ARTICLES OF INCORPORATION
OF
SOLID WASTE COMPOSTING COUNCIL

A Nonprofit Corporation

We, the undersigned natural persons of the age of
twenty-one years or more, acting as incorporators of a
corporation under the District of Columbia Nonprofit Corpo-
ration Act, adopt the following Articles of Incorporation:

1. Name. The name of the corporation is the
Solid Waste Composting Council.

2. Duration. The duration of the corporation is
perpetual.

3. Purposes. The purposes of the corporation
are to advance and improve the field of waste-derived
compost by engaging in education, communications, network-
ing, research, standardization and classification, joint
marketing, public relations, government relations at inter-
national, federal, state and local levels, technical clear-
inghouse activities, and related endeavors regarding waste-
derived compost; provided that all policies and programs of
the corporation be consistent with applicable international,
federal, state, and local antitrust, trade regulation, or
other legal requirements and with the federal income tax
exemption requirements that the corporation not issue stock,
that it not be organized for profit and that no part of its
net earnings inure to the benefit of any private individual.

4. Membership. The corporation shall have
members. Membership, with regard to classes, qualifica-
tions, voting rights and other privileges are as specified
in the bylaws.

5. Directors. The matter of election of direc-
tors and their terms of office are as stated in the bylaws
of the corporation.
6. Initial Directors. Three directors serve as the initial Board of Directors of the corporation until successors are elected; their names and addresses are:

R.A. Greene
6100 Center Hill Road
Cincinnati, OH 45224

James P. Butler
1720 South Bellaire Street, Suite 909
Denver, CO 80222

John Nutter
900 Nineteenth Street, Northwest, Suite 600
Washington, D.C. 20006

7. Incorporators. The names and addresses of the incorporators of the corporation are:

John Nutter
900 Nineteenth Street, Northwest, Suite 600
Washington, D.C. 20006

James W. Dyer
1341 "G" Street, Northwest, Suite 900
Washington, D.C. 20005

Charles A. Cannon
601 Pennsylvania Avenue, Northwest, Suite 900
Washington, D.C. 20004

8. Registered Office and Agent. The initial registered office of the corporation is 21 Dupont Circle, Northwest, Suite 700, Washington, D.C. 20036. The initial registered agent of the corporation at that address is Jerald A. Jacobs, who is a resident of the District of Columbia.

9. Dissolution. If the corporation should be dissolved, no member will receive any portion of the corporation's remaining assets or property; upon dissolution, the balance of any assets or property of the corporation which remains after all debits or obligations are paid will be distributed to any other nonprofit corporation which has been determined by the Internal Revenue Service to be exempt from federal income taxes.

As witnesses to our statements, we have signed
these articles on the dates indicated below.

John Nutter

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

Signed and sworn to in my presence on February 13, 1990.

Notary Public

My Commission expires on

James W. Dyer

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

Signed and sworn to in my presence on February 13, 1990.

Notary Public

My Commission expires on

Charles A. Cannon

CITY OF WASHINGTON
DISTRICT OF COLUMBIA

Signed and sworn to in my presence on February 13, 1990.
OFFICERS AND BOARD OF DIRECTORS  Elected February 27, 1990

PRESIDENT  
John T. Dunlop  
Recomp, Inc.  
257 East 200 South Suite 975  
Salt Lake City, UT 84111  
(801) 363-2520 FAX (801) 363-8807

VICE PRESIDENT  
R. A. Greene  
The Procter & Gamble Company  
Winton Hill Technical Center  
6100 Center Hill Road  
Cincinnati, OH 45224  
(513) 634-7372 FAX (513) 634-1434

SECRETARY/TREAS.  
John Nutter  
American Recovery Corporation  
900 19th Street, NW Suite 600  
Washington, D.C. 20006  
(202) 775-5150 FAX (202) 457-6626

MEMBERS OF THE BOARD OF DIRECTORS

Archie Albright  
International Process Systems  
655 Winding Brook Dr.  
Glastonbury, CT 06033  
(203) 657-3447 FAX (203) 657-8203

Louis D’Angelo  
Bedminster Bioconversion Corporation  
52 Haddonfield-Berlin Road, Suite 4000  
Cherry Hill, NJ 08034  
(609) 795-5767 FAX (609) 427-0296

Kent A. Libbey  
Agripost, Inc.  
PO Box 2449  
Pompano Beach, FL 33061  
(305) 971-9167 FAX (305) 971-9669