



OFFICE OF THE SECRETARY OF STATE

JESSE WHITE • Secretary of State

APRIL 14, 2014

6932-390-1

KATRIN KLINGENBERG
899 S PLYMOUTH COURT #1406
CHICAGO, IL 60605

RE GLOBAL PASSIVE BUILDING COUNCIL

DEAR SIR OR MADAM:

ENCLOSED YOU WILL FIND THE ARTICLES OF INCORPORATION OF THE ABOVE NAMED CORPORATION. THE CORPORATION IS REQUIRED TO FILE AN ANNUAL REPORT EACH YEAR. BLANK FORMS WILL BE MAILED BY THIS OFFICE TO THE REGISTERED AGENT AS SHOWN BY OUR FILES APPROXIMATELY 60 DAYS PRIOR TO ITS ANNIVERSARY MONTH. (ORIGINAL DATE OF INCORPORATION).

THE REQUIRED FEE OF \$50.00 IN THIS CONNECTION HAS BEEN RECEIVED AND PLACED TO YOUR CREDIT.

CERTAIN NOT FOR PROFIT CORPORATIONS ORGANIZED AS A CHARITABLE CORPORATION ARE REQUIRED TO REGISTER WITH THE OFFICE OF THE ATTORNEY GENERAL. UPON RECEIPT OF THE ENCLOSED ARTICLES OF INCORPORATION, YOU MUST CONTACT THE CHARITABLE TRUST DIVISION, OFFICE OF THE ATTORNEY GENERAL, 100 W. RANDOLPH, 11TH FLOOR, CHICAGO, ILLINOIS 60601 TELEPHONE (312) 814-2595.

THE ISSUANCE OF THE ARTICLES OF INCORPORATION DOES NOT ENTITLE THE CORPORATION TO A PROPERTY TAX EXEMPTION. YOU MUST APPLY FOR THAT EXEMPTION THROUGH THE BOARD OF REVIEW IN THE COUNTY WHERE THE REAL ESTATE IS LOCATED.

SINCERELY,

JESSE WHITE
SECRETARY OF STATE
DEPARTMENT OF BUSINESS SERVICES
CORPORATION DIVISION
TELEPHONE (217) 782-6961

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-9522
www.cyberdriveillinois.com

FILED: 04/14/2014
JESSE WHITE ILLINOIS SECRETARY OF STATE

Remit payment in the form of a
cashier's check, certified check,



CP0253406

File # 69323901

Filing Fee: \$50

Approved:

KAK

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

Article 1.

Corporate Name: Global Passive Building Council

Article 2.

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent: Katrin Klingenberg

First Name

Middle Name

Last Name

Registered Office: 899 S. Plymouth Court, Apt. 1406

Number

Street

Suite # (P.O. Box alone is unacceptable)

Chicago

IL

60605

Cook

City

ZIP Code

County

Article 3.

The first Board of Directors shall be six (6) in number, their Names and Addresses being as follows
Not less than three

Director Name	Street Address	City	State	Zip Code
<u>See attached "Exhibit A"</u>				

Article 4.

Purpose(s) for which the Corporation is organized:

See attached "Exhibit A"

(continued on back)

D
X

Article 4.(continued)

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes No

Article 5.

Other provisions (For more space, attach additional sheets of this size.):

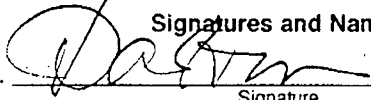
See attached "Exhibit A"

Article 6.

Names & Addresses of Incorporators

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated 4-14, 2014
Month & Day Year

Signatures and Names	Post Office Address
1. <u></u> Signature <u>David L. Bea</u> Name (print)	1. <u>30 W Monroe St., Suite 800</u> Street <u>Chicago, IL 60603</u> City, State, ZIP
2. _____ Signature _____ Name (print)	2. _____ Street _____ City, State, ZIP
3. _____ Signature _____ Name (print)	3. _____ Street _____ City, State, ZIP
4. _____ Signature _____ Name (print)	4. _____ Street _____ City, State, ZIP
5. _____ Signature _____ Name (print)	5. _____ Street _____ City, State, ZIP

Signatures must be in BLACK INK on the original document.

Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that **it will comply with the State and local laws and ordinances relating to alcoholic liquors.**

EXHIBIT A
Addendum to Articles of Incorporation of
Global Passive Building Council

Article 3. Board of Directors

Corey Saft	202 Whittington Dr. Lafayette, LA 70503
Julie Torres Moskovitz	Fabrica718, LLC 140 Jackson Street, #1C Brooklyn, NY 11211
Tex McLeod	215 Madison Avenue Toronto, Ontario, Canada M5R 2S6
Günther Gantioler	Oberdorf 11 Barbian 39040 BZ, Italy
Graham S. Wright	15602 E. Burnside St., Apt. B Portland, OR 97233
Sebastian Moreno-Vacca	Rue de la brasserie 86 1050 Brussels, Belgium

Article 4. Purposes

Global Passive Building Council (the Corporation) is organized and operated exclusively for scientific and educational purposes in accord with Sec. 501(c)(3) of the Internal Revenue Code of 1986 (or a corresponding provision of any future United States Internal Revenue law, referred to below as the "Code"). More specifically, the Corporation is organized to facilitate carbon reduction, encourage habitat resilience, and elevate human comfort all over the world by implementing passive building design technology. The Corporation will accomplish these purposes by contributing to the global knowledge base on passive building design, defining globally applicable core standards and metrics that allow for adaptation to address regional climate and local contexts, developing a clear roadmap for passive strategies in order to achieve wide-spread implementation and deep energy reduction globally, and educating policy makers, practitioners, and other stakeholders about passive building strategies, programs, and standards.

Article 5. Limitations of corporate authority

- A. The Corporation, being organized exclusively for scientific and educational purposes, may make distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code.
- B. No part of the net earnings of Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in Article 4 above.
- C. 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.

D. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from Federal income tax under section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

E. Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for scientific or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the appropriate court of law 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 exempt purposes.