

State of California



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

JAN 15 2005



Kevin Shelley
Secretary of State

2716109

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION
U.S. Green Building Council - San Diego Chapter

JAN - 4 2005

KEVIN SHELLEY
Secretary of State

Article I.

The name of this corporation is: **U.S. Green Building Council - San Diego Chapter**

Article II.

A. This Corporation is a nonprofit PUBLIC BENEFIT CORPORATION and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for:

public purposes

charitable purposes

OR **public and charitable purposes.**

B. The specific purpose of this corporation is to: To provide education, information exchange, programs and events to promote buildings that are environmentally responsible, profitable and healthy places to live and work.

Article III.

The name in the State of California of this corporations initial agent for service of process is:

Name: Business Filings Incorporated

Article IV.

This corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3), Internal Revenue Code, including, for such purposes, the making of distributions to corporations that qualify as exempt corporations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Notwithstanding any other provisions of these articles, this corporation shall not carry on any activities not permitted to be carried on by a corporation 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.

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.

Article V.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c) (3), Internal Revenue Code.

Business Filings Incorporated, Incorporator

January 3, 2005


By: Mark Schiff, AVP

U.S. Green Building Council - San Diego Chapter

ACTION OF SOLE INCORPORATOR
OF
U.S. Green Building Council - San Diego Chapter

The undersigned, being the sole incorporator of U.S. Green Building Council - San Diego Chapter, a California Corporation, (the "Corporation"), does hereby approve and adopt the following resolutions:

Adoption of Bylaws

RESOLVED, that the Bylaws of the Corporation have been adopted.

Election of Directors

RESOLVED, that the following persons are hereby elected as the directors of the Corporation to serve until the first annual meeting of the directors or until their successors are duly elected and qualified:

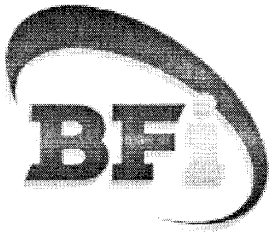
Andrew George, 1633 Diamond Street #20, San Diego, California 92109
Robert Noble, 9601 Ridgehaven Court, Suite 120, San Diego, California 92123
David Gal, 9601 Ridgehaven Court, Suite 120, San Diego, California 92123

The undersigned, upon completion of this Action of Incorporator, shall have no further responsibilities or obligations to the Corporation in his capacity as sole incorporator.

Dated:



Business Filings Incorporated, Incorporator
Mark Schiff, Assistant Vice-President

**Business Filings Incorporated**

8025 Excelsior Dr, Suite 200
Madison, WI 53717
Phone (608) 827-5300
Fax (608) 827-5501

566878

12/28/04

Shipping Address:

U.S. Green Building Council - San Diego Chapter
Andrew George
1633 Diamond Street #20
San Diego California, 92109
United States

Company Legal Address:

U.S. Green Building Council - San Diego Chapter
Andrew George
9601 Ridgehaven Court, Suite 120
San Diego California, 92123
United States

Discount	Order discount	(S35.00)	1	(S35.00)
Newsletter	Free Newsletter "Best of Business Ideas"	\$0.00	1	\$0.00
RA6Free	Registered Agent Service (includes BizComply Online Complianc	\$0.00	1	\$0.00
BookNonprofit	Book: Managing a Nonprofit: How to Write Winning Grant Pro	\$25.00	1	\$25.00
NameCheck	Name Check	\$25.00	1	\$25.00
Taxsrvc	Tax Id (SS-4) Form Preparation	\$25.00	1	\$25.00
Expedited	Expedited Order	\$60.00	1	\$60.00
CorpKitNonProfit	Corporate Kit and Seal	\$80.00	1	\$80.00
FormNonProfit-CA	California Formation of NonProfit Corporation	\$205.00	1	\$205.00
Total				\$385.00
Payments				\$385.00
Balance Due				\$0.00