall have general supervision and control of the corporation's business. The Treasurer will be the corporation's chief financial officer, keeping or causing to be kept accurate books of account. The Secretary will keep a true record of the proceedings of all meetings of the Board.

Section 2

The Board of Directors may designate an Executive Director or other agents as it so chooses, and delegate to them responsibility for managing the day-to-day affairs of the corporation and for executing the policies set by the Board of Directors.

Article 6: Consent and Actions of Board of Directors

The Executive Director, President or any two Directors of the Board, may call a Board meeting by giving oral or written notice to the Directors of the Board at least two days before the meeting date. Notice of a meeting shall state the date, time and place of the meeting. A Director need not receive notice if he or she waives notice either in a writing to be included with the minutes, or by attending the meeting and not protesting the lack of notice.

The Board of Directors shall meet at least twice per year and may meet more often at the request of a majority of the Board of Directors. At any meeting of the Board of Directors, a majority of Directors then in office shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the Directors present shall be the acts of the Board of Directors.

Meetings may be held, or Directors may participate in a meeting by means of a telephone conference call or similar communications equipment by means of which all persons can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by each Director and such written consent is filed with the records of the meetings of the Directors. Such consent shall be treated as a vote at a meeting for all purposes.

Article 7: Members

The Board of Directors may designate one or more classes of members, who shall have such rights and powers as may be set forth in these By-laws or as otherwise provided by the Board of Directors.

The following are established by the Board of Directors as criteria for membership:

1. Members are required to pay an annual membership fee in an amount determined by the Board of Directors or Executive Director;
2. Members who contribute annually to the corporation at or above an established membership level shall make an affirmative declaration of their desire to join as a member of the corporation; and
3. Members shall sign a statement indicating their support for the corporation's mission.

The following are established as the rights of member of the corporation:

1. Members shall have the right to have one's name included on the corporation's roll of active members;
2. Members shall have the right to receive the corporation's newsletter and e-mail action alerts;
3. Members shall have the right to participate in member appreciation events, membership meetings, and citizen projects;
4. Members have the right to advise the corporation on policy initiatives and priorities through means designated by the Board of Directors, such as participation in surveys and/or advisory committees.
5. Members shall have the right to vote for one (1) member of the Board of Directors.

Affirmation Membership Class

Under this class, membership is accomplished by making an affirmative declaration of their desire to join the organization and signing a statement of support of the organization's mission.

The provisions of this policy shall be implemented in whole, or in part, by the Executive Director or the Executive Director's designee.

Article 8: Indemnification

To the extent permitted by law, upon the vote of a majority of disinterested directors, the corporation may, at its discretion, indemnify any officer or director in connection with any action, claim, or suit relating to or arising out of his/her acts or omissions as an officer or director of the corporation to the extent permitted by law.

Article 9: Amendments

These By-Laws may be amended or repealed by a 75% vote of the Board of Directors. Any amendments to the By-Laws shall be consistent with the Articles of Incorporation.

Article 10: Fiscal Year

The fiscal year shall end on June 30th each year.

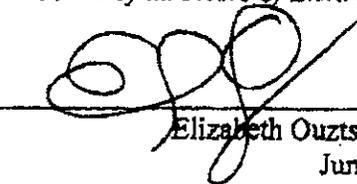
Article 11: Seal

The notarized signature of any officer of the corporation shall be deemed to be the seal of the corporation.

Article 12: Effective Date

The effective date of these By-Laws is June 22, 2010

I hereby certify that the above are the true by-laws adopted by the board of directors of Environment America, Inc.


Elizabeth Ouzts, Secretary
June 22, 2010

*Record of Amendments
Articles 1-9, 12 – amended 4/14/08
Article 4, Section 1 – amended 5/23/08
Article 3 – amended 10/31/08
Article 12 – amended 6/22/10*



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

