

R.12-03-014
Friends of the Earth
Notice of Intent to Claim Intervenor Compensation

Attachment 3

**Articles of Incorporation of
Friends of the Earth**

and

Proof of Merger

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of MERGER is hereby issued to

FRIENDS OF THE EARTH FOUNDATION, INC. (N.Y.), THE OCEANIC SOCIETY (CALIF.)

MERGED INTO:

ENVIRONMENTAL POLICY INSTITUTE, INC. (D.C.) (CHANGED TO)
FRIENDS OF THE EARTH (CORRECTED CERTIFICATE)

as of MARCH 30TH, 1990.

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration

Ruby Coston - White
Ruby Coston - White
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION



THIS IS TO CERTIFY that the pages attached hereto constitute a full, true and complete copy of:

CERTIFICATE AND ARTICLES OF INCORPORATION OF ENVIRONMENTAL POLICY INSTITUTE, INC., AS RECEIVED AND FILED AUGUST 1, 1974.


as the same appears of record in this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this office to be affixed, this the 27th day of October, 1989.

Donald G. Murray
Director

Henry C. Lee, III
Administrator

Assistant


VANDY L. JAMISON, JR.
Superintendent of Corporations
Corporations Division *mpd*

Government of the District of Columbia
Marion Barry, Jr., Mayor

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

741827

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia
Non-profit Corporation Act have been complied with and ACCORD-
INGLY this Certificate of Incorporation

is hereby issued to the ENVIRONMENTAL POLICY INSTITUTE, INC.

as of the date hereinafter mentioned.

Date August 1, 1974

PETER S. RIDLEY,
Recorder of Deeds, D. C.

David H. Cole

David H. Cole
Acting Superintendent of Corporations

ARTICLES OF INCORPORATION

OF

ENVIRONMENTAL POLICY INSTITUTE, INC.

FILING FEE ~~10.00~~ 10.00
INDEXING FEE ~~2.00~~ 2.00

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

We, the undersigned natural persons of the age of twenty-one 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, and to S 501(c)(3) of the Internal Revenue Code of 1954.

I. NAME

The name of the Corporation is Environmental Policy Institute, Inc.

II. DURATION

The duration of the Corporation shall be perpetual.

III. PURPOSES

A. The Corporation is organized exclusively for the promotion of social welfare, to ease the burdens of government and to combat community deterioration, more specifically the following:

1. To promote, encourage and foster the common good and general welfare of the people of the United States through bringing about civic betterments and social improvements.
2. To promote, encourage and foster charitable activity as defined within S 501(c)(3) of the 1954 Internal Revenue Code

8/1 11 52 a.m. 1974

FILED

AUG 1 1974

BY: *DHC*

and the rules and regulations promulgated therefrom, more specifically, as described in Regulation 1.501(c)(3)-(d)(2) in that the Corporation intends to "combat community deterioration" and aid in the "relief of the poor and distressed," and work for the "advancement of education and science" by specifically engaging in programs to reduce the cost and waste of energy and energy resources and fuels, to combat and eliminate water pollution and air pollution and the ill health resulting from water pollution and air pollution, and to promote the wise management of natural resources for the betterment of mankind.

3. To stimulate, promote, foster, encourage and conduct the scientific, technical, economic, and social research and analyses of the consequences of the conservation, preservation, and development of natural resources, and of the production, distribution, and use of energy and energy resources, fuels, and systems.

4. To promote, encourage and foster the establishment of organizations of professional persons (including scientists, engineers, attorneys, economists and others) working in the public interest, as such organizations have come to be defined within the meaning of S 501(c)(3) of the Internal Revenue Code of 1954 and the rules and regulations promulgated thereunder, to aid users of energy, and all citizens whose economic well being and personal health are improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

5. To promote, encourage and foster charitable, educational or scientific activity having purposes consonant with those of the Corporation.

6. To accept, hold, invest, reinvest, and administer any gifts, legacies, bequests, devises, funds and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to, the foregoing purposes of the Corporation.

7. To do any and all lawful acts and things which may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation.

B. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth herein.

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

D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any

future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

E. The Corporation shall do everything within its power to establish itself as a "Public Foundation" within the meaning of the Internal Revenue Code of 1954, and the rules and regulations promulgated thereunder; more specifically, within sections 509(a)(1), (2) and (3) of said Code. However, for any period of time in which the Corporation may be a "Private Foundation" within the meaning of said Code, and the rules and regulations promulgated thereunder, the following rules shall be applicable:

1. Its income for each taxable year shall be distributed at such time and in such manner as not to subject the Corporation to tax under section 4942 of said Code; and

2. The Corporation shall not engage in any act of self-dealing (as defined in section 4141(d) of said Code), retain any excess business holdings (as defined in section 4945(c)), make any investments in such manner as to subject the Corporation to tax under section 4944, or make any taxable expenditures (as defined in section 4945(d)).

IV. MEMBERS

There shall be no members of the Corporation, except as provided in the Bylaws of the Corporation.

V. BOARD OF DIRECTORS

The manner of election of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

VI. REGULATIONS OF INTERNAL AFFAIRS

A. The affairs of the Corporation shall be managed by the Board of Directors. The Board of Directors may elect or appoint persons to act in an advisory or honorary capacity in any manner provided for in the Bylaws.

B. The initial Bylaws shall be adopted by the Board of Directors, which may alter, amend or repeal the Bylaws or adopt new Bylaws.

C. In the event of the dissolution or final liquidation of the Corporation:

1. None of the property of the Corporation nor any proceeds thereof shall be distributed to or divided among any of the Directors of the Corporation or inure to the benefit of any individual.

2. After all liabilities and obligations of the Corporation have been paid, satisfied and discharged, or adequate provisions made therefor, all remaining property and assets of the Corporation shall be distributed to one or more organizations designated (i) pursuant to a plan of distribution adopted as provided for in the District of Columbia Non-profit Corporation Act or (ii) if there be no appropriate plan of distribution, as a court may direct; provided, however, that:

(a) Such property shall be distributed only to such organizations which shall comply with all of the following conditions:

(1) Such organization shall be organized and operated exclusively for charitable or educational purposes, (2) transfers of property to such organization shall, to the extent then permitted under the statutes of the United States, be exempt from Federal gift, succession, inheritance, estate or death taxes (by whatever name called), (3) such organization shall be exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and (4) if such organization is exempt from Federal income taxes by reason of Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), contributions to such organization shall be deductible by reason of Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

(b) Preference shall be given in such distribution to organizations of professional persons (including scientists, engineers, lawyers, economists and others) working in the public interest to aid users of energy, and all citizens whose economic well being and personal health are improved by the elimination of the waste of energy and elimination of air pollution and water pollution and other forms of destruction, degradation, and depletion of natural resources.

D. The private property of the Directors or Officers of the Corporation shall not be subject to payment of corporate debts to any extent whatever.

VII. REGISTERED OFFICE AND REGISTERED AGENT

A. The address of the Corporation's initial registered office is: 324 C Street, S.E., Washington, D.C. 20003.

B. The Corporation's initial registered agent at such address is Joe Browder, who resides in the District of Columbia and is a Director of the Corporation.

VIII. INITIAL COMPOSITION OF BOARD OF DIRECTORS

A. The number of Directors constituting the initial Board of Directors is three. The number of directors may be increased or decreased from time to time by amendment to the Bylaws, but shall in no event be less than three.

B. The names and addresses of the persons who are to serve as the initial Directors until their successors be elected and qualify are:

Joe B. Browder

819 Independence Avenue, S.E.
Washington, D.C.

Wilson Clark

2827 28th Street, N.W.
Washington, D.C.

David Zwick

2801 Adams Mill Road, N.W.
Washington, D.C.

IX. INCORPORATORS

A. The names and addresses, including street and number of each incorporator are:

Name:	Address:
Joe B. Browder <i>Joe B. Browder</i>	819 Independence Avenue, S.E. Washington, D.C.
Martha Lhamon <i>Martha Lhamon</i>	4335 River Road, N.W. Washington, D.C.
William Painter <i>William Painter</i>	209 9th Street, S.E. Washington, D.C.

Dated: June 28, 1974

DISTRICT OF COLUMBIA) ss.:

I, Francis A. Schroeder, a Notary Public, hereby certify that on the 28th day of June, 1974, personally appeared before me Joe B. Browder, Martha Lhamon, and William Painter

who signed the foregoing document as incorporators, and swore that the statements therein contained are true.

Francis A. Schroeder
Notary Public

My Commission Expires February 14, 1977

NOTARY PUBLIC