



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

Certificate of Authority

FOREIGN Non-Profit Corporation

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

RECEIVED
R.I. DEPT. OF STATE
BUS. SVCS. DIV.
2016 OCT 14 AM 11:07

1. The name of the corporation is:		
Environmental Defense Action Fund		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of:		
Delaware		
3. The date of its incorporation is:		July 2, 2002
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is:		
257 Park Avenue South, 17th floor, New York, NY 10010		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name CT Corporation System		
Street Address (NOT a P.O. Box) 450 Veterans Memorial Parkway - Suite 7A , Providence County		
City/Town	State	Zip Code
East Providence	RHODE ISLAND	02914
6. List the specific purposes for transacting business in Rhode Island:		
Environmental Advocacy		
Check the box to indicate an attachment. <input type="checkbox"/>		

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

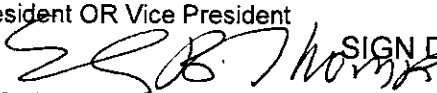
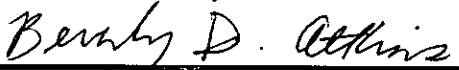
Website: www.sos.ri.gov

FILED *m*

OCT 14 2016

11:07

BY *CA 285944*

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	Refer to the attached. ✓	
Director		
Director		
President		
Vice President	N/A	
Treasurer		
Secretary		
Check the box to indicate an attachment. <input checked="" type="checkbox"/>		
8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.		
Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Authority, including and accompanying attachments, and that all statements contained herein are true and correct.		
Type or Print Name of <input checked="" type="checkbox"/> President OR <input type="checkbox"/> Vice President		Date
Elizabeth Thompson		7/27/16
Signature of President OR Vice President  SIGN DOCUMENT HERE		
Type or Print Name of <input type="checkbox"/> Secretary OR <input checked="" type="checkbox"/> Assistant Secretary		Date
Beverly Atkins		8/2/16
Signature of Secretary OR Assistant Secretary  SIGN DOCUMENT HERE		

**Environmental Defense Action Fund
Officers and Board of Directors**

Officers

Elizabeth B. Thompson

President

Environmental Defense Action Fund
1875 Connecticut Avenue, N.W.
Washington, DC 20009
Telephone: (202) 387-3500

Fred Krupp

Executive Director

Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010
Telephone: (212) 505-2100

Beverly D. Atkins

Assistant Secretary

Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010
Telephone: (212) 505-2100

Joe Bonfiglio

Deputy Director

Environmental Defense Action Fund
1875 Connecticut Avenue, N.W.
Washington, DC 20009
Telephone: (202) 387-3500

John McGeehan

Interim Chief Financial Officer

Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010
Telephone: (212) 505-2100

**Environmental Defense Action Fund
Officers and Board of Directors**

BRIAN CONBOY

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

THOMAS F. DARDEN

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

RICK DAVIS

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

KIRSTEN FELDMAN

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

CARL FERENBACH

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

SUSAN FORD DORESEY (Co-Chair)

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

WILLIAM GOODELL (Bill)

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

CHARLES J. HAMILTON, JR.

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

CODDY JOHNSON

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

HONORABLE THOMAS H. KEAN

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

**Environmental Defense Action Fund
Officers and Board of Directors**

JOHN C. KERR

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

ABBY LEIGH

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

FRANK E. LOY (Co-chair)

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

SUSAN MANDEL

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

SAM WALTON

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

JEFFREY P. WILLIAMS

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

PAUL JUNGER WITT

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

JOANNE WITTY

c/o Environmental Defense Action Fund
257 Park Avenue South, 17th Floor
New York, NY 10010

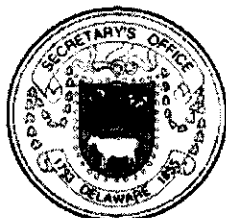
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENVIRONMENTAL DEFENSE ACTION FUND" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.



3544520 8300C

SR# 20165426421

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202879580

Date: 08-24-16

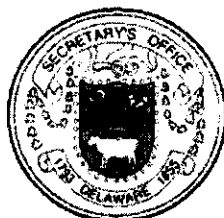
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ENVIRONMENTAL DEFENSE ACTION FUND" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF AUGUST, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.



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Authentication: 202879580

Date: 08-24-16

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ENVIRONMENTAL DEFENSE ACTION FUND" AS RECEIVED AND FILED IN THIS OFFICE.

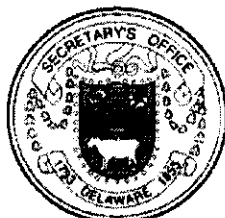
THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF JULY, A.D. 2002, AT 4:30 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF DECEMBER, A.D. 2009, AT 5:21 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE NINETEENTH DAY OF DECEMBER, A.D. 2013, AT 11:16 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "ENVIRONMENTAL DEFENSE ACTION FUND".



3544520 8100H
SR# 20165426421

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202879669
Date: 08-24-16

**CERTIFICATE OF INCORPORATION
OF
ENVIRONMENTAL DEFENSE ACTION FUND**

THE UNDERSIGNED INCORPORATOR, a natural person of the age of 21 years or more, in order to form a nonprofit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the Corporation is Environmental Defense Action Fund (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

THIRD: (a) The Corporation is a nonprofit organization organized and operated exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically the purposes for which the Corporation is formed are to protect the environment through advocating stronger environmental laws.

(b) As a means of accomplishing the foregoing purposes, the Corporation shall have all powers granted to a corporation under the General Corporation Law of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Code.

(c) No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation.

Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.

(d) Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.

(e) The Corporation shall not engage in any activity that would be an intervention in an election campaign for public office in violation of section 501(c)(3) of the Code.

FOURTH: The Corporation is not organized for profit and shall not have authority to issue capital stock.

FIFTH: The Corporation shall not have members.

SIXTH: The powers of the incorporator shall cease upon the filing of this Certificate. The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Douglas N. Varley	Caplin & Drysdale, Chartered One Thomas Circle, N.W. Suite 1100 Washington, D.C. 20005

SEVENTH: (a) Except as otherwise provided by law, or in any Bylaw of the Corporation, the affairs and business of the Corporation shall be managed and conducted by the Board of Directors, who are named below and who will act as the directors of the Corporation until the election of their successors as provided in the Bylaws of the Corporation. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the Bylaws.

(b) The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wendy Abrams	45 Lakewood Pl Highland Park, IL 60035-5007
Jim Benkard	Davis, Polk, & Wardwell 450 Lexington Avenue, 30 th Floor New York, NY 10017
Jessica Carro	200 Navarro, Suite 200 San Antonio, TX 78205
Jeanne Donovan	262 Central Park West, Unit PHN New York, NY 10024
Charles Hamilton	Paul, Hastings, Janofsky & Walker LLP 75 East 55th Street - 2nd Floor New York, NY 10022
Lew Kaden	Davis, Polk & Wardwell 450 Lexington Avenue, Room 2850 211 Central Park West New York, NY 10017
Nick Nicholas	Navy Walk Partners 45 West 67 th Street, Suite 19F 88 Central Park West, Apt. 8N New York, NY 10023
Lew Ranieri	Ranieri & Co., Inc. 50 Charles Lindbergh Boulevard 225 North Hewlett Avenue Uniondale, NY 11553
Julian Robertson	Tiger Management LLC 101 Park Avenue, 48 th Floor New York, NY 10178
John Wilson	Morgan Stanley Dean Winter 1221 Avenue of the Americas, 30th Floor New York, NY 10020

EIGHTH: The duration of the existence of the Corporation is perpetual.

NINTH: The initial Bylaws of the Corporation shall be adopted by the Board of Directors, which may alter, amend, or repeal the Bylaws, or adopt new Bylaws by majority vote of the directors then in office.

TENTH: In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations that are exempt from tax as organizations described in section 501(c)(3) or (4) of the Code.

ELEVENTH: (a) No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for: (1) any breach of a director's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director involved derived an improper personal benefit, or (4) any instance where such relief from liability is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(4) of the Code.

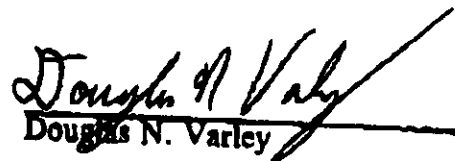
(b) If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the

liability of a director of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the Delaware General Corporation Law, as amended, that is not inconsistent with these Articles.

{Signature on next page.}

IN WITNESS WHEREOF, I, the undersigned, being the Incorporator hereinabove named, do hereby affirm under penalties of perjury that this Certificate is my act and deed, and the facts herein stated are true and, accordingly, I have executed this Certificate this 2nd day of July, 2002.

INCORPORATOR


Douglas N. Varley

CERTIFICATE OF AMENDMENT AND RESTATEMENT

OF

CERTIFICATE OF INCORPORATION

OF

ENVIRONMENTAL DEFENSE ACTION FUND

The undersigned, an officer of Environmental Defense Action Fund, a nonstock corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), authorized to amend the Corporation's Certificate of Incorporation, in accordance with sections 242 and 245 of the General Corporation Law of the State of Delaware, certifies as follows:

ARTICLE I. DATE OF INCORPORATION

The Corporation was incorporated on July 3, 2002.

ARTICLE II. NAME

The Certificate of Incorporation was issued to the Corporation under the name "Environmental Defense Action Fund"

ARTICLE III. AMENDMENTS

By affirmative vote of a majority of the Board of Directors of the Corporation at a meeting of the Board of Directors at which a quorum was present, resolutions were duly adopted approving the amendments to and restatement of the Certificate of Incorporation in the form of the Amended and Restated Certificate of Incorporation attached as Exhibit A and declaring said amendments to be advisable.


ARTICLE IV. APPROVAL AND ADOPTION OF AMENDMENTS

The amendments to and restatement of the Corporation's Certificate of Incorporation in the form of the Amended and Restated Certificate of Incorporation attached as Exhibit A were approved by a majority of the Board of Directors of the Corporation at a meeting of the Board of Directors at which a quorum was present and duly adopted in accordance with the provisions of sections 242 and 245 of the General Corporation Law of the State of Delaware.

{Signatures on next page.}

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment and Restatement of the Certificate of Incorporation of Environmental Defense Action Fund, to be executed, as of December 14, 2009, by the undersigned, a duly authorized officer of the Corporation, who acknowledges, under penalties of perjury, that this Certificate of Amendment and Restatement is the act and deed of the Corporation and that the facts stated therein are true.

ENVIRONMENTAL DEFENSE ACTION FUND

By: 
Name: Steve Cochran
Title: Executive Vice President

**CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
CERTIFICATE OF INCORPORATION
OF
ENVIRONMENTAL DEFENSE ACTION FUND**

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
(See attached.)

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ENVIRONMENTAL DEFENSE ACTION FUND**

ARTICLE I. NAME

The name of the Corporation is Environmental Defense Action Fund (the "Corporation").

ARTICLE II. REGISTERED OFFICE AND AGENT

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

ARTICLE III. PURPOSE

A. The Corporation is a nonprofit organization organized and operated exclusively for social welfare purposes within the meaning of section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically the purposes for which the Corporation is formed are to protect the environment through advocating stronger environmental laws.

B. As a means of accomplishing the foregoing purposes, the Corporation shall have all powers granted to a corporation under the General Corporation Law of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Code.

C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust, or

corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.

D. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.

E. The Corporation shall not engage in any activity that would be an intervention in an election campaign for public office in violation of section 501(c)(3) of the Code, except that the Corporation may explain and advocate environmental policy views directly with campaigns and express those views in the context of conversations with the press and others concerning candidates for political office. Notwithstanding the preceding provision, the Corporation may establish a connected political action committee, provided that such committee operates strictly in accordance with a charter approved by the Board.

ARTICLE IV. STOCK

The Corporation is not organized for profit and shall not have authority to issue capital stock.

ARTICLE V. MEMBERS

- A. The Corporation has two classes of members.
- B. The conditions of membership of each class are set out in the Corporation's bylaws.

ARTICLE VI. AUTHORITY AND POWERS OF DIRECTORS

- A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.

B. The qualifications, election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws.

C. The directors have the power to adopt, amend, or repeal the Bylaws.

ARTICLE VII. DURATION

The duration of the existence of the Corporation is perpetual.

ARTICLE VIII. DIRECTOR LIABILITY

A. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for: (1) any breach of a director's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director involved derived an improper personal benefit, or (4) any instance where such relief from liability is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(4) of the Code.

B. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the Delaware General Corporation Law, as amended, that is not inconsistent with these Articles.

ARTICLE IX. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of

the Corporation in such manner as the directors, in the exercise of their discretion, may by a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations that are exempt from tax as organizations described in section 501(c)(3) or (4) of the Code.

State of Delaware
Secretary of State
Division of Corporations
Delivered 11:16 AM 12/19/2013
FILED 11:16 AM 12/19/2013
SRV 131449963 - 3544520 FILE

CERTIFICATE OF AMENDMENT AND RESTATEMENT

OF

CERTIFICATE OF INCORPORATION

OF

ENVIRONMENTAL DEFENSE ACTION FUND

The undersigned, an officer of Environmental Defense Action Fund, a nonstock corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), authorized to amend the Corporation's Certificate of Incorporation in accordance with sections 242 and 245 of the General Corporation Law of the State of Delaware, certifies as follows:

ONE: The Corporation was incorporated on July 3, 2002.

TWO: The Certificate of Incorporation was issued to the Corporation under the name "Environmental Defense Action Fund".

THREE: The original Certificate of Incorporation of the Corporation was amended and restated on December 29, 2009 by the filing of a Certificate of Amendment and Restatement to the Corporation's Certificate of Incorporation.

FOUR: By affirmative vote of a majority of the Board of Directors of the Corporation at a meeting of the Board of Directors at which a quorum was present, resolutions were adopted in accordance with the provisions of sections 242 and 245 of the General Corporation Law of the State of Delaware, approving the amendments to and restatement of the Certificate of Incorporation in the form of the Second Amended and Restated Certificate of Incorporation attached as Exhibit A and declaring said amendments to be advisable.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment and Restatement of the Certificate of Incorporation of Environmental Defense Action Fund to be executed as of December 18, 2013 by the undersigned, a duly authorized officer of the Corporation who acknowledges under penalty of perjury that this Certificate of Amendment and Restatement is the act and deed of the Corporation and that the facts stated therein are true.

ENVIRONMENTAL DEFENSE ACTION FUND

By: Elizabeth B. Thompson
Name: Elizabeth B. Thompson
Title: President

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
CERTIFICATE OF INCORPORATION
OF
ENVIRONMENTAL DEFENSE ACTION FUND

EXHIBIT A

SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Article I. Name

The name of the Corporation is Environmental Defense Action Fund (the "Corporation").

Article II. Registered Office and Agent

The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Willington, New Castle County, Delaware 19801. The name of the Corporation's registered agent at such address is The Corporation Trust Company.

Article III. Purpose

- A. The Corporation is a nonprofit organization organized and operated exclusively for social welfare purposes within the meaning of the section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). All references to the sections of the Code include the corresponding provision of any subsequent federal tax law. More specifically the purposes for which the Corporation is formed are to protect the environment through advocating stronger environmental laws.
- B. As a means of accomplishing the foregoing purposes, the Corporation shall have all the powers granted to the corporation under the General Corporation Law of Delaware and the power to do all things necessary, proper, and consistent with maintaining its tax-exempt status under section 501(c)(4) of the Code.
- C. No part of the net earnings of the Corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust, or corporation having a personal or private interest in the Corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of the Corporation shall be limited to reasonable amounts.
- D. Notwithstanding any other provisions of this Certificate, the Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under section 501(c)(4) of the Code.
- E. The Corporation may engage in limited activities that would be deemed a political expenditure regarding an election campaign for public office within the meaning of Section 4955(d) of the Code, provided, however, that such activities shall not become the Corporation's primary activity or purpose. The Corporation shall not use any funds received from a Section 501(c) (3) organization for any such political expenditures.

ARTICLE IV. STOCK

The Corporation is not organized for profit and shall not have authority to issue capital stock.

ARTICLE V. MEMBERS

- A. The Corporation has two classes of members.
- B. The conditions of membership of each class are set out in the Corporation's bylaws.

ARTICLE VI. AUTHORITY AND POWERS OF DIRECTORS

- A. The affairs and business of the Corporation are to be managed and conducted by the directors of the Corporation.
- B. The qualifications, election, number, tenure, powers, and duties of the directors of the Corporation are as set out in the Bylaws.
- C. The directors have the power to adopt, amend, or repeal the Bylaws.

ARTICLE VII. DURATION

The duration of the existence of the Corporation is perpetual.

ARTICLE VIII. DIRECTOR LIABILITY

- A. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that this provision shall not eliminate or limit the liability of a director for: (1) any breach of a director's duty of loyalty to the Corporation, (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (3) any transaction from which the director involved derived an improper personal benefit, or (4) any instance where such relief from liability is inconsistent with any provision of the Code applicable to corporations described in section 501(c)(4) of the Code.
- B. If the Delaware General Corporation Law hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation of personal liability provided herein, shall be limited to the fullest extent permitted by the Delaware General Corporation Law, as amended, that is not inconsistent with these Articles.

ARTICLE IX. DISSOLUTION

In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law, the Board of Directors of the Corporation shall, except as may be otherwise provided by law, transfer all of the assets of the Corporation in such manner as the directors, in the exercise of their discretion, may be a majority vote determine; provided, however, that any such distribution of assets shall be calculated to carry out the objects and purposes of the Corporation; and, provided further, that all such distributions must be to one or more organizations that are exempt from tax as organizations described in section 501(c)(3) or (4) of the Code.



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:

Nellie M. Gorbea
Secretary of State

