

**ARTICLES OF INCORPORATION**  
**OF**  
**PROTECT THE ENVIRONMENT NOW, INC.**

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We, the undersigned natural persons, of the age of twenty-one years or more, acting as incorporators of a corporation pursuant to the NONPROFIT CORPORATION ACT (D.C. Code, 2001 Ed., Title 29, Chapter 5), do adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of this corporation is PROTECT THE ENVIRONMENT NOW, INC.

**ARTICLE 2. DURATION**

The period of duration for this corporation shall be perpetual or until such time as the Board of Directors shall adopt a resolution recommending that the corporation be dissolved pursuant to the District of Columbia Nonprofit Corporation Act.

**ARTICLE 3. PURPOSES**

The purposes for which the corporation is organized are to promote social welfare within the meaning of section 501(c)(4) of the Internal Revenue Code, including but not limited to: (1) developing and advocating for legislation, regulations, and government programs to improve the environment, protect natural resources, and stimulate the economy and (2) conducting research and publicizing the positions of elected officials concerning these issues.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any member of the Board of Directors or any other individual except that this corporation may make payments of reasonable compensation for services rendered.

The corporation shall not participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office to an extent that would disqualify it from tax exemption under section 501(c)(4) of the Internal Revenue Code. The corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.

Notwithstanding any provision of these Articles of Incorporation, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under section 501(c)(4) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

#### ARTICLE 4. MEMBERS

This corporation shall have one class of members as provided in the Bylaws and pursuant to the District of Columbia Nonprofit Corporation Act.

#### ARTICLE 5. STOCK

This corporation shall not have authority to issue capital stock.

#### ARTICLE 6. REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is 1666 Connecticut Avenue, N.W., Suite 500, Washington, D.C. 20009, and the name of its initial registered agent at such address is \_\_\_\_\_, residing in the District of Columbia.

#### ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION

This corporation reserves the right to amend or repeal, by the affirmative vote of a majority of the members of its Board of Directors, any of the provisions contained in these Articles of Incorporation.

#### ARTICLE 8. FUNDS AND ASSETS

This corporation shall use its funds only to accomplish the purposes stated in these Articles of Incorporation. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the organization, the remaining assets shall be distributed to, and only to, one or more charitable or social welfare organizations.

#### ARTICLE 9. DIRECTORS

The manner in which Directors shall be elected or appointed shall be provided in the By-Laws of the corporation. The names and addresses of the persons who are to serve as initial Directors until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Stanley Dunbar	1801 Connecticut Avenue, NW Washington, DC 20036
Robin Jennings	88 Seventh Avenue New York, NY
Marcia A. Tenser	7115 Shepherd St. Alexandria, VA 22037

#### ARTICLE 10. INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
B. Holly Schadler	1666 Connecticut Avenue, N.W. Suite 500 Washington, D.C. 20009
Michael B. Trister	1666 Connecticut Avenue, N.W. Suite 500 Washington, D.C. 20009
Allen H. Mattison	1666 Connecticut Avenue, N.W. Suite 500 Washington, D.C. 20009

#### ARTICLE 11. BY-LAWS

The Board of Directors shall have the power to adopt, amend or repeal the By-Laws of this corporation. The By-Laws shall govern the operation of this corporation unless any By-Law conflicts with these Articles of Incorporation, in which case the Articles of Incorporation shall be controlling.

I, \_\_\_\_\_, a Notary Public, hereby certify that on the \_\_\_\_\_ day of \_\_\_\_\_, 2008:

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B. Holly Schadler

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Michael B. Trister

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Allen H. Mattison

appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

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Notary Public