

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

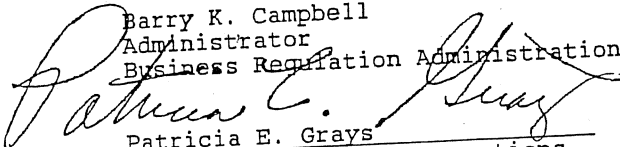


CERTIFICATE

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 INCORPORATION is hereby issued to
J.S. GREEN BUILDING COUNCIL, INC.

is of APRIL 6TH , 1993 .

Joan Parrott-Fonseca
Director

Barry K. Campbell
Administrator
Business Regulation Administration

Patricia E. Grays
Assistant Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

ARTICLES OF INCORPORATION

U.S. GREEN BUILDING COUNCIL, INC.

FILED
APR - 6 1992
BY: [Signature]

To: The Department of Consumer and Regulatory Affairs
Washington, D.C. 20001-2782

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under Title 29, Chapter 5 of the Code of Laws of the District of Columbia, adopt the following Articles of Incorporation for such Nonprofit Corporation:

FIRST: The name of the corporation is U.S. Green Building Council, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

To stimulate the creation of American Society of Testing Materials ("ASTM") national "green building" specifications; develop and implement a strategy to incorporate the specifications into state and local building codes; collaborate with international "green building" organizations; participate in ASTM "green building" performance standard balloting; initiate and promote the development of "green building" demonstration programs, including commercial, residential, planned communities, etc.; stimulate "green building" research at the Environmental Protection Agency, the Department of Energy, and other federal and state agencies; assist in the development of "green building" environmentally based products, which are appropriate for demonstration programs and the building marketplace; evaluate and disseminate the benefits of "green buildings"; disseminate information via advisory board seminars, articles and demonstrations; initiate other "green building" activities as appropriate; levy fees and assessments upon the membership; and do any and all other acts consistent with and in furtherance of the objects and purposes stated herein.

FOURTH: The corporation shall have three classes of members, Members, Associate Members and Honorary Members. The qualifications and rights of such members shall be set forth in the bylaws of the Corporation. Members and Associate Members shall have the right to vote on each matter submitted to a vote of the Members or Associate Members. Honorary Members shall have no right to vote.

FIFTH: The manner in which directors shall be elected or appointed shall be as provided in the Bylaws. The directors shall manage the affairs of the Corporation.

SIXTH: The initial registered office shall be at 1615 L Street, N.W., Suite 1200, Washington, D.C. 20036, and the initial registered agent shall be Potomac Process Agents, Inc.

SEVENTH: The number of directors constituting the initial Board of Directors is three (3) and the names and addresses, including street and number of persons who are to serve

as the initial directors until the first annual meeting or until their successors are elected and qualified are:

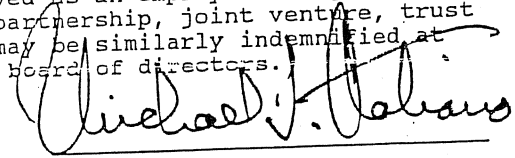
<u>Name</u>	<u>Address</u>
Michael L. Italiano	Bell, Boyd & Lloyd 1615 L Street N.W. Suite 1200 Washington, D.C. 20036
Michelle Wipfler	4707 Connecticut Ave. N.W. Apt. 605 Washington, D.C. 20008
David A. Gottfried	Progressive Technology Group 901 Battery Street Suite 201 San Francisco, CA 94111

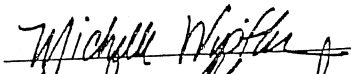
Provisions for the distribution of assets upon dissolution or final liquidation of the Corporation are set forth in the Bylaws

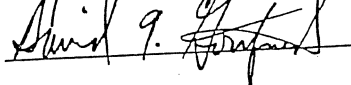
EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael L. Italiano	Bell, Boyd & Lloyd 1615 L Street N.W. Suite 1200 Washington, D.C. 20036
Michelle Wipfler	4707 Connecticut Ave. N.W. Apt. 605 Washington, D.C. 20008
David A. Gottfried	Progressive Technology Group 901 Battery Street Suite 201 San Francisco, CA 94111

NINTH: Each person who is or was a director or officer of the corporation or a subsidiary of the corporation and each person who serves or served at the request of the corporation as a director or officer (or equivalent) of another corporation, or other enterprise (and the heirs, executors, administrators and estates of any such persons), shall be indemnified by the corporation in accordance with, and to the fullest extent authorized by, the provisions of the District of Columbia Nonprofit Corporation Act as it may from time to time be amended, except as to any action, suit or proceeding brought by or on behalf of the director or officer of the corporation without prior approval of the board of directors. Each person who is or was an employee or agent of this corporation, and each person who serves or has served as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise, may be similarly indemnified at the discretion of the board of directors.







I, JULIE ANNE WERNER, a Notary Public, hereby certify that on the 31st day of March, 1993, Michael L. Italiano and Michelle Wipfler appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Julie Anne Werner

JULIE ANNE WERNER
A Notary Public of District of Columbia
My Commission Expires March 14, 1998

I, Gerda Levy, a Notary Public, hereby certify that on the 16th day of April, 1993, David A. Gottfried appeared before me and signed the foregoing document as an incorporator, and averred that the statements therein contained are true.

Gerda Levy

USDI
1
GERDA LEVY
COMM. # 975949
NOTARY PUBLIC CALIFORNIA
SAN FRANCISCO COUNTY
My Comm. Expires October 22, 1996
USDI