

ARTICLES OF INCORPORATION

OF

NATIONAL ASSOCIATION OF ENVIRONMENTAL PROFESSIONALS, INC.

To: The Recorder of Deeds, D. C.
Washington, D. C.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-Profit Corporation Act:

FIRST: The name of the corporation is National Association of Environmental Professionals, Inc.

SECOND: The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to form and operate an interdisciplinary professional society of persons engaged in environmental management and assessment, and committed to improve the ethics and standards for evaluating, reporting, and reviewing possible impacts of proposed actions upon the socio-economic and natural environment, including costs, risks, and benefits of such actions; to advance and foster the goal of objectivity in determining and reporting impacts of proposed significant actions by the public and/or private sector of the United States; to advance the state of the art of preparation, processing, and review of environmental documents; to promote and advance the education and understanding of all persons toward the mutually interdependent relationship of people and their environment.

(b) The general purposes and powers are to have and to exercise all rights and powers conferred on non-profit corporations under the laws of the District of Columbia, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary educational and scientific purposes of this corporation.

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BY: *[Signature]*

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

FOURTH: The Association shall be composed of members and shall have no authority to issue stock.

FIFTH: The corporation is to be divided into four (4) classes of members. The designation of each class of members, the qualifications and rights of the members of each class and conferring, limiting, or denying the right to vote are as follows:

(a) General - Membership shall be limited to those whose usual profession includes preparing, processing, reviewing or evaluating environmental impact assessment documents or procedures, or studies comprising the environmental impact assessment documents, or engaged in education or research related to the process of environmental assessment, provided only that a member shall adhere to the Code of Ethical Practice of the Association, there being no barrier to membership on account of race, sex, creed or national origin. General members shall be entitled to one vote each on all matters before the Association.

(b) Institutional - Corporations, partnerships, agencies of federal, state or local government and other entities shall be eligible for institutional membership. Institutional members shall have no voting rights.

(c) Associate - Persons interested in supporting and advancing the goals and purposes of the Association but who are not eligible for or do not elect general membership. Associate members shall have no voting rights.

(d) Student - Persons who are full time students and are interested in the field of environmental assessment. Student members shall have no voting rights.

SIXTH: The manner of election or appointment of directors shall be provided in the bylaws.

SEVENTH: The property of this corporation is irrevocably dedicated to educational and scientific purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private individual. The affairs of the Association shall be conducted by the Executive Director who shall be elected by the Board of Directors. The Executive Director is authorized to take all steps necessary to conduct the day-to-day affairs of the Association, including the leasing of office space and hiring such personnel as the Executive Director deems appropriate to the fulfillment of the corporate purposes. ✓

Upon the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for educational and scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. ✓

EIGHTH: The address of the initial registered office is 1535 Foxhall Road, N.W., Washington, D. C. 20007, and the name of the initial registered agent at such address is Charles A. Mason, III.

NINTH: The number of directors constituting the initial Board of Directors is seven and the names and addresses of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|---|
| Carol Benson | 7426 Hampden Lane Bethesda, Md. 20014 |
| John Enyart | 11200 Whisperwood Lane Rockville, Md. 20852 |
| Francis D. O'Brien | 860 Harvard Drive Palatine, Ill. 60067 |
| Dr. Lillian Stone | 2111 Jeff-Davis Hwy., #210-S Arlington, Va. 22202 |
| Robert P. Thurber | 6518 Millwood Road Bethesda, Md. 20034 |
| Paul E. Zigman | Environmental Science Associ Foster City, California |
| Charles F. Zirzow | 9131 Maywood Lane Fairfax, Virginia 22030 |

TENTH: The name and address of each incorporator is:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------------|--|
| Carol Benson | 7426 Hampden Lane Bethesda, Md. 20014 |
| Robert L. Ackerly | 7426 Hampden Lane Bethesda, Md. 20014 |
| Charles A. O'Connor, III | 1535 Foxhall Road, N.W. Washington, D. C. 20007 |

Carol Benson
Robert L. Ackerly
Charles A. O'Connor
 Incorporators

District of Columbia } SS

I, Laura A. Lytle, a Notary Public, hereby certify that on the 11th day of July, 1975, personally appeared before me Carol Benson, Robert L. Ackerly and Charles A. O'Connor III, who signed the foregoing document as incorporators, and that the statements therein contained are true.

Laura A. Lytle
 Notary Public