

ARTICLES OF INCORPORATION FOR
U.S. GREEN BUILDING COUNCIL,
CENTRAL TEXAS-BALCONES CHAPTER
A NONPROFIT CORPORATION

We, the undersigned natural person over the age of eighteen (18) acting as incorporator, adopt the following Articles of Incorporation of U.S. Green Building Council, Central Texas-Balcones Chapter (referred to as the "Corporation") under the Texas Nonprofit Corporation Act (referred to as the "Act"):

ARTICLE I
NAME

The name of the Corporation is the **U.S. Green Building Council, Central Texas-Balcones Chapter**.

ARTICLE II
NONPROFIT CORPORATION

The Corporation is a Texas Nonprofit corporation.

No part of the property or net earnings of the Corporation shall inure to the benefit of any director of the Corporation, officer of the Corporation, or any private individual. No director or officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be devoted to attempting to influence legislation by propaganda or otherwise. The Corporation shall neither directly nor indirectly participate in, or intervene in (including the publication or distribution of statements) any political campaign for any purpose.

It is intended that the Corporation be exempt from Federal income taxation under Section 501(c) of the Internal Revenue Code, as an organization described in Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Therefore, these Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE III
DURATION

The Corporation shall continue in perpetuity.

ARTICLE IV PURPOSES

The Corporation is organized to accomplish the following purposes:

1. To perform charitable and educational activities within the meaning of Internal Revenue Code Section 501(c)(3) and Texas Tax Code Section 11.18(a)(1);
2. Activities will include, but not be limited to promoting buildings that are environmentally responsible, profitable and healthy places in which to work and live. The Corporation will follow the national consensus for producing a new generation of high performance buildings. Members will work together to develop the LEED standard tool for products, resources, and policy guidelines. Members will also forge strategic alliances within the community to help transform the built environment; and.
3. To transact any or all lawful business for which the Corporation may be incorporated under the Texas Nonprofit Corporation Act.

ARTICLE V POWERS

Except as otherwise provided in these Articles of Incorporation, the Corporation shall have all of the powers provided in the Act.

ARTICLE VI MEMBERS

The Corporation shall have one class of members, all of whom must be in good standing with the U.S. Green Building Council. To qualify to be a member, the applicant must complete an application form provided by the Corporation. Upon qualifying to be a member, the Corporation will issue a card evidencing the members voting rights and membership rights.

The members of the Corporation are not personally liable for a debt, liability or obligation of the Corporation.

ARTICLE VII INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 219 East Houston Street, Suite 350, San Antonio, Texas 78205-1856; and, the name of the initial registered agent at such address is Heather Dalton.

**ARTICLE VIII
BOARD OF DIRECTORS**

The qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors shall be provided in the bylaws. The number of directors constituting the initial interim Board of Directors of the Corporation is nine (9), and the names and addresses of the persons who are to serve as the initial interim directors are:

<u>Name of Directors</u>	<u>Street Address</u>
Claire Balfour	3608 Rip Ford Drive Austin, TX 78732
Martin Barrera	3714 Robinson Avenue Austin, TX 78722
Heather Dalton	219 East Houston Street, Suite 350 San Antonio, Texas 78205-1856
Rebecca Doll	521 Brock Hollow Johnson City, TX 78636
Jim Estes	305 Rose Street Fredericksburg, TX 78624
R.R. Grant	207 Devine Street San Antonio, TX 78210
Robert Harris	311 Third Street, Suite 200 San Antonio, TX 78205
Katie Jensen	3007 Glen Rae Street Austin, TX 78702
Kathleen Zarsky	2305 Donley Dr, Ste. 106 Austin, TX 78758

<u>Name of Incorporator</u>	<u>Street Address</u>
Heather Dalton	219 East Houston Street, Suite 350 San Antonio, Texas 78205-1856

**ARTICLE IX
MEETINGS BY REMOTE COMMUNICATION TECHNOLOGY**

Subject to the provisions of Section 22.002 of the Texas Nonprofit Corporation Act, and these Articles of Incorporation, and Bylaws of the Corporation, a meeting of the members of the Corporation, the Board of Directors of the Corporation, or any committee designated by the Board of Directors of the Corporation may be held by means of a remote electronic communications system, including videoconferencing technology or the Internet, only if:

- (1) each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
- (2) the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant.

**ARTICLE X
DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors, after paying or making adequate provision for the payment of all liabilities and obligations of the Corporation, and after returning, transferring or conveying assets held by the Corporation upon condition requiring such return, transfer or conveyance, shall distribute any remaining assets to the U.S. Green Building Council, or to any non-profit organization whose objectives are similar to those of the Chapter and satisfies the then existing 501(c)(3) guidelines (hereinafter "Other tax-exempt entity"), pursuant to a plan of distribution adopted as provided in the Act, and such assets so distributed to the U.S. Green Building Council or Other tax-exempt entity shall only be applied, used or expended for tax exempt purposes. In the event that the U.S. Green Building Council is not in existence and/or does not meet the then existing 501(c)(3) guidelines, and the Board of Directors does not select an Other tax-exempt entity to receive the remaining assets of the Corporation, the Corporation assets will be distributed by a district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such tax-exempt purposes.

**ARTICLE XI
STOCK**

The Corporation shall have no authority to issue capital stock.

**ARTICLE XII
LIMITATION ON LIABILITY OF DIRECTORS**

A director is not liable to the Corporation or its Board for monetary damages for an act or omission in the director's capacity as director, except to the extent otherwise provided by a statute of the State of Texas.

**ARTICLE XIII
INDEMNIFICATION**

The Corporation may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or officer or other person related to the Corporation to the extent permitted by the Texas Nonprofit Corporation Act. As provided in the bylaws, the Board of Directors shall have the power to further define the requirements and limitations for the Corporation to indemnify directors, officers, or others related to the Corporation including, but not limited to, the purchase of insurance to fund such indemnity commitments as further described in the Texas Nonprofit Corporation Act.

**ARTICLE XIV
AMENDMENT OF BYLAWS**

The Board of Directors is authorized to adopt, amend or repeal the Bylaws of the Corporation.

**ARTICLE XV
AMENDMENT OF ARTICLES OF INCORPORATION**

Except as provided by Section 22.107(b) of the Texas Nonprofit Corporation Act (the "Act"), the Board of Directors of the Corporation must adopt a resolution specifying the proposed amendment to the Articles of Incorporation and directing that the amendment be submitted to a vote at an annual or special meeting of the regular members having voting rights.

Written notice containing the proposed amendment or a summary of the changes to be effected by the amendment shall be given to each regular member entitled to vote at the meeting within the time and in the manner provided by the Texas Nonprofit Corporation Act for giving notice of a meeting of members.

The proposed amendment shall be adopted on receiving the vote required as follows:

Vote Required to Approve Fundamental Action

- (a) In this article, "fundamental action" means:
- (1) an amendment of these Articles of Incorporation;
 - (2) a voluntary winding up under Chapter 11;
 - (3) a revocation of a voluntary decision to wind up under Section 11.151 of the Act;
 - (4) a cancellation of an event requiring winding up under Section 11.152 of the Act;

- (5) a reinstatement under Section 11.202 of the Act;
 - (6) a distribution plan under Section 22.305 of the Act;
 - (7) a plan of merger under Subchapter F of the Act;
 - (8) a sale of all or substantially all of the assets of a corporation under Subchapter F of the Act;
 - (9) a plan of conversion under Subchapter F of the Act; or
 - (10) a plan of exchange under Subchapter F of the Act.
- (b) The vote required for approval of a fundamental action is at least two-thirds of the votes that regular members present in person or by proxy are entitled to cast at the meeting at which the action is submitted for a vote.

Procedures to Adopt Amendment to Articles of Incorporation by Board of Directors

- (a) In the case of an amendment under Subsection (b), an amendment to the Corporation's Articles of Incorporation shall be adopted at a meeting of the Board of Directors on receiving the vote of directors required by Section 22.164 of the Act.
- (b) The board of directors may, without members approval, adopt amendments to these Articles of Incorporation to:
 - (1) extend the duration of the Corporation if the Corporation was incorporated when limited duration was required by law;
 - (2) delete the names and addresses of the initial directors;
 - (3) delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state; or
 - (4) change the corporate name by:
 - (A) substituting the word "corporation," "incorporated," "company," or "limited," or the abbreviation "corp.," "inc.," or "ltd.," for a similar word or abbreviation in the name; or
 - (B) adding, deleting, or changing a geographical attribution to the name.

ARTICLE XVI MEETING OF MEMBERS

Except as otherwise provided for in the Bylaws of the Corporation, the Corporation shall hold an annual meeting of the regular members at a date, time and place that is stated in or determined in accordance with the bylaws of the Corporation.

A special meeting of the members of the Corporation may be called by:

- (1) the president;
- (2) the board of directors;
- (3) members having not less than one-tenth of the votes entitled to be cast at the meeting; or
- (4) other officers or persons as provided by these Articles of Incorporation or Bylaws of the Corporation.

Special Bylaws Affecting Notice

(a) The Corporation may not provide in its bylaws that notice of an annual or regular meeting is not required.

Preparation and Inspection of List of Voting Members

- (a) After setting a record date for the notice of a meeting, the Corporation shall prepare an alphabetical list of the names of all its voting members. The list must identify:
 - (1) the members who are entitled to notice and the members who are not entitled to notice of the meeting;
 - (2) the address of each voting member; and
 - (3) the number of votes each voting member is entitled to cast at the meeting;
- (b) Not later than the second business day after the date notice is given of a meeting for which a list was prepared in accordance with Subsection (a), and continuing through the meeting, the list of voting members must be available at the Corporation's principal office or at a reasonable place in the municipality in which the meeting will be held, as identified in the notice of the meeting, for inspection by members entitled to vote at the meeting for the purpose of communication with other members concerning the meeting.
- (c) A voting member or voting member's agent or attorney is entitled on written demand to inspect and, at the member's expense and subject to Section 22.351 of the Act, copy the list at a reasonable time during the period the list is available for inspection.
- (d) The Corporation shall make the list of voting members available at the meeting. A voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or an adjournment of the meeting.

Quorum of Members

- (a) Unless otherwise provided by these Articles of Incorporation or Bylaws, members of the Corporation holding one-tenth of the votes entitled to be cast, in person or by proxy, constitute a quorum.
- (b) The vote of the majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present is the act of the members meeting, unless the vote of a greater number is required by law, these Articles of Incorporation or Bylaws.

Voting Members

- (a) Each regular member of the Corporation is entitled to one vote on each matter submitted to a vote of the Corporation's members.
- (b) A member may vote in person or, unless otherwise provided by these Articles of Incorporation or Bylaws, by proxy executed in writing the member or the member's attorney-in-fact.
- (c) Unless otherwise provided by the proxy, a proxy is revocable and expires 11 months after the date of its execution. A proxy may not be irrevocable for longer than 11 months.
- (d) If authorized by these Articles of Incorporation or Bylaws, a member vote on any matter may be conducted by mail, by facsimile transmission, by electronic message, or by any combination of those methods.

ARTICLE XVII ELECTION OF DIRECTORS

- (a) A regular member entitled to vote at an election of directors is entitled to vote, in person or by proxy, for as many persons as there are directors to be elected and for whose election the member has a right to vote.
- (b) A regular member may not cumulate the member's vote.

Record Date for Determination of Members:

- (a) The record date for determining members of the Corporation may be set but cannot be earlier than the 60th day before the date requiring the determination of members is taken:
 - (1) members on the date of the meeting who are otherwise eligible to vote are entitled to vote at the meeting;
 - (2) members at the close of business on the business day preceding the date notice is given, or if notice is waived, at the close of business on the business day preceding the date of the meeting, are entitled to notice of a meeting of members; and
 - (3) members at the close of business on the later of the day the board of directors

adopts the resolution relating to the action or the 60th day before the date of the action are entitled to exercise any rights regarding any other lawful action.

- (b) The board of directors of the Corporation may set a new date for determining the right to notice of or to vote at any adjournment of a members' meeting. The board shall set a new date if the meeting is adjourned to a date more than 90 days after the record date for determining members entitled to notice of the original meeting.

ARTICLE XVIII PROHIBITIONS

All of the assets, property, income, revenue, and earnings of the Corporation shall be held, used, managed, devoted, expended, and applied at the discretion and judgment of the Board of Directors, subject to the Bylaws, to carry out the objectives and purposes of the Corporation. No dividend or part of the net earnings of the Corporation shall inure to the benefit of or shall be distributed to its directors or officers, or any other private person; provided, however, that the Corporation shall be authorized and empowered to make payments and distributions in furtherance of the purposes set forth in Article IV hereof; and provided that the Corporation may pay compensation in a reasonable amount to its directors, officers, or other persons, firms or corporations for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation may make distribution to its Director but only as permitted by the Act and Article X hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except as provided by Section 501(h) of the Code), and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

These Articles of Incorporation will become effective when approved by the secretary of state.

The undersigned incorporator signs these Articles of Incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

Date: August__2005.

Heather Dalton, Incorporator