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P. 02

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**ARTICLES OF AMENDMENT AND RESTATEMENT
TO
ARTICLES OF INCORPORATION
OF
GREEN BUILDING SCIENCE INSTITUTE, INC.
Document No: N09000006848**

Pursuant to the Florida Not For Profit Corporation Act, the undersigned President hereby certifies as follows:

FIRST: The name of the corporation is Green Building Science Institute, Inc.

SECOND: The Articles of Incorporation were filed on July 14, 2009, and assigned document number N09000006848.

THIRD: The text of the Amended and Restated Articles of Incorporation is attached hereto.

FOURTH: The Amended and Restated Articles of Incorporation were adopted by the Institute on October 27, 2011.

FIFTH: There are no members entitled to vote on the amendment and restatement. The Amended and Restated Articles of Incorporation of the Institute in the form attached hereto were adopted by the unanimous written consent of the Board of Directors.

Dated: October 27, 2011

GREEN BUILDING SCIENCE INSTITUTE, INC.


By: Julius Poston
Title: President

Attest:

Daniel Slone, Secretary [SEAL]

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Dated: October 27, 2011

GREEN BUILDING SCIENCE INSTITUTE, INC.

By: Julius Poston
Title: President

Attest:

Daniel K. Stone [SEAL]
Daniel Stone, Secretary

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GREEN BUILDING SCIENCE INSTITUTE, INC.**

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This is a not for profit corporation organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes, as amended.

**ARTICLE I
NAME**

The name of the corporation is the Green Building Science Institute, Inc. The address of the principal office shall be 23 Harrison Avenue, Panama City, FL 32401.

**ARTICLE II
TERM OF EXISTENCE**

The Institute's existence commenced on July 14, 2009, with filing of these Articles of Incorporation with the Department of State of the State of Florida. The Institute will have perpetual existence thereafter.

**ARTICLE III
DISSOLUTION**

Upon the dissolution of the Institute, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Institute's remaining assets shall be distributed to one or more organizations, selected by the Board of Directors of the Institute in its sole discretion, that are organized and operated exclusively for charitable, scientific, literary, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code, subject always to the provisions of these Articles and to the specific condition that none of the net assets of the Institute will be distributed to or for the benefit of any officer or director of the Institute or to any other individual; provided, however, that nothing contained in this Article will be construed to prevent a distribution from the net assets of the Institute to another distributee otherwise properly made in accordance with the provisions of these Articles and the purposes herein stated, solely by reason of the fact that

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one or more of the officers or directors of the Institute may be connected or associated with the distributee as a shareholder, member, trustee, director, officer or in any other capacity.

ARTICLE IV PURPOSE

The Institute is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including the purpose of making distributions to organizations described in section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purposes of the Institute are to (1) provide education to the general public about construction of green homes and energy efficient homes, (2) conduct research and development to improve construction of green homes and energy efficient homes and to reduce energy use, utility bills, construction time, and construction waste in residential construction, and (3) conduct testing of green homes and energy efficient homes to monitor and collect long-term data on cost-effectiveness and energy efficiency of green construction. The preceding sentences shall not limit the ability of the Institute to carry out any other charitable, scientific, literary, and educational purposes previously set forth in this Article.

ARTICLE V RIGHTS AND RESTRICTIONS

No part of the net earnings of the Institute shall inure to the benefit of or be distributable to its incorporator, directors, officers, or other private persons except that the Institute 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 in Article IV hereof. No substantial part of the activities of the Institute shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Institute shall not participate in or intervene

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in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Institute will not conduct or carry on any activities not permitted to be conducted or carried on by an organization described in Internal Revenue Code sections 501(c)(3) and 170(c)(2). If at any time the Institute is classified as a private foundation within the meaning of section 509(a) of the Internal Revenue Code, the Institute (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE VI MEMBERS

The Institute shall have one class of Members. Members shall not be entitled to vote. The Bylaws shall state the qualifications of the Members.

ARTICLE VII INCORPORATORS

The name and address of the incorporator of the Institute is:

Name

Address

JULIUS POSTON

23 Harrison Avenue
Panama City, FL 32401

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**ARTICLE VIII
DIRECTORS**

The number of and qualifications for directors of the Institute shall be fixed in the Bylaws. At the first annual meeting of the Board of Directors, the number of directors shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the directors in the first group shall expire at the first annual meeting of the Board of Directors after their appointment, the terms of the directors in the second group shall expire at the second annual meeting of the Board of Directors after their appointment, and the terms of the directors in the third group shall expire at the third annual meeting of the Board of Directors after their appointment. Thereafter, one group of directors shall be appointed by the Advisory Board for a term of three years to succeed those whose terms expire. Directors may serve unlimited successive terms. No individual shall be named or elected as a director without his or her prior consent.

**ARTICLE IX
ADVISORY BOARD**

The Institute shall have an advisory board with not less than three (3) and not more than nine (9) members. The Advisory Board shall provide advice to the Board of Directors on matters as requested by the Board of Directors to assist the Board of Directors in carrying out the charitable, scientific, literary, and educational purposes of the Institute. The Advisory Board shall act only in an advisory capacity and may make recommendations to the Board of Directors, or any committee of the Board of Directors, but shall have no authority to act on behalf of the Board of Directors or the Institute.

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The initial members of the Advisory Board shall be as follows:

<u>Name</u>	<u>Address</u>
JULIUS POSTON	23 Harrison Avenue Panama City, FL 32401
DANIEL SLONE	McGuireWoods LLP 901 E. Cary Street Richmond, VA 23219
MARCUS HIRTH	700 E. Main Street, Suite 1643 Richmond, VA 23219

The members of the Advisory Board shall be elected annually by the Advisory Board for a term of one (1) year or until their successors are elected. Members of the Advisory Board may serve unlimited consecutive terms. No individual shall be named or elected as a member of the Advisory Board without his or her prior consent.

ARTICLE X REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of the Institute and the Florida street address of the registered office of the Institute are Susan Poston, 23 Harrison Avenue, Panama City, Florida 32401.

ARTICLE XI BYLAWS

The power to adopt, alter, amend, or repeal Bylaws will be vested in the Board of Directors.

ARTICLE XII LIMIT ON LIABILITY AND INDEMNIFICATION

12.1 Definitions. For purposes of this Article the following definitions shall apply:

(a) "Institute" means this Institute only and no predecessor entity or other legal entity;

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(b) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(c) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(d) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(e) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Institute in a merger or otherwise; and

(f) "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal whether civil, criminal, administrative, or investigative and whether formal or informal.

12.2 Limit on Liability. In every instance in which the Florida Not For Profit Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation, the directors and officers of the Institute shall not be liable to the Institute.

12.3 Mandatory Indemnification of Directors and Officers. The Institute shall indemnify any individual who is, was, or is threatened to be made a party to a proceeding (including a proceeding by or in the right of the Institute) because such individual is or was a director or officer of the Institute, or because such individual is or was serving the Institute or any other legal entity in any capacity at the request of the Institute while a director or officer of the Institute, against all liabilities and reasonable expenses incurred in the proceeding except

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such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Institute shall be deemed service at the request of the Institute. The determination that indemnification under this Section 12.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of a director, as provided by law, and in the case of an officer, as provided in Section 12.4 of this Article; provided, however, that if a majority of the directors of the Institute has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the Board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Institute shall make advances and reimbursements for expenses incurred by a director or officer in a proceeding upon receipt of an undertaking from such director or officer to repay the same if it is ultimately determined that such director or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the director or officer and shall be accepted without reference to such director's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a director or officer acted in such a manner as to make such director or officer ineligible for indemnification. The Institute is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its directors or officers to the same extent provided in this Section 12.3.

12.4 Indemnification of Others. The Institute may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for

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expenses to its directors and officers pursuant to Section 12.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Institute, and may contract in advance to do so. The determination that indemnification under this Section 12.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Directors, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under Section 12.3 of this Article shall be limited by the provisions of this Section 12.4.

12.5 Miscellaneous.

(a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Institute. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Institute, and indemnification under policies of insurance purchased and maintained by the Institute or others. The Institute is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Institute or any other legal entity at the request of the Institute regardless of the Institute's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Institute from entering into contracts otherwise permitted by law with any

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individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

(b) Notwithstanding the foregoing provisions of this Article, during any period that the Institute is classified as a private foundation under the Internal Revenue Code, the Institute shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

12.6 Amendments. No amendment, modification, or repeal of this Article shall diminish the rights provided hereunder to any person arising from conduct or events occurring before the adoption of such amendment, modification, or repeal.

ARTICLE XIII INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

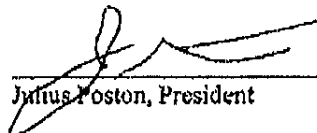
ARTICLE XIV AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law.

* * *

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IN WITNESS WHEREOF, the undersigned President and Secretary of the Board of Directors have signed these Amended and Restated Articles of Incorporation upon their adoption by the Board of Directors for the Institute, this 27th day of October, 2011.



Julius Poston, President

Daniel Slone, Secretary

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IN WITNESS WHEREOF, the undersigned President and Secretary of the Board of Directors have signed these Amended and Restated Articles of Incorporation upon their adoption by the Board of Directors for the Institute, this 27th day of October, 2011.

Julius Poston, President

Daniel K. Stone
Daniel Stone, Secretary

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