ENVIROCERT INTERNATIONAL INC.

BYLAWS

A 501(c)(6) Non-Profit

Fourth Amended and Restated Articles Revision

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for

EnviroCert International, Inc.

A 501(c)(6) Nonprofit Corporation

RECITALS

This document constitutes the Fourth Amended and Restated Articles (“By-Laws”) of EnviroCert International, Inc., a nonprofit corporation organized and operating under the laws of the State of Delaware, and in accordance with the provisions of Sections 501(c) (6) and 170 of the US Internal Revenue Code. EnviroCert International, Inc. may also be referred to in these By-Laws as “EnviroCert”, or “ECI”.

The original Articles of Incorporation of EnviroCert International, Inc. were filed with the North Carolina Secretary of State on 7 November 2007. Amended and Restated Articles were filed with the North Carolina Secretary of State on 15 February 2010.

The Articles of Merger between EnviroCert International and CPESC were filed with the North Carolina Secretary of State on 27 March 2013. EnviroCert is the successor-in-interest of the following corporations: CPESC, CESSWI, CPSWQ and CPMSM (previously CMS4S) that were dissolved as part of the March 2013 action. The Third Amended and Restated Articles was approved and filed on June 13, 2014.

This document is the Fourth Amended and Restated Articles (“By-Laws”) and were filed with the North Carolina Secretary of State.

ARTICLE I: OFFICES

Section 1.1 Principal Office. The principal office of EnviroCert International, Inc. and any satellite offices shall be listed and maintained on Appendix A.

Section 1.2 Registered Office. The registered office of EnviroCert is required by law to be maintained in the State of North Carolina, but need not be, identical with the principal office. Notice
of any change by the Board of Directors (BOD) in the location of the registered office shall be filed with the Secretary of State of North Carolina and included on Attachment A.

**Section 1.3 Branch Offices.** EnviroCert may have branch offices at such other places, either inside or outside the State of North Carolina, as the BOD determine. The current location of all offices is provided in Appendix A.

**ARTICLE II: BOARD OF DIRECTORS**

**Section 2.1 General Powers.** All corporate powers and authority shall be exercised by the Board of Directors (BOD). All functions, business transactions, and affairs of the corporation shall be managed by or under the sole direction of the BOD. The BOD is responsible for overall policy and direction of the organization and may delegate responsibility of day-to-day operations to staff and committees, as the BOD deems necessary.

**Section 2.2 Directors and Terms.**

(a) The BOD shall consist of a total number of Directors as determined necessary by the BOD but not fewer than five (5) Directors. If the number of Directors is lower than five (5), the BOD will appoint a staff member(s) to act in the capacity of a Director until the number of Directors is re-established to five (5) Directors.

(b) At no time shall the number of staff members serving as Directors exceed two (2).

(c) Staff members serving on the BOD because of a vacancy shall not vote on any matters that could present a conflict of interest with their staff duties.

(d) The Executive Director may serve as a Director on the BOD. The Executive Director shall not vote on all matters that present conflicts of interest.

(e) The BOD should attempt to have Directors with one or more ECI certification(s). However, the Board may appoint Directors that are not active certification holders depending on ECI technical or business needs.

(f) The Chief Executive Officer and Chief Administrative Officer (Section 2.4) shall not be the same person.
(g) The Board of Directors Executive Committee (or Officers) shall be appointed by the Board of Directors.

(h) Directors will hold office for a four (4) year term, starting with the date of the Annual Meeting at which they are elected or until removal, resignation, or death.

(i) Directors are eligible for renewal for an additional four (4) year term based on recommendation of the NAC and BOD appointment.

Section 2.3 Director Vacancies.

(a) When a BOD vacancy occurs, the Nomination Advisory Council (NAC) may solicit volunteers to serve on the BOD. The NAC or BOD may interview and/or conduct any review process deemed necessary to verify the qualifications of the candidate.

(b) ECI Certified Professionals in good-standing or other qualified members may apply to serve on the BOD when a vacancy exists, or the Nominating Committee is soliciting applications.

(c) NAC shall be appointed by the BOD to review all nominations and recommend the most qualified applicants to the BOD. The NAC may reject any applications with or without cause.

(d) The BOD shall vote to approve or reject the nominations of the NAC, with or without cause.

Section 2.4 Board of Directors Executive Committee.

(a) The BOD will elect four (4) Directors to serve as the Executive Committee.

(b) Four (4) Officers of the BOD shall consist of: Chief Executive Officer (CEO), Assistant Chief Executive Officer (ACEO), Chief Administrative Officer (CAO), and Chief Financial Officer (CFO).

(c) The Executive Committee shall have all decision authority necessary for the operation of ECI between BOD meetings and is subject to the direction and control of the BOD.

(d) The Past CEO (President) designated by the BOD will serve as Ex-Officio on the Executive Committee and will vote in the event of any tie vote.
(e) The Executive Committee will report on operational actions to the BOD at the next subsequent Board meeting.

Chief Executive Officer

i. The Chief Executive Officer (CEO) shall be the BOD Chair (the term “President” may also be used) and lead all BOD efforts, except where duties are delegated to others, as appropriate.

ii. The CEO may establish and appoint Committees and Councils. The CEO shall be an Ex-Officio and non-voting member of all Councils and Committees (except the Certification Committee), unless to vote to break a tie vote. The CEO shall ensure that the BOD apprised of all Council and Committees and shall seek the BOD’s advice on matters pertinent to the BOD’s General Powers.

iii. The CEO shall exercise usual executive powers pertaining to the office of the CEO as well as such other duties as may be assigned by the BOD.

iv. The CEO shall work closely with the BOD to convey the needs of ECI. Subject to control of the BOD, and in coordination with the ECI Executive Director, the CEO shall supervise the control and management of ECI in accordance with these By-Laws.

v. The CEO shall convene regularly scheduled board meetings, shall preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: ACEO, CAO, CFO.

vi. The CEO shall preside at all meetings of the BOD and all meetings of the Executive Committee.

vii. The CEO will ensure that all orders, resolutions, and directives of the BOD are implemented unless the BOD assigns that responsibility to a Director or the Executive Director.

viii. The CEO may establish committees to undertake the business and duties of ECI.

Assistant Chief Executive Officer

i. The ACEO will have the powers and perform the duties of the CEO in the absence, incapacity, or at the direction of the CEO.

ii. The ACEO will perform duties as assigned by the CEO or BOD.
Chief Administration Officer

i. The Chief Administration Officer will give, or cause to be given, all BOD notices in accordance with the provisions of these By-Laws, or as required by law.

ii. The CAO will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all BOD meetings.

iii. The CAO shall be responsible for keeping records of BOD actions, including BOD meeting minutes and for distributing BOD meeting announcements, BOD minutes and the BOD meeting agenda, and assuring that ECI records are maintained.

iv. The CAO will perform duties as assigned by the BOD.

Chief Financial Officer

i. The Chief Financial Officer (CFO) will maintain a record of and oversee all financial records belonging to ECI.

ii. The CFO will ensure that the BOD is provided regular financial reports and records at a time interval no greater than quarterly.

iii. The CFO will perform other such duties as assigned from time to time by the Board of Directors.

Past Chief Executive Officer

i. A Past CEO (previous President or other designated person) shall exercise such duties as assigned from time to time by the CEO or the BOD.

ii. A Past CEO (previous President or other designated person) will also participate in all public relationships, outreach, and Corporate Liaison efforts.

Section 2.5 Resignation or Removal

(a) Resignation: A Director may resign at any time by giving written notice to the BOD, CEO or CAO.
(b) **Effective Date**: A Director’s resignation will take effect when the notice is delivered unless otherwise specified in the notice.

(c) **Removal**: A Director may be removed from the BOD for any reason the BOD deems necessary for the best interest of ECI. The removal of a Director requires a majority vote (51 percent) of the Directors. The Director considered for removal shall not vote. In the event of a tie, the vote cast by the designated Past CEO will be the deciding vote.

**Section 2.6 Annual Meetings.** The BOD shall hold at least one Annual Meeting at which Director appointments, committee status, and other business as appropriate is conducted.

**Section 2.7 Special or Emergency Meetings.** Special or emergency BOD meetings may be called at any time if circumstances warrant by the CEO, CFO or at the request of the majority of the Directors. Notices of special meetings shall be provided to each Director by the most direct means possible.

**Section 2.8 Attendance at BOD Meetings.** All Directors and necessary staff are to be present at all BOD meetings. Absences may be authorized by the CEO. ECI certified professionals and other interested parties may attend to observe the BOD meeting, except during an executive or closed session, at their own expense. Meeting observers may not participate unless invited by the CEO.

**Section 2.9 Notice of Meetings.**

(a) **Notice**: All meetings, except special meetings, shall be held with advance notice of at least seven (7) days. The meeting notice may be provided by usual means of communication including mail and/or e-mail. Notice for the Annual Meeting shall be at least two (2) calendar weeks in advance.

(b) **Waiver**: Attendance by a Director at any meeting shall constitute a waiver of any deficiency in the notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business conducted at the meeting, but only if the Director does not further participate in the meeting.

**Section 2.10 Quorum.** A BOD quorum constitutes at least 50 percent of the Directors, and as identified in Section 2.17.c.
Section 2.11 Voting.

a) **Affirmative Vote:** Whenever a quorum is present at the time a vote is taken, the affirmative vote of the majority of Directors shall be the act of the Board.

b) **Absence of a** Director shall be Deemed and Affirmative Action: A Director who is not present at a meeting when action is taken is deemed to have assented to the action unless such Director’s dissent or negative vote is entered in the minutes per Section 2.17.

c) **Email Voting:** Email voting is valid if in compliance with these By-Laws and approved by the CEO.

d) **Proxy:** Directors may vote by proxy at any meetings provided the CEO and CAO are notified in writing 3 days prior to meeting. Any proxy-related issues not included in such policies and procedures shall be governed by the provisions of Section 55A-7-24 of the North Carolina General Statutes, which specifically authorize voting by proxy. The Director may also have a proxy vote for the Director so long as the Director has provided the CAO or CEO written (or email) notice.

Section 2.12 Remote Attendance. Any Director may remotely participate in a meeting of the BOD by means of telephone or other audio/video or electronic means, provided notice requirements are satisfied, remote attendance approved by CEO, and all Directors can understand including translation as necessary.

Section 2.13 BOD Governing Rules. The rules contained in the most recent edition of Robert’s Rules of Order, Newly Revised, latest edition, shall govern all meetings of the BOD unless specifically stated within these By-Laws.

Section 2.14 Compensation. Directors shall not be compensated for their BOD services, although they may be reimbursed for expenses to attend BOD meetings or other meetings approved by the CEO for official ECI matters. For services not related to the BOD, Directors may be fairly compensated for costs associated with work products provided the costs are approved by the BOD, CEO, and CFO prior to conducting the work. Directors seeking compensation shall not participate in the vote authorizing the compensation.
Section 2.15 Informal Action; Written Consent.

(a) Informal Action: Any action required to be taken at a meeting of the BOD may be taken without a meeting if it is consented to in writing by all Directors.

(b) Written Consent: Any written consent must be evidenced by one or more written approvals from the Directors; each approval must describe the action to be taken and provide a written record of approval. The Directors approvals must be delivered to the CFO and filed in the corporate records.

(c) Effective Date: Any written consent action taken by the Board pursuant to this Section (2.15.b) will be effective when all Directors have approved the written consent unless otherwise specified in the consent.

Section 2.16 Presumption of Assent.

If a Director is present at a BOD meeting, the Director will be conclusively presumed to have agreed to any corporate action taken at the meeting unless one of the following conditions is satisfied:

a) The dissent was entered in the minutes of the meeting;

b) A written dissent to the action is filed with the person acting as the CAO of the meeting prior to adjournment; or

c) The dissent is forwarded by registered or certified mail to the CAO within 1 day after the meeting adjourned. This method of dissent will not apply to a Director who voted in favor of an action.

Section 2.17 Director Conflict of Interest.

(a) If a transaction is fair to ECI at the time it is authorized, approved, or ratified by the BOD, the fact that any Director is directly or indirectly a party to the transaction is not grounds for invalidating the transaction. Prior to discussing a potential transaction, Directors have the duty to notify the BOD of potential conflicts of interests and recuse themselves from the decision process.

(b) In contesting the validity of a transaction on the grounds that it is unfair to ECI due to a Director’s conflict of interest, the Director with potential conflict of interest has the burden of proving fairness for ECI unless the transaction facts and the Director’s interest or relationship were properly disclosed or known to the BOD or a BOD committee, and the BOD
or committee authorized, approved, or ratified the transaction by affirmative majority votes of non-conflicted Directors, including when the non-conflicted Directors did not constitute a quorum.

(c) **Quorum, Voting:** The presence of the Director who has the potential conflict of interest vote may be counted in determining whether a quorum is present but their vote may not be counted when the BOD or a Council or Committee of the BOD, takes action.

(d) **Indirect Interest:** A Director is “indirectly” a party to a transaction if the Director either:

   i. Has a financial interest in the entity with which the transaction is occurring; or,

   ii. Is an officer, director, or general party with the entity with which the transaction is occurring.

(e) **Indirect Interest Exception:** If a Director is an officer or director of both parties to a transaction involving a grant or contribution, from one entity to the other, that Director is not “indirectly” a party to the transaction so long as the Director does not have a financial interest in the entity that receives the grant or contribution.

**ARTICLE III: EXECUTIVE DIRECTOR**

(a) The Executive Director has the responsibility of managing the day-to-day affairs of ECI and administering the programs and policies of the BOD.

(b) A Director may serve as the Executive Director, if approved by the BOD.

(c) The BOD has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director, At-Will, or in accordance with an employment contract.

(d) The Executive Director shall coordinate and communicate with the CEO regarding the management and oversight of the day-to-day affairs of ECI and administering the policies and programs of the BOD. This will include developing strategic plans and business proposals for BOD review and approval.

(e) The Executive Director will report directly to the BOD and will keep the BOD informed of activities including but not limited to relevant employee matters, committee progress, staff issues, affiliate activities, and other actions necessary for ECI operations or requested by the BOD.
(f) The Executive Director has the authority to act for or on behalf of ECI in the implementation of official BOD policies, programs, procedures, and plans.

(g) The BOD will stipulate the terms and conditions of employment for the Executive Director.

(h) The Executive Director may appoint and employ any professional and support staff necessary to serve and support ECI operations, subject to budgetary constraints and approval by the BOD.

(i) The BOD shall not intervene in employment issues or human resource issues but may provide guidance to the Executive Director. In situations where the Executive Director has a conflict of interest or the BOD has basis for concerns, the BOD may direct the CEO to appoint an alternate representative, so long as the actions and intended tasks are in compliance with all state and federal laws.

ARTICLE IV: COUNCILS AND COMMITTEES

Section 4.1 General. The CEO may create councils and committees as are necessary, to assist the BOD and promote the interests of ECI.

a) Councils: Councils are established as governing bodies to assist and advise the BOD in the administration and oversight of various Certification Programs administered and managed by ECI or other activities directed by the BOD. Once established, Council members will be elected by the Nomination Advisory Council and then subject to majority vote of the BOD.

b) Committees: Committee will serve to administer and oversee various tasks as established. Committee members may be appointed or elected. No Director may sit on a Program or Certification Committee.

c) Non-Certification Committees: Non-Certification Committees should have at least one (1) Director, except committees relating to the nomination, qualification, or credentials of potential Directors during the process of nominating Directors may be composed entirely of non-Directors.

d) Service on Committee: All committee members will serve at the pleasure of the BOD specific to the duties established for the committee.
e) **Limitation of Power**: To the extent specified by the CEO, each Council or Committee may exercise the authority of the BOD in promoting the interests of ECI; provided, however, that committee may not:

   i. Adopt a plan for the management or distribution of any ECI asset or for dissolution;
   
   ii. Elect, appoint or remove any Director, or any member of any committee, or fix the compensation of any member of any committee;
   
   iii. Adopt, amend, or repeal the By-Laws or the Articles of Incorporation of ECI;
   
   iv. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
   
   v. Authorize the sale, lease, exchange, or mortgage of any of the property or assets of ECI; or
   
   vi. Take any action inconsistent with a resolution or action of the BOD when such resolution or action of the BOD provides, by its terms, that it must not be amended, altered, or repealed by action of a committee.

**Section 4.2 Minutes.** Committees shall keep a written record of minutes of each meeting where formal actions are taken. The minutes shall be available for review by all members of the committee and the BOD within thirty (30) days after the conclusion of each meeting.

**Section 4.3 Standing Councils and Committees.** The standing Councils and Committees of this corporation are as follows:

(a) **Technical Advisory Council (TAC):** The TAC shall be comprised of a diverse array of leading experts that will insight, guidance, and strategies to assist in the technical development and expansion of ECI. The TAC will provide updates and recommendations to the Certification Committees. The Technical Vice Chair from each Certification will be a liaison (and non-voting member) to the TAC.

(b) **Program Advisory Council (PAC):** The PAC shall consist of the Chair from each Certification Committee to evaluate, prepare, and propose policies to the BOD regarding the certification program, focusing on standards and assessment development and revisions. The PAC serves to make sure that all technical content is properly coordinated and consistently implemented.
(c) **Strategic Advisory Council (SAC):** The SAC serves to make advice and recommendations to the BOD on business, planning and strategy issues. The SAC will also serve to provide additional insight and assistance for the organization on a wide variety of business and planning areas that require in depth analysis for BOD consideration.

(d) **International Committee (IC):** The BOD shall appoint the Chairman and committee members for the International Committee. The IC committee is responsible for promoting ECI to international locations and administering organizational goals and responsibilities in alignment with ECI mission and values.

(e) **Certification Committee (CC):** The Certification Committee (CC) is established for each program. The CC for each certification shall consist of subject matter experts (SME) whose responsibility shall be to develop and maintain valid, legally defensible, and credible certificate program in accordance with the latest approved policies and procedures. All such policies and procedures shall be based upon professionally recognized psychometric principles and on the standards of the accreditation body(ies) by which certificate is accredited or recognized. Each Certification Committee shall consist of the following:

- i. Chair
- ii. Technical Vice Chair
- iii. Exam Vice Chair
- iv. Administrative Vice Chair
- v. Members at Large (TBD per each Certification)

Certification Committee members shall serve no more than three (3) consecutive 3-year terms.

**Technical Advisory Group (TAG).** Each CC program shall form a TAG as necessary for various tasks and responsibility associated with ANSI accreditation. The TAG will serve as an appointed committee by the respective Certification to address technical and/or exam content that requires a specialized knowledge and expertise in the field for each certification. The TAG functions at the direction and in support of the CC. The TAG will generally be composed of SME to provide focused studies and analysis.

Duties of the TAG may include, but not limited to, the development and maintenance of certification requirements and testing content. The TAG may seek clarifications and guidance from the PAC and TAC where technical issues and standards require clarification and definition.
Each Group of the TAG will have a Chair, Vice Chair and Members, the number of which will vary depending on the scope of work and workload. There will be no restrictions as to the number of terms and durations that the Chair’s and Member’s may serve.

(f) **Nomination Advisory Council (NAC):** NAC provides oversight and coordination the process of identifying and reviewing individuals who may be qualified to become a Board, Council or Committee members and under the terms presented in Section 2.3 above. After a candidate has been determined to be qualified, the NAC will select individuals based on a simple majority vote and provide the appropriate recommendations to the BOD.

**ARTICLE V: SPECIAL LIAISONS**

**Section 5.1 Special Liaisons.**

The BOD may appoint persons to serve as Special Liaisons to ECI, partner organizations or international affiliates. Special Liaisons will be nominated to the BOD by the CEO and shall be selected to provide information helpful to promote the mission and purposes of ECI. Liaisons serve as advisors to the BOD and perform necessary tasks requested by the BOD or CEO.

**Section 5.2 Compensation.**

A. Special Liaisons shall not be compensated for their services, although they may be reimbursed for travel expenses in connection with attending meetings of the BOD or other meetings necessary to promote the mission and purposes of ECI. Reimbursement expenses must be approved by the CEO.

**ARTICLE VI: DIVISIONS**

(a) The CEO and the Board may establish additional ECI Divisions at any time it deems appropriate and may reorganize or modify the functions, purposes, and names of the Divisions necessary to promote the mission and purposes of ECI.

(b) Governance and structure of Divisions shall be outlined within a Division Standard Operation and Procedures Handbook.
ARTICLE VII: ETHICS AND CONDUCT

(a) The BOD and CAO shall establish ethical and conduct requirements for all ECI Candidates and Certification Holders, with the purpose of maintaining ethical responsibilities the same within ECI.

(b) The BOD and CAO shall also establish the policies and procedures for handling and allegations and complaints of ethical and conduct violations.

(c) ECI staff will coordinate the handling of any and all ethics and conduct complaints. In accordance with the approved policies and procedures, ECI staff will coordinate with the Ethics and Conduct Committee (ECC).

ARTICLE VIII: INTERNATIONAL AFFILIATES

Section 8.1 International Affiliates. The ECI shall establish the overall standards for policies and procedures for International Affiliates based on that Country/Affiliate institutional background. ECI will work with each international affiliate to develop and customize the implementation of the respective Country/Affiliate. The BOD shall approve all agreements and ensure that each affiliate is exercising and maintaining the standards and charter of ECI.

ARTICLE IX: FINANCIAL AND RECORDS

Section 9.1 Corporate Records

ECI must maintain the following books and records at its registered office:

(a) Accurate, complete, and up to date books and records of financial account(s), including annual reports and financial statements;

(b) The original copy of the By-Laws including all amendments and alterations and any other supporting corporate documents;

(c) The minutes of the proceedings of the Board of Directors;

(d) All documents relating to the Corporation's tax status;

(e) Copies of the Corporation’s recent newsletters, journals, or other publications;
(f) All employee payroll and personnel records.

Section 9.2 Right of Inspection

(a) **General Right of Inspection:** Any Director may examine and obtain electronic copies of records related to any proceeding of the BOD. All coordination shall be executed by the CEO or appointed representative or agent (Section 10.7) and shall be granted so long as the purpose is directly related to the fiduciary duty as a Director. The inspection must take place as mutually agreed.

(b) **Maintain Confidentiality:** All records are deemed confidential and any breach of such duty is grounds for immediate removal of a Director.

(c) **Inspection by Agents:** A Director’s agent or attorney is afforded the same right provided under Article 9.2(a).

Section 9.3 Financial.

Financial policies and procedures shall be in accordance with the Accounting and Financial Policy and Procedures Handbook and this handbook will be reviewed and updated as determined necessary by the Executive Director and CFO.

ARTICLE X: MISCELLANEOUS PROVISIONS

**Section 10.1 Seal.** The ECI corporate seal shall be determined by the BOD.

**Section 10.2 Fiscal Year.** Unless otherwise ordered by the BOD, the ECI fiscal year shall begin on 1 January of each year and end on 31 December of the same year.

**Section 10.3 Gifts and Donations.** Any gift or donation to ECI shall be subject to the approval by the Executive Director and acceptance by the BOD. The BOD on behalf of ECI may accept upon approval of the Executive Director any contribution, gift, bequest, or devise for the general purposes or for any special purpose to promote the mission and purposes of ECI.
Section 10.4 Periodic Reviews. To ensure ECI operates consistent with non-profit entities and does not engage in activities that could jeopardize its tax-exempt status, annual review shall be conducted by the Executive Director and CFO and reported to the BOD.

Section 10.5 Advisors. ECI may, if deemed necessary, use outside advisors to provide independent analysis and recommendations for any ECI matter. Use of advisors shall not relieve the governing board of its responsibility regarding the ECI matter.

Section 10.6 Removal For Cause. Whenever the provisions of these By-Laws provide for the removal of a person from any position “for cause,” the term “for cause” shall mean the existence, as determined by the BOD or respective committee with BOD delegated authority, of conduct that demonstrates a lack of commitment, dedication and adherence to the causes and purposes of ECI, its programs and activities.

Section 10.7 Agent. An agent shall be any person or entity authorized by the Executive Committee or Board of Directors to represent ECI as deemed necessary.

Section 10.8 Delivery of Notice. Notices will be considered to be “delivered” when any of the following occurs:

a) Notice is transferred or presented to the proper party;

b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at the mailing address listed in the records of ECI, or other contact information appearing in the records of ECI; or

c) Notice is transmitted by electronic means such as e-mail, or by method authorized in the articles of incorporation.

Section 10.9 Execution of Documents.

(a) Every contract entered into, including loans or other evidence of indebtedness, issued in the name of or on behalf of ECI must be authorized or ratified by a resolution of the BOD.

(b) Except as provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued on behalf of ECI and all contracts, deeds, mortgages, and other
instruments executed on behalf of ECI must be executed and attested by Officers, agent or agents, of ECI and in such manner as periodically determined by resolution of the BOD.

**Section 10.10 Stock.** The Corporation will not have or issue shares of stock.

**Section 10.11 Compensation.**

(a) The BOD determines the salaries or compensation of agents and employees of ECI unless this authority is delegated to the Executive Director.

(b) No Director or Officer of ECI will receive, directly or indirectly, any income, profit, or other pecuniary benefit from ECI, except reimbursement for reasonable expenses incurred that, in the opinion of the Executive Director and BOD, were properly incurred in performance of their duties on behalf of ECI and upon submission of proper documentation to the BOD.

**Section 10.12 Loans to Management.** The Corporation will make no loans to any Director or Officer. This section does not imply or construe to limit the ability of ECI to obtain loans as approved by the BOD.

**Section 10.13 Construction.** If any portion of these By-Laws is found to be invalid or inoperative, then:

a) The remainder of these By-Laws will be considered valid and operative; and

b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

**Section 10.14 Effective Date.** These By-Laws are effective upon acceptance by the Board of Directors.

**ARTICLE XI: SECTION 501(c)(6) CORPORATION**

**Section 11.1 501(c)(6) Status.** ECI is organized exclusively for nonprofit purposes, as permitted by the provisions of 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
Section 11.2 Net Earnings. No part of the net earnings of ECI shall inure to the benefit of or be distributable to its Directors, Trustees, Officers, or other private persons, except that ECI 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 the Articles of Incorporation.

Section 11.3 No Unpermitted Activities. Notwithstanding other provisions of these articles, ECI shall not conduct any activities not permitted by a corporation exempt from federal income tax under section 501(c)(6) of the Internal Revenue code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 11.4 Distribution Upon Dissolution. Upon the dissolution of ECI, the Board of Directors shall, after paying or making provision for the payment of all ECI liabilities, dispose of all assets by delivering such assets to:

a) an organization or organizations that are organized and operated exclusively for nonprofit under section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or,

b) any corporation organized and operated under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

Any assets not disposed shall be disposed by the designated Court of the county in which the registered office of the corporation is located, exclusively for such nonprofit purposes or to such organization or organizations, as said court determines, which are organized and operated exclusively for such nonprofit purposes.

ARTICLE XII: INDEMNIFICATION

Section 12.1 Corporate Indemnification. ECI may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a Director, Officer, employee, or agent of ECI against expenses (including attorneys’ fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of ECI.

Section 12.2 Director Indemnification. To the extent that a present or former Director, Officer,
employee, or agent of the Corporation has been successful, on the merits or otherwise, in the
defense of any proceeding referred to in Section (12.1) of this Article, or in defense of any claim,
issue, or matter therein, such person shall be indemnified against expenses (including attorneys’
fees) actually and reasonably incurred by such person in connection with such proceeding if that
person acted in good faith and in a manner the person reasonably believed to be in or not opposed
to the best interests of ECI.

Section 12.3 Negligence. Sections 12.1 and 12.2 of this Article will not apply in any proceeding in
which the Director, Officer, employee, or agent is liable for negligence or for administrative, civil, or
criminal misconduct in the performance of his or her duties.

Section 12.4 Reliance. Any person who at any time after the adoption of this By-Law serves or has
served as a Director of ECI or member of any Division shall be deemed to be doing or to have done
so in reliance upon, and as consideration for, the right of indemnification provided herein, and any
modification or repeal of these provisions for indemnification shall be prospective only and shall not
affect any rights or obligations existing at the time of such modification or repeal. Such right shall
inure to the benefit of the legal representatives of any such person, shall not be exclusive of any
other rights to which such person may be entitled apart from the provisions of this By-Law, and shall
not be limited by the provisions for indemnification in Section 55A-8-51 through 55A-8-56 of the
North Carolina Nonprofit Corporation Act or any successor statutory provisions. Any person who is
entitled to indemnification by ECI hereunder shall also be entitled to reimbursement of reasonable
costs, expenses, and attorneys' fees incurred in obtaining such indemnification.

Section 12.5 Additional Terms.

(a) Rights of indemnification will not be exclusive of any other rights to which such Director,
    Officer, or employee may be entitled apart from this provision.

(b) ECI shall have the power to purchase and maintain, at ECI’s expense, insurance on behalf of
    ECI and on behalf of any Director, Officer, employee, agent, or other person to the extent
    that power has been or may be granted by statute.

(c) ECI shall have the power to give other indemnification to the extent permitted by law.
ARTICLE XIII: CONFLICT OF INTEREST POLICY

The BOD and all governing Councils (PAC, SAC and TAC) and the Certification Committee (CC) shall maintain a Conflict-of-Interest Policy and shall review and update this policy annually.

ARTICLE XIV: AMENDMENTS

These By-Laws may be altered, amended, or repealed, and new By-Laws may be made and adopted at any annual or regular meeting of the BOD, or at any special meeting, by the affirmative vote of a majority of the Directors.

Any amendments to these By-Laws shall be signed by the CEO and Executive Director, and noted in Appendix B.

The By-Laws shall be witnessed by the CEO and CAO with an appropriate notation at the end of these By-Laws.

[End of By-Laws]
Statement of Adoption

These By-laws, containing Fourteen Articles, were adopted by a two-thirds (2/3) vote of the Directors of EnviroCert International, Inc. on June 13, 2014 (Third Amended and Restated Articles), with the effect of amending the previous By-Laws hereof.

This document herein is deemed the Fourth Amendment and Restated Articles of Revision, dated this 12th day of February 2021 are hereby approved by the BOD.

The procedures required by the laws of North Carolina and the previous By-Laws of this corporation were followed in connection with the amendment process and the adoption of these By-Laws.

ENVIROCERT INTERNATIONAL, INC.
A 501c(6) Non Profit Corporation

Robert Anderson
Robert W. Anderson
Chief Executive Officer

Michael Chase
Chief Administration Officer

Distribution:
ECI BOD Records Retention
ECI Website
Copy to all BOD
APPENDIX A

ECI OFFICE LOCATIONS

(As of February 12, 2021)

Main Office: 3054 Fite Circle, Suite 108, Sacramento, CA 95827

Satellite Office: 2340 Palma Drive, Suite 200, Ventura, CA 93003

REVISION HISTORY

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### APPENDIX B

FOURTH AMENDED BY-LAW AMENDMENTS

### REVISION HISTORY

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## APPENDIX C

### CURRENT REGISTERED AGENT

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## APPENDIX D

### REFERENCE AND GOVERNING DOCUMENTS

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*Fourth Amended and Restated By-Law Revision*

*February 12, 2021*
NONPROFIT CORPORATION’S STATEMENT OF CHANGE OF PRINCIPAL OFFICE

Pursuant to §55A-16-23(b) of the General Statutes of North Carolina, the undersigned nonprofit corporation does hereby submit the following for the purpose of changing its principal office address currently on file with the Secretary of State.

INFORMATION CURRENTLY ON FILE

The name of the corporation is: EnviroCert International, Inc.

The street address and county of the principal office of the corporation currently on file is:

Number and Street: 49 State Street

City, State, Zip Code: Marion, NC 28752

County: McDowell

The mailing address if different from the street address of the principal office currently on file is:

NEW INFORMATION

1. The street address and county of the new principal office of the corporation is:

   Number and Street: 6 E. Medical Court Drive

   City, State, Zip Code: Marion, NC 28752

   County: McDowell

2. The mailing address if different from the street address of the new principal office is:

3. This statement will be effective upon filing, unless a later date and/or time is specified:

   This is the 31 day of August 2016.

EnviroCert International, Inc.

[Signature]

Robert W. Anderson, President

Type or Print Name and Title

NOTES:

1. Filing fee is $5. This statement and one exact or conformed copy of it must be filed with the Secretary of State.
Articles of Merger

OF

EnviroCert International, Inc.

Pursuant to the provisions of Article 11 of Chapter 55A of the North Carolina General Statutes, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger among domestic nonprofit corporations, as follows:

ARTICLE ONE

A. The name of the surviving nonprofit corporation is EnviroCert International, Inc., a nonprofit corporation organized under the laws of the State of North Carolina, as established by the filing with the Secretary of State of North Carolina on 7 November 2007 of Articles of Incorporation for a nonprofit corporation. Amended and Restated Articles were previously filed with the North Carolina Secretary of State on 15 February 2010.

B. The names of the merged nonprofit corporations are:

1. Certified Professional in Erosion and Sediment Control, Inc.
2. Certified Professional in Storm Water Quality, Inc.
3. Certified Erosion, Sediment and Stormwater Inspector, Inc.
4. Certified Municipal Separate Storm Sewer Systems Specialist, Inc.

ARTICLE TWO

Attached is a copy of the Plan of Merger that was duly approved by both the members and the board of directors of each of the merged non-profit corporations, in accordance with the procedures set forth in Article 11 of Chapter 55A of the North Carolina General Statutes.
ARTICLE THREE

With respect to the surviving non-profit corporation, the merger was approved both by the members and by the board of directors through unanimous vote, in accordance with the procedures set forth in Article 11 of Chapter 55A of the North Carolina General Statutes.

ARTICLE FOUR

These Articles of Merger shall be effective upon the filing of the same by the North Carolina Secretary of State.

In Testimony Whereof, the signature of the corporation, through its authorized officer, is set forth below.

EnviroCert International, Inc.

By: ____________________________
    David H. Ward
    Executive Director
Plan of Merger
Of Non-profit Corporations

Pursuant to the provisions of Article 11 of Chapter 55A of the North Carolina General Statutes, the following five non-profit corporations establish this Plan of Merger, as follows:

A. The names of the five non-profit corporations participating in the merger are:

1. Certified Professional in Erosion and Sediment Control, Inc.
2. Certified Professional in Storm Water Quality, Inc.
3. Certified Erosion, Sediment and Stormwater Inspector, Inc.
4. Certified Municipal Separate Storm Sewer Systems Specialist, Inc.
5. EnviroCert International, Inc.

B. The name of the surviving non-profit corporation into which the non-profit corporations plan to merge is: EnviroCert International, Inc.

C. The terms and conditions of the merger are:

1. The four non-profit corporations merging into EnviroCert International, Inc. shall become Divisions of the surviving corporation.

2. Each of the Divisions of the surviving corporation shall retain their separate functions and purposes, namely to establish and administer the requirements and standards for the application, examination, issuance and removal of certification of persons who seek certification in the service and subject matter reflected by the name of the Division.

3. Each of the Divisions of the surviving corporation shall have a separate operations board, which shall be known as the Council for the Division.
4. The Council for each Division shall prepare technical and ethical requirements including without limitation education, knowledge and skill performance, ethical standards and certification of persons to be certified by such Division.

5. Each Council for each Division shall have an executive committee to function between meetings of the Council.
6. The surviving non-profit corporation shall remain a non-profit corporation under section 501(c)(6) of the Internal Revenue Code.

7. The by-laws of the surviving non-profit corporation shall be approved by each of the merging non-profit corporations prior to vote on the issue of merger.

D. Certifications previously issued to qualified individuals by the merging non-profit corporations shall be honored by the surviving corporations. Each division shall continue to issue such certifications that they previously issued as a separate non-profit corporation prior to merger.

E. Any obligations of the merging non-profit corporations shall be assumed by the surviving non-profit corporation.

Certified Professional in Erosion and Sediment Control, Inc.

[Signature]
David H. Ward, Executive Director

Certified Professional in Storm Water Quality, Inc.

[Signature]
David H. Ward, Executive Director

Certified Erosion, Sediment and Stormwater Inspector, Inc.

[Signature]
David H. Ward, Executive Director

Certified Municipal Separate Storm Sewer Systems Specialist, Inc.

[Signature]
David H. Ward, Executive Director

EnviroCert International, Inc.

[Signature]
David H. Ward, Executive Director
Articles of Merger

OF

ENVIROCERT INTERNATIONAL, INC.

Pursuant to the provisions of Article 11 of Chapter 55A of the North Carolina General Statutes, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger among domestic nonprofit corporations, as follows:

ARTICLE ONE

A. The name of the surviving nonprofit corporation is EnviroCert International, Inc., a nonprofit corporation organized under the laws of the State of North Carolina, as established by the filing with the Secretary of State of North Carolina on 7 November 2007 of Articles of Incorporation for a nonprofit corporation. Amended and Restated Articles were previously filed with the North Carolina Secretary of State on 15 February 2010.

B. The names of the merged nonprofit corporations are:

1. Certified Professional in Erosion and Sediment Control, Inc.
2. Certified Professional in Storm Water Quality, Inc.
3. Certified Erosion, Sediment and Stormwater Inspector, Inc.
4. Certified Municipal Separate Storm Sewer Systems Specialist, Inc.

ARTICLE TWO

Attached is a copy of the Plan of Merger that was duly approved by both the members and the board of directors of each of the merged non-profit corporations, in accordance with the procedures set forth in Article 11 of Chapter 55A of the North Carolina General Statutes.
ARTICLE THREE

With respect to the surviving non-profit corporation, the merger was approved both by the members and by the board of directors through unanimous vote, in accordance with the procedures set forth in Article 11 of Chapter 55A of the North Carolina General Statutes.

ARTICLE FOUR

These Articles of Merger shall be effective upon the filing of the same by the North Carolina Secretary of State.

In Testimony Whereof, the signature of the corporation, through its authorized officer, is set forth below.

EnviroCert International, Inc.

By: [Signature]

David H. Ward
Executive Director
Plan of Merger
Of Non-profit Corporations

Pursuant to the provisions of Article 11 of Chapter 55A of the North Carolina General Statutes, the following five non-profit corporations establish this Plan of Merger, as follows:

A. The names of the five non-profit corporations participating in the merger are:

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2. Certified Professional in Storm Water Quality, Inc.
3. Certified Erosion, Sediment and Stormwater Inspector, Inc.
4. Certified Municipal Separate Storm Sewer Systems Specialist, Inc.
5. EnviroCert International, Inc.

B. The name of the surviving non-profit corporation into which the non-profit corporations plan to merge is: EnviroCert International, Inc.

C. The terms and conditions of the merger are:

1. The four non-profit corporations merging into EnviroCert International, Inc. shall become Divisions of the surviving corporation.

2. Each of the Divisions of the surviving corporation shall retain their separate functions and purposes, namely to establish and administer the requirements and standards for the application, examination, issuance and removal of certification of persons who seek certification in the service and subject matter reflected by the name of the Division.

3. Each of the Divisions of the surviving corporation shall have a separate operations board, which shall be known as the Council for the Division.
4. The Council for each Division shall prepare technical and ethical requirements including without limitation education, knowledge and skill performance, ethical standards and certification of persons to be certified by such Division.

5. Each Council for each Division shall have an executive committee to function between meetings of the Council.
6. The surviving non-profit corporation shall remain a non-profit corporation under section 501(c)(6) of the Internal Revenue Code.

7. The by-laws of the surviving non-profit corporation shall be approved by each of the merging non-profit corporations prior to vote on the issue of merger.

D. Certifications previously issued to qualified individuals by the merging non-profit corporations shall be honored by the surviving corporations. Each division shall continue to issue such certifications that they previously issued as a separate non-profit corporation prior to merger.

E. Any obligations of the merging non-profit corporations shall be assumed by the surviving non-profit corporation.

Certified Professional in Erosion and Sediment Control, Inc.

__________________________
David H. Ward, Executive Director

Certified Professional in Storm Water Quality, Inc.

__________________________
David H. Ward, Executive Director

Certified Erosion, Sediment and Stormwater Inspector, Inc.

__________________________
David H. Ward, Executive Director

Certified Municipal Separate Storm Sewer Systems Specialist, Inc.

__________________________
David H. Ward, Executive Director

EnviroCert International, Inc.

__________________________
David H. Ward, Executive Director
Articles of Merger

OF

ENVIROCERT INTERNATIONAL, INC.

Pursuant to the provisions of Article 11 of Chapter 55A of the North Carolina General Statutes, the undersigned corporation does hereby submit the following Articles of Merger as the surviving corporation in a merger among domestic nonprofit corporations, as follows:

ARTICLE ONE

A. The name of the surviving nonprofit corporation is ENVIROCERT INTERNATIONAL, INC., a nonprofit corporation organized under the laws of the State of North Carolina, as established by the filing with the Secretary of State of North Carolina on 7 November 2007 of Articles of Incorporation for a nonprofit corporation. Amended and Restated Articles were previously filed with the North Carolina Secretary of State on 15 February 2010.

B. The names of the merged nonprofit corporations are:

1. Certified Professional in Erosion and Sediment Control, Inc.
2. Certified Professional in Storm Water Quality, Inc.
3. Certified Erosion, Sediment and Stormwater Inspector, Inc.
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ARTICLE THREE

With respect to the surviving non-profit corporation, the merger was approved both by the members and by the board of directors through unanimous vote, in accordance with the procedures set forth in Article 11 of Chapter 55A of the North Carolina General Statutes.

ARTICLE FOUR

These Articles of Merger shall be effective upon the filing of the same by the North Carolina Secretary of State.

In Testimony Whereof, the signature of the corporation, through its authorized officer, is set forth below.

EnviroCert International, Inc.

By: ____________________________
   David H. Ward
   Executive Director
Plan of Merger
Of Non-profit Corporations

Pursuant to the provisions of Article 11 of Chapter 55A of the North Carolina General Statutes, the following five non-profit corporations establish this Plan of Merger, as follows:

A. The names of the five non-profit corporations participating in the merger are:

1. Certified Professional in Erosion and Sediment Control, Inc.
2. Certified Professional in Storm Water Quality, Inc.
3. Certified Erosion, Sediment and Stormwater Inspector, Inc.
4. Certified Municipal Separate Storm Sewer Systems Specialist, Inc.
5. EnviroCert International, Inc.

B. The name of the surviving non-profit corporation into which the non-profit corporations plan to merge is: EnviroCert International, Inc.

C. The terms and conditions of the merger are:

1. The four non-profit corporations merging into EnviroCert International, Inc. shall become Divisions of the surviving corporation.

2. Each of the Divisions of the surviving corporation shall retain their separate functions and purposes, namely to establish and administer the requirements and standards for the application, examination, issuance and removal of certification of persons who seek certification in the service and subject matter reflected by the name of the Division.

3. Each of the Divisions of the surviving corporation shall have a separate operations board, which shall be known as the Council for the Division.
4. The Council for each Division shall prepare technical and ethical requirements including without limitation education, knowledge and skill performance, ethical standards and certification of persons to be certified by such Division.

5. Each Council for each Division shall have an executive committee to function between meetings of the Council.
6. The surviving non-profit corporation shall remain a non-profit corporation under section 501(c)(6) of the Internal Revenue Code.

7. The by-laws of the surviving non-profit corporation shall be approved by each of the merging non-profit corporations prior to vote on the issue of merger.

D. Certifications previously issued to qualified individuals by the merging non-profit corporations shall be honored by the surviving corporations. Each division shall continue to issue such certifications that they previously issued as a separate non-profit corporation prior to merger.

E. Any obligations of the merging non-profit corporations shall be assumed by the surviving non-profit corporation.

Certified Professional in Erosion and Sediment Control, Inc.

[Signature]
David H. Ward, Executive Director

Certified Professional in Storm Water Quality, Inc.

[Signature]
David H. Ward, Executive Director

Certified Erosion, Sediment and Stormwater Inspector, Inc.

[Signature]
David H. Ward, Executive Director

Certified Municipal Separate Storm Sewer Systems Specialist, Inc.

[Signature]
David H. Ward, Executive Director

EnviroCert International, Inc.

[Signature]
David H. Ward, Executive Director
State of North Carolina
Department of the Secretary of State

ARTICLES OF INCORPORATION
NONPROFIT CORPORATION

Pursuant to §55A-2-02 of the General Statutes of North Carolina, the undersigned corporation does hereby submit these Articles of Incorporation for the purpose of forming a nonprofit corporation.

1. The name of the corporation is EnviroCert International, Inc.

2. (Check only if applicable) The corporation is a charitable or religious corporation as defined in NCGS §55A-1-40(4).

3. The street address and county of the initial registered office of the corporation is:
   Number and Street  49 State Street
   City, State, Zip Code: Marion, NC 29752  County: McDowell

4. The mailing address if different from the street address of the initial registered office is:

5. The name of the initial registered agent is: David H. Ward

6. The name and address of each incorporator is as follows:
   David H. Ward  49 State Street  Marion, NC 28752

7. (Check either a or b below.)
   a. X  The corporation will have members
   b.  The corporation will not have members.

8. Attached are provisions regarding the distribution of the corporation's assets upon its dissolution

   Upon dissolution of the EnviroCert International, Inc., its net assets shall be distributed in accordance with the State of North Carolina nonprofit statutes, with any residue distributed according to the directions of the Board of Directors.

9. Any other provisions which the corporation elects to include are attached. None
10. The street address and county of the principal office of the corporation is:

   Number and Street:  49 State Street
   City, State, Zip Code:  Marion, NC 28752    County:  McDowell

11. The mailing address **if different from the street address** of the principal office is:

   __________________________________________

12. These articles will be effective upon filing, unless a later time and/or date is specified: ____________________

   This is the 18th day of October, 2007.

   ________________________________
   Signature of Incorporator

   David H. Ward, Executive Director
   Type or print Incorporator's name and title, if any

NOTES:
1. Filing fee is $60. This document must be filed with the Secretary of State.

Revised January 2000

CORPORATIONS DIVISION  P. O. BOX 29622  RALEIGH, NC 27626-0622

Form N-01
ARTICLES OF DISSOLUTION
BY
BOARD OF DIRECTORS AND SHAREHOLDERS
OF
EROSION, SEDIMENT AND STORMWATER INSPECTOR OF MARION, LLC

Pursuant to §57C-6-06 of the General Statutes of North Carolina, the undersigned limited liability company hereby submits the following Articles of Dissolution for the purpose of dissolving the limited liability company:

(1) The name of the limited liability company is EROSION, SEDIMENT AND STORMWATER INSPECTOR OF MARION, LLC.

(2) The date of filing of its Articles of Organization was 24 October 2007.

(3) Articles of Amendment to this limited liability company were filed on the following dates:

11 September 2008 (Articles of Amendment to Change Name of LLC)

(4) The reason for filing the Articles of Dissolution is the written consent of all of the members of the limited liability company.

(5) The effective date of the dissolution, as determined in accordance with NCGS 57C-6-01, is 12 September 2008.
Respectfully submitted this 19th day of September, 2008.

EROSION, SEDIMENT AND STORMWATER INSPECTOR OF MARION, LLC

By: David H. Ward
DAVID H. WARD, Member-manager

08 BS 299
ARTICLES OF RESTATEMENT FOR
EnviroCert International, Inc.
A Nonprofit Corporation

Pursuant to §55A-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is EnviroCert International, Inc.

2. A duplicate copy of the Restated Articles of Incorporation is attached.

3. These Restated Articles of Incorporation contain an amendment requiring member approval, which was obtained as required by Chapter 55A of the North Carolina General Statutes.

4. The Restated Articles will be effective upon filing of the same with the N.C. Secretary of State.

This the 11th day of February, 2010.

EnviroCert International, Inc.

By: David H. Ward
Executive Director
RESTATED

Articles of Incorporation

OF

ENVIROCERT INTERNATIONAL, INC.

The undersigned North Carolina nonprofit corporation hereby executes this document as the RESTATED Articles of Incorporation of EnviroCert International, Inc. pursuant to the provisions of Article 10 of Chapter 55A of the North Carolina General Statutes, as follows:

ARTICLE ONE

A. The name of this nonprofit corporation is EnviroCert International, Inc, which was established by the filing with the Secretary of State of North Carolina on 7 November 2007 of Articles of Incorporation for a nonprofit corporation.

B. The period of existence of this nonprofit corporation shall be perpetual.

ARTICLE TWO

This corporation is a nonprofit corporation as defined in NCGS Section 55A-1-40 (17) that is exempt from taxation under the provisions of section 501(c)(6) of the Internal Revenue Code of the United States of America.

ARTICLE THREE

A. The location of the principal office and the location of the registered office of the corporation in this State is at 49 State Street, Marion, McDowell County, North Carolina, 28752.
B. The mailing address of the principal office and the mailing address of the registered office of the corporation is 49 State Street, Marion, McDowell County, North Carolina, 28752.

ARTICLE FOUR

This nonprofit corporation is authorized to engage in activities that are permitted by applicable state and federal laws for nonprofit corporations that are organized under the provisions of section 501(c)(6) of the Internal Revenue Code of the United States of America, including without limitation the following:

A. purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise obtain or dispose of all kinds of property, both real and personal, both in this State and in all other states, territories and dependencies of the United States, in connection with the nonprofit activities of this nonprofit corporation.

B. perform all acts which may be deemed ancillary to or necessary or expedient for the proper and successful pursuit of the permitted activities of this nonprofit corporation or for other similar activities and which also may be performed by corporations organized for nonprofit purposes in accord with Section 501(c)(6) of the Internal Revenue Code of the United States of America, now existing or as may be amended hereafter.

ARTICLE FIVE

This nonprofit corporation shall have members, in accordance with the terms and provisions of the by-laws hereof.

ARTICLE SIX

A. The name and location and mailing address of the registered agent of the nonprofit corporation is:

    David H. Ward
    49 State Street
    Marion, NC 28752
    (McDowell County, North Carolina)

B. The original incorporator of EnviroCert International, Inc. was David H. Ward, at the address of 49 State Street, Marion, North Carolina 28752.

ARTICLE SEVEN

The Corporation shall have all the powers granted to nonprofit corporations under the laws of North Carolina. Notwithstanding any other provisions of these restated Articles of
Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue law).

ARTICLE EIGHT

In the event of the dissolution of the corporation, no director or officer or member shall be entitled to any distribution or division of its remaining property or its proceeds, and the balance of all money and other property received by the corporation from any source or owned by the corporation, after the payment of all debts and obligations of the corporation, shall be disposed of exclusively for the purposes of the corporation in such manner or to such organization or organizations organized and operated for substantially the same purposes as this corporation or exclusively for nonprofit purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue law), or to such organization or organizations organized and operated for exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or of the Internal Revenue Code of 1986 (or the corresponding provision of any subsequent United States Internal Revenue law), as the Board of Directors shall determine.

ARTICLE NINE

No part of the income of the corporation shall inure to the benefit of any director or officer or member of the corporation or any private person (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

These restated Articles of Incorporation shall be effective upon the filing of the same by the North Carolina Secretary of State.

In Testimony Whereof, the signature and seal of the corporation, through its authorized officer, is set forth below on this the 11th day of February, 2010.

EnviroCert International, Inc.

By: [Signature] (Seal)

David H. Ward
Executive Director