

**ARTICLES OF INCORPORATION  
OF  
PROTECT THE ENVIRONMENT NOW EDUCATION FUND\***

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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, 1981 Ed., Title 29, Chapter 3), do adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of this corporation is Protect the Environment Now Education Fund.

**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**

This corporation is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

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.

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\* NOTE ON SAMPLE: In an actual Form 1023 application, this document would be an exact copy of what is on file with the state of incorporation and would show certification of filing, i.e., it would show evidence of the date it was filed and approved by the appropriate state authority. If a copy showing such certification evidence is not available, you may submit a substitute copy that is accompanied by a declaration signed by an authorized officer. (See Instructions for Form 1023 for more information.)  
ALSO: This document should include copies of any amendments to these articles, again showing state filing certification.

This corporation is organized primarily for the following purposes:

To conduct and distribute research, studies, and analysis relating to environmental and economic issues; and

To develop policy solutions and proposals to address environmental problems, including, but not limited to, air and water pollution, toxic waste generation and disposal, pesticide and herbicide use, workplace hazards, and soil degradation.

The activities of this corporation shall not include direct or indirect participation or intervention in political campaigns on behalf of or in opposition to any candidate for public office. Nor is the primary activity of this corporation the operation of a social club for the benefit, pleasure, or recreation of its members. This corporation shall not carry on a business with the general public in a manner similar to organizations which are operated for profit. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation.

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)(3) 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 no members until and unless such time as the Board of Directors shall adopt a resolution recommending that the corporation accept members, pursuant to the District of Columbia Nonprofit Corporation Act. Upon the decision of the Board of Directors that the corporation admit members, these Articles must be amended.

#### 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 800 Vale Street, S.E., Washington, D.C. 20018, and the name of its initial registered agent at such address is Sheila Cummings, 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 a non-profit fund, foundation, or corporation which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

**ARTICLE 9. DIRECTORS\***

The manner in which Directors shall be elected or appointed shall be provided in the Bylaws 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 A. 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

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\* NOTE ON SAMPLE: Not all states require that Directors be listed in the Articles of Incorporation. Remember to check your state of incorporation's laws when setting up your Articles.

ARTICLE 10. INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Sheila Cummings

800 Vale Street, NE  
Washington, DC 20018

ARTICLE 11. BYLAWS

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

Signed: \_\_\_\_\_  
Sheila Cummings

Date: January 1, 2006

I, \_\_\_\_\_, a Notary Public, hereby certify that on the \_\_\_\_ day of \_\_\_\_\_, 2006, Sheila Cummings appeared before me and signed the foregoing document as incorporator, and has averred that the statements therein contained are true.

\_\_\_\_\_  
Notary Public