

# Delaware

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*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "EPA ALUMNI ASSOCIATION", FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF AUGUST, A.D. 2008, AT 11 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

**AUTHENTICATION: 6854910**

**DATE: 09-17-08**

**State of Delaware  
Certificate of Incorporation  
of  
EPA Alumni Association**

1. **Name.** The name of the corporation is "EPA Alumni Association" (hereinafter, Corporation).
2. **Registered Office and Agent.** The Corporation's registered office in the State of Delaware is to be located at 160 Greentree Drive, Suite 101, in the City of Dover, County of Kent, Delaware 19904. The name of the registered agent at such address is National Registered Agents, Inc.
3. **Purpose.** The purpose of the Corporation is to engage solely in lawful acts for which non-stock and non-profit corporations may be organized under the General Corporation Law of Delaware. The Corporation shall be a nonprofit corporation that is organized for social and recreational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986 (Code). More specifically, the purposes for which the Corporation is formed are:
  - a. To locate and communicate with former employees of U.S. Environmental Protection Agency (EPA), an agency of the U.S. government, and promote socializing and recreation among these alumni.
  - b. To produce a directory of current contact information for former employees of EPA for the benefit of the members of the association in contacting these former employees.
  - c. To facilitate communication, association, and collaboration among its members.
  - d. To facilitate discussion of current and past topics of interest among members.
  - e. To educate members through accessing and mobilizing the intellectual capital and experience of members.
  - f. To recognize the life-long or career-achievements of outstanding EPA civil servants for their commitment to service to their country.
  - g. To publish and otherwise disseminate materials to members derived from the foregoing and related activities.
  - h. To solicit, 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.
  - i. To exercise all the powers of corporations formed under the General Corporation Law of Delaware, which are necessary or convenient in order to accomplish the foregoing purposes, including but not limited to the power to accept donations of money, property, whether real or personal, or any interest therein, wherever situated, or any other thing of value.
  - j. To engage in any lawful act or activity necessary or appropriate to the attainment of the foregoing purposes; provided, however, that

notwithstanding any provision of these Articles or any other provisions of law, the Corporation shall not have the power to carry on any activities that would cause it to fail to qualify, or fail to continue to qualify, as an organization exempt from federal income tax under Section 501(c)(7) of the Code.

**4. Prohibited Activities.** Among the prohibited activities for the Corporation are the following.

- a. The Corporation shall not carry on any activities not permitted by a corporation exempt from federal income tax under Section 501(c)(7) of the Code or the corresponding sections of state tax laws where the Corporation transacts business. No amendment of the by-laws shall authorize the Corporation to conduct its affairs in any manner or for any purpose contrary to the foregoing sentence.
- b. The Corporation shall not engage in any activities that are unlawful under the laws of the United States, Delaware, or any other jurisdiction where any of its activities are carried on.
- c. The Corporation shall never be operated for the primary purpose of carrying on a trade or business for profit.
- d. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that would pose a substantial risk of causing the Corporation to lose its federal or state income tax exemption.
- e. The Corporation shall not be authorized to issue capital stock

**5. Duration.** The period of duration of the Corporation is perpetual and the Corporation may be terminated only as set forth in the by-laws of the Corporation.

**6. Membership.** The Corporation will have regular members who will have voting authority to elect members of the Board of Directors. The Corporation will also have associate members who will not have voting authority within the Corporation. Other conditions of membership shall be stated in the by-laws of the Corporation.

**7. Incorporators.**

- a. The names and mailing addresses of the incorporators are:

<u>Name</u>	<u>Mailing Address</u>
Charles L. Elkins	4505 Lowell Street NW Washington, D.C. 20016
Leonard A. Miller	701 8th Street NW, Suite 410 Washington, DC 20001

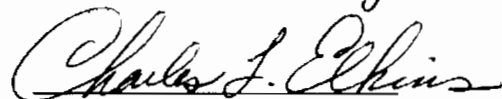
- b. The incorporators are to serve as co-directors until their successors are elected and qualify as provided in the by-laws.
8. **Board of Directors.** The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers, and duties of the members of the Board of Directors shall be as provided in the by-laws.
9. **Conduct and Finances.** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers or other private person, 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 set forth herein.
10. **Liquidation.** In the event of the liquidation, dissolution, or winding up of the affairs of the Corporation, whether voluntary, involuntary, or by operation of law the property or other net assets of the Corporation, or any net proceeds thereof, shall be distributed as decided by the Board of Directors or the members to other non-profit corporations that are exempt from federal income taxation under Section 501(c)(3) or Section 501(c)(7) of the Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located (a) to further the purposes of the Corporation; (b) to further the purposes of Section 501(c)(3) or Section 501(c)(7) of the Code; or (c) to organization(s) that serve the purposes of Section 501(c)(7) of the Code. No member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any corporate asset on dissolution of the Corporation.
11. **Indemnification.** As more fully provided in the by-laws and to the fullest extent permitted by the General Corporation Law of the State of Delaware, the Corporation may from time to time indemnify any person who is or was a director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation and any other person who it shall have the power to indemnify, from and against any and all expenses, liabilities or other matters.
12. **Director Liability.** To the fullest extent permitted by the General Corporation Law of the State of Delaware, a director of the Corporation shall not be liable to the Corporation for monetary damages for breach of fiduciary duty as a director.
13. **Amendment.**
  - a. The Corporation reserves the right to amend, alter, change or repeal any provision of this Certificate of Incorporation in compliance with 501(c)(7) of the Code and all other applicable laws. Any amendment, alteration, change or repeal that reduces or limits the indemnification and liability limitation in this Certificate of Incorporation shall apply prospectively only.

- b. The Board of Directors may make, alter or repeal the by-laws of the Corporation, subject only to such limitations, if any, as may from time to time be imposed by the by-laws.

**14. Future laws.** All references contained in this Certificate of Incorporation to the Internal Revenue Code of 1986 or to the "Code" shall refer to the Internal Revenue Code of 1986 and the regulations established pursuant to them as they now exist or as they may hereafter be amended. References to the Delaware General Corporation Law and regulations established pursuant to it shall refer to them as they now exist or as they may hereafter be amended.

**15. Private Property.** The private property of the officers and directors of the Corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and have accordingly set our hands this 25<sup>th</sup> day of August, A.D. 2008.

  
Charles L. Elkins

  
Leonard A. Miller