

**ARTICLES OF INCORPORATION OF
THE INTERNATIONAL SOCIETY OF SUSTAINABILITY PROFESSIONALS, INC.**

Pursuant to the Oregon Nonprofit Corporation Act (the “Act”), The International Society of Sustainability Professionals, Inc. (the “Corporation”) adopts the following Articles of Incorporation.

ARTICLE 1

Name

The name of the Corporation is The International Society of Sustainability Professionals, Inc.

ARTICLE 2

Type of Corporation

The Corporation is a public benefit corporation.

ARTICLE 3

Purposes

The Corporation is organized and shall be operated exclusively for educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including but not limited to educational resources, programs and services relating to professional development.

ARTICLE 4

Nonprofit Status and Prohibited Activities

4.1 Nonprofit Status. The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, 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 of the Corporation.

4.2 Prohibited Activities. 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 in, 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 of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which

are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

ARTICLE 5

Distribution of Assets on Dissolution

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of appropriate jurisdiction 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 that court shall determine which are organized and operated exclusively for such purposes.

ARTICLE 6

Nonmembership

The Corporation shall have no members.

ARTICLE 7

Board of Directors

The number, manner of election and terms of persons serving on the Board of Directors shall be fixed by the Bylaws of the Corporation; provided, however, that, in no event, shall the number of directors be less than three.

ARTICLE 8

Limitation of Director and Uncompensated Officer Liability

The personal liability of each member of the Board of Directors and each uncompensated officer of the Corporation, for monetary or other damages, for conduct as a director or officer shall be eliminated to the fullest extent permitted by current or future law. Any amendment to or repeal of this Article shall not adversely affect any right or protection of a director or uncompensated officer of the Corporation for or with respect to any acts or omissions of any such director or uncompensated officer occurring prior to such amendment or repeal.

ARTICLE 9

Registered Office and Agent

The address of the registered office of the Corporation, and the name of the registered agent of the Corporation at such address is Marsha Willard, who has consented to such appointment.

ARTICLE 10

Address for Mailing Notices

The address that the Corporation Division may use for mailing notices to the Corporation, which is the principal office of the Corporation, is:

International Society of Sustainability Professionals 2515 NE 17th Ave, Suite 300
Portland OR 97212-4239

DATED this _____ day of October, 2008.

THE INTERNATIONAL SOCIETY OF SUSTAINABILITY PROFESSIONALS, INC.

By: _____

Marsha Willard, President

The name, address and telephone number of the person to contact about this filing:

Sandra Galati
Garvey Schubert Barer Attorneys at Law
121 S.W. Morrison Street, 11th Floor Portland, Oregon 97204
Telephone: (503) 228-3939

ARTICLES OF AMENDMENT

INTERNATIONAL SOCIETY OF SUSTAINABILITY PROFESSIONALS

Pursuant to the provisions of ORS 65.447 of the Oregon Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to the Articles of Incorporation:

1. The name of record of the corporation is: International Society of Sustainability Professionals.

2. The following amendment to the Articles of Incorporation were adopted on September 19, 2017:

Article 3 of the Articles of Incorporation is amended in its entirety as follows:

ARTICLE 3

Purposes

The Corporation is organized exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code, including but not limited to educational resources, programs and services relating to professional development.

3. The amendments were adopted by the Board of Directors at a meeting of Board of Directors held on September 19, 2017. A quorum was present at the meeting and a majority of directors in office voted to adopt the amendments. The corporation has no members.

DATED: _____.

**International Society of Sustainability
Professionals.**

By: _____
Marsha Willard

Its: Secretary of the Board