

ARTICLES OF INCORPORATION

OF

ISLAND GREEN BUILDING ASSOCIATION, INCORPORATED

We, the undersigned natural persons of the age of twenty-one years or more, all of whom are bona fide residents of the Virgin Islands of the United States, acting as incorporators of a corporation whose chief business shall be in the Virgin Islands of the United States, hereby adopt the following Articles of Incorporation for such non-profit corporation pursuant to the Nonprofit Corporations Law of the Virgin Islands (Title 13, Chapter 3 of the Virgin Islands Code):

ARTICLE I - NAME

The name of the corporation is and shall be **ISLAND GREEN BUILDING ASSOCIATION, INCORPORATED.**

ARTICLE II - DURATION

The Corporation's existence shall commence with the filing of these Articles of Incorporation. The duration of the Corporation shall be perpetual.

ARTICLE III - PURPOSE

The Corporation is organized under the Nonprofit Corporation Law of the United States Virgin Islands and shall be operated exclusively for nonprofit purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent federal tax law) for the following purpose or purposes:

1. To operate for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") (or the corresponding provision of any future United States Internal Revenue Law).
2. To provide leadership by example, educational instruction, advice and counsel on sustainable and environmentally responsible building development for St. John and the Virgin Islands, so as to promote quality of life and healthy places to live and work.
3. To provide practical recommendations to owners and builders on environmentally appropriate design, materials and site development practices in order to reduce the negative impacts of erosion and pollution.
4. To promotes the construction of roads, buildings and other structures in harmony and

balance with the fragile ecosystems and priceless natural beauty of St. John in particular and the U.S. Virgin Islands in general.

5. To help preserve the native vegetation, traditional cultures and lifestyles of St. John in particular and the U.S. Virgin Islands in general.

6. To promote a policy and legal environment in the U.S. Virgin Islands that supports and encourages sustainable and environmentally responsible building development.

ARTICLE IV - POWERS

Without limiting the general powers granted to a nonprofit corporation by the laws of the United States Virgin Islands, the Corporation shall have the following specific powers:

1. To accept, hold, invest, reinvest and administer any gifts, donations, legacies, bequests, devises, funds, and property of any sort of nature, and to use, expend or donate the income or principal thereof for, and to devote the same to, the support of sustainable and environmentally responsible building development for St. John in particular and the U.S. Virgin Islands in general.

2. To do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance or accomplishment of the purposes of the Corporation, provided, however, that the Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or provision of any subsequent tax law) and (b) a corporation contributions to which are deductible under section 170 of the Internal Revenue Code of 1954 (or corresponding provision of any subsequent tax law.)

3. In accordance with and subject to the foregoing limitations, to perform all other things and acts and exercise all other powers, rights and privileges which a nonprofit corporation may now or hereafter be organized or authorized to do or to exercise under the Virgin Islands Nonprofit Corporation Law of Title 13, Chapter 3, Section 491 et. seq. as amended from time to time.

4. To perform any and all lawful acts and things that may be necessary, useful, suitable or proper for the furtherance or accomplishment of the purposes of the Corporation; provided, however:

- a. The Corporation shall not carry on any activity not permitted to be carried on by (a) a corporation that is exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law) and (b) a corporation, contributions to which are deductible under

Section 170 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law).

- b. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.
- c. No part of the net earnings of the Corporation shall inure to the benefit of any individual. The Corporation shall, however, be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its purposes.
- d. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene 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, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible and Section 170 (c) (2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V - RESIDENT AGENT - OFFICE

The address of the Corporation's principal office in the Virgin Islands is No. 529 Mongoose Junction, No. 18-5 Estate Enighed, St. John, Virgin Islands 00830. The Corporation's initial resident agent at the corporation's principal office in St. John, Virgin Islands is Joseph Kessler, P.O. Box 1341, St. John, Virgin Islands 00831.

ARTICLE VI - DIRECTORS

- 1. The Corporation shall be managed by a Board of Directors.
- 2. The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased from time to time in accordance with bylaws adopted by the Board of Directors of the Corporation, but in no event shall be less than three.
- 3. The names and addresses of the persons who are the incorporators of the Corporation and who shall serve as the initial Directors of the Corporation are:

NAME

ADDRESS

Robert Crane

246 Estate Enighed, St. John, Virgin Islands 00830

Michael Milne

131 Estate Fish Bay, St. John, Virgin Islands 00830

William Willigerod

6-3-131 Estate Carolina, Coral Bay, St. John, Virgin Islands 00830

4. Directors shall be elected at an annual meeting of the Corporation on a date to be specified in the By-laws. Any vacancy occurring in the Board of Directors upon the death, resignation, expiration of term of office, removal of any Director, or as a result of an increase in the number of Directors shall be filled by a majority vote of the remaining members of the Board of Directors then in office under procedures specked in the By-laws.

ARTICLE VII - MEMBERS

Membership in the Corporation is open to members of the public who wish to support the corporation's mission and purpose and upon payment of membership fees or dues. The Board of Directors will determine, and periodically revise as deemed necessary, all terms and conditions of membership, including membership fees and dues.

ARTICLE VIII - REGULATION OF INTERNAL AFFAIRS

1. The initial Bylaws of the Corporation shall be adopted by the Board of Directors, which may alter, amend or repeal the Bylaws or adopt new Bylaws.

2. The annual operating budget of the Corporation shall be subject to approval by the Board of Directors of the Corporation.

3. In the event of dissolution or final liquidation of the Corporation:

- a. None of the property of the Corporation or any of the proceeds thereof shall be distributed to or divided among any of the Directors or officers of the Corporation or inure to the benefit of any individual.
- b. Assets held by the Corporation upon a condition which occurs by reason of the dissolution shall be returned or conveyed in accordance with such requirements.
- c. After all liabilities and obligations of the Corporation have been paid,

satisfied and discharged or adequate provisions made therefore, all remaining property and assets of the Corporation shall be distributed exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, as shall at the time qualify as an exempt organization or organizations, under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction in the jurisdiction in which the principal office of the corporation is then located exclusively for such charitable, education or scientific purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes. The use of any surplus funds for private inurement to any person in the event of a sale or dissolution of the corporation is prohibited.

4. The Corporation shall operate in such manner as will enable it to qualify as an organization that is not a private foundation under Section 509(a)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law). However, for any period for which the Corporation is a private foundation as defined by Section 509 of the Internal Revenue Code (or the corresponding provision of any subsequent federal tax law), the Corporation shall be subject to the following restrictions and prohibitions:

- a. The Corporation shall make distributions for each taxable year at such time and in such manner as not to become subject to the tax imposed on undistributed income by Section 4942 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law).
- b. The Corporation shall not engage in any act or self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law).
- c. The Corporation shall not retain any excess business holdings which will subject it to tax under Section 4943 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law).
- d. The Corporation shall not make any investments in a manner such as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954 (or the corresponding provision of any subsequent federal tax law).
- e. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) (or the corresponding provision of any subsequent federal tax law).


ARTICLE IX - INDEBTEDNESS

The Corporation shall have no authority to incur any indebtedness or liability in excess of One Hundred Thousand Dollars (\$100,000.00).


ARTICLE X - AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation shall be adopted by a two-thirds vote of all of the members of the Board of Directors.


IN WITNESS WHEREOF, we have subscribed and acknowledged these Articles of Incorporation this 31 day of March, 2008.



ROBERT CRANE



MICHAEL MILNE



WILLIAM WILLIGEROD

TERRITORY OF THE VIRGIN ISLANDS)
DIVISION OF ST. THOMAS/ST. JOHN)

ON THIS the 25 day of April, 2008, before me, the undersigned officer,
personally appeared Robert Crane, known to me (or satisfactorily proven) to be the persons
whose name are subscribed to the within instrument and acknowledged that they executed the
same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC

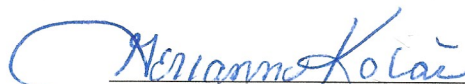
My Commission Expires:

A. MICHAEL MILNE
NOTARY PUBLIC-United States Virgin Islands
Judicial District of St. Thomas-St. John
My Commission Expires: July 27, 2009
NP Commission # NP - 067 - 05

TERRITORY OF THE VIRGIN ISLANDS)
DIVISION OF ST. THOMAS/ST. JOHN)

ON THIS the 30 day of April, 2008, before me, the undersigned officer,
personally appeared Michael Milne, known to me (or satisfactorily proven) to be the persons
whose name are subscribed to the within instrument and acknowledged that they executed the
same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC

My Commission Expires:

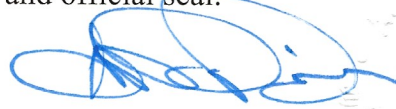
GERIANNE KOTAS, NOTARY PUBLIC
COMMISSION EXPIRES SEPT 28, 2008
JUDICIAL DIVISION OF ST THOMAS & ST JOHN
UNITED STATES VIRGIN ISLANDS
NOTARY NO. #LNP-025-04

TERRITORY OF THE VIRGIN ISLANDS)
DIVISION OF ST. THOMAS/ST. JOHN)

ON THIS the 26 day of April, 2008, before me, the undersigned officer,

personally appeared William Willigerod, known to me (or satisfactorily proven) to be the persons whose name are subscribed to the within instrument and acknowledged that they executed the same for the purpose therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



NOTARY PUBLIC

My Commission Expires:

A. MICHAEL MILNE
NOTARY PUBLIC-United States Virgin Islands
Judicial District of St. Thomas-St. John
My Commission Expires: July 27, 2009
NP Commission # NP - 067 - 05