

ARTICLES OF INCORPORATION

OF

INDO-PACIFIC CONSERVATION ALLIANCE

TO: Department of Consumer and Regulatory Affairs, Business Regulation Administration, Corporations Division, 614 H Street, NW, Washington, DC 20001.

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation do hereby adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Nonprofit Corporation Act [D.C. Code, 1981 Edition, Title 29, Chapter 5].

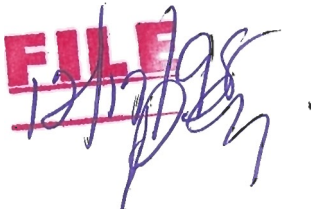
FIRST: The name of the corporation is:

INDO-PACIFIC CONSERVATION ALLIANCE

SECOND: The period of duration is perpetual.

THIRD: The corporation is organized, and shall be administered and operated, exclusively to receive, administer and expend funds for the following charitable and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986:

1. To promote and facilitate improved land management and sustainable development in the tropical Indo-Pacific region of the world in order to foster conservation of the region's biodiversity;
2. To educate the general public and industry about the links between a healthy environment and sound economies;
3. To assist, and foster working alliances with, other charitable and educational organizations in the conduct of similar activities;

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4. To establish in the main office or elsewhere all departments and activities necessary to carry out the purpose of the corporation; and

5. to engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

In order to accomplish the foregoing charitable and educational purposes, and for no other purpose or purposes, this corporation shall also have the power to:

(a) sue and be sued;

(b) make contracts;

(c) receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds and securities of other corporations;

(d) act as trustee under any trust whose objects are related to the principal objects of the corporation, and to receive, hold, administer and expend funds and property subject to such trust;

(e) convey, exchange, lease, mortgage, encumber, transfer upon trust or otherwise dispose of all property, real or personal;

(f) borrow money, contract debts and issue bonds, notes, and debentures, and secure the payment of any performance of its obligations; and

(g) do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

FOURTH: The corporation shall not have members.

FIFTH: No part of the net income 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 actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article THIRD hereof. 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 any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions set forth in these Articles of Incorporation, at any time during which it is deemed a private foundation, the corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986; the corporation shall distribute its income for each taxable year 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 of 1986; the corporation shall not own any excess business holdings that would subject it to tax under section 4943 of the Internal Revenue Code of 1986; the corporation shall not make any investments in such manner as to subject the corporation to the tax imposed by Section 4944 of the Internal Revenue Code of 1986; and the corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986. Any reference in this document to any section of the Internal Revenue Code of 1986 shall be deemed to incorporate by reference the corresponding provisions of any subsequent federal tax laws.

SIXTH: The affairs of the corporation shall be carried on through its Board of Directors; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be as provided in the Bylaws. In furtherance and not in limitation of the powers

conferred by statute, the corporation is expressly authorized to carry on its affairs and to hold annual or special meetings of its Board of Directors either within or out of any of the states, territories or possessions of the United States, or the District of Columbia.

SEVENTH: The private property of the incorporator, directors, and/or officers shall not be subject to the payment of corporate debts to any extent whatever.

EIGHTH: Notwithstanding any other provision of these Articles, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or by an organization contributions to which are to be deductible under Section 170(c)(2) of such Code.

NINTH: Upon the dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed exclusively for charitable, educational or scientific purposes or to organizations which are then exempt from federal tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and to which contributions are then deductible under Section 170(c)(2) of such Code.

TENTH: The address, including the street and number of its initial registered office is 1514 17th Street, N.W., Suite 607, Washington, D.C. 20036, and the name of its initial registered agent at such address is John Burke Burnett.

ELEVENTH: The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any

other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

TWELFTH: The number of directors constituting the initial Board of Directors is three (3), but the number of directors may be increased or decreased in the manner set forth in the bylaws, provided that the number shall not be less than three (3). The name and street address of the persons who are to serve as the initial directors and until the first annual meeting or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
John Burke Burnett	1514 17 th Street, NW, #607 Washington, DC 20036
Dr. Allen Allison	The Bernice P. Bishop Museum 1525 Bernice Street Honolulu, HI 96817
Dr. Dan Polhemus	NHB Stop 105 National Museum of Natural History Smithsonian Institution Washington, DC 20560

THIRTEENTH: The name and street address of the incorporators are:

NAME

ADDRESS

David P. Goch

1747 Pennsylvania Avenue, N.W.
Suite 1000
Washington, D.C. 20006

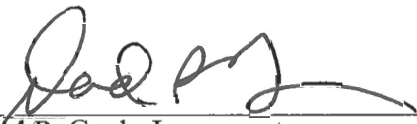
Hugh K. Webster

1747 Pennsylvania Avenue, N.W.
Suite 1000
Washington, D.C. 20006

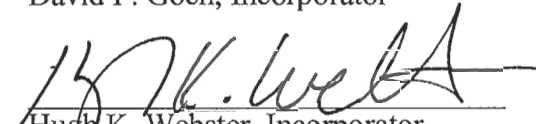
Raymond Cashen

1747 Pennsylvania Avenue, N.W.
Suite 1000
Washington, D.C. 20006

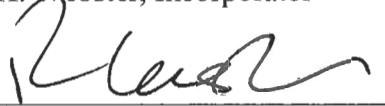
Dated: Dec 17, 1998



David P. Goch, Incorporator




Hugh K. Webster, Incorporator



Raymond Cashen, Incorporator

District of Columbia

SS:

 a Notary Public, hereby certify that on the 17th day of December 1998, personally appeared before me David P. Goch, Hugh K. Webster and Raymond Cashen, who are known to me, and who signed the foregoing document as incorporators.



Notary Public

My commission expires:

My Commission Expires Sept. 14, 2001



WRITTEN CONSENT TO ACT AS REGISTERED AGENT

TO: THE SUPERINTENDENT OF CORPORATIONS
BUSINESS REGULATION ADMINISTRATION
DEPT. OF CONSUMER & REGULATORY AFFAIRS
WASHINGTON, D.C.

(A) BY A DISTRICT OF COLUMBIA RESIDENT

PURSUANT TO THE DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT AS
AMENDED (D.C. CODE, 1981 EDITION, TITLE 29, SECTION 29-310(2),

I, Alan P. Dye
A BONAFIDE RESIDENT OF THE DISTRICT OF COLUMBIA HEREIN CONSENT
TO ACT AS REGISTERED AGENT FOR:

(NAME OF CORPORATION) INDO-PACIFIC CONSERVATION
ALLIANCE

SIGNATURE OF REGISTERED AGENT

Alan P. Dye

DATE:

12-17-98

(B) BY A LEGALLY AUTHORIZED CORPORATION

THE CORPORATION HEREIN NAMED AS:

AN AUTHORIZED CORPORATE REGISTERED AGENT IN THE DISTRICT OF
COLUMBIA, PER SIGNATURES OF ITS PRESIDENT/ VICE-PRESIDENT AND
SECRETARY/ASSISTANT SECRETARY, HEREIN CONSENTS TO ACT AS
REGISTERED AGENT FOR:

(NAME OF CORPORATION) _____

SIGNATURE: _____

OF ITS PRESIDENT
OR VICE-PRESIDENT

NAME:

ATTEST : _____

OF SECRETARY
OR ASSISTANT SECRETARY

NAME:

DATE : _____