

ARTICLES OF INCORPORATION OF **WATERSCAPE INTERNATIONAL GROUP**

Articles of Incorporation of **Waterscape International Group**. The undersigned, a majority of whom are citizens of the United States, desiring to form a Non-Profit Public Benefit Corporation under §5000 et seq. of California Corporations Code of the State of California, do hereby certify:

Article I

The name of the corporation shall be Waterscape International Group.

Article IIA

“This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.”

Article IIB

The specific purposes of this corporation are to develop and implement educational and scientific research and projects that improve our understanding and management of public health and the environment.

Article III

The place in this state where the principal office of the corporation is to be located is the City of Albany, Alameda County. The name and address of the corporation’s initial agent for service of process is:

Randolph B. Flay
1142 Evelyn Avenue
Albany, CA 94706
(510) 559-3143

Article IVA

Said corporation is organized as a private foundation exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Said corporation is organized as a private foundation exclusively for educational and scientific purposes, including, for such purposes, the making of distributions to

organizations that qualify as exempt organizations under §23701d of the Revenue and Taxation Code of the State of California.

Article IVB

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 IIB 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 (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, 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, 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, or the corresponding section of any future federal tax code.

Article V

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, 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 a Court of Competent 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 said Court shall determine, which are organized and operated exclusively for such purposes.

Randolph B. Flay, Incorporator
November 10th, 2000