

**Resolution of the Board of Trustees of
The Sustainable Remediation Forum, Inc.**

In conformity with the New Jersey Nonprofit Corporation Act, N.J.S.A. 15A:6-7, and the Bylaws of The Sustainable Remediation Forum, Inc., (the "Corporation"), the undersigned, being a majority of the Trustees of the Corporation present at a meeting at which a quorum is present, hereby consent to and adopt the following resolution at the meeting of the Board of Trustees of the Corporation duly called and convened for such purpose on this 26th day of January 2010.

Certificate of Incorporation and Bylaws

RESOLVED, that the Certificate of Incorporation of the Corporation and the Bylaws attached hereto as **Exhibit A**, are hereby approved, ratified and confirmed.

[Remainder of page intentionally left blank.]

WITNESS the due execution hereof.

**The Sustainable Remediation Forum, Inc.,
A New Jersey nonprofit corporation**

By: David E. Ellis
Name: DAVID E. ELLIS

By: Paul J. Favara
Name: Paul J. Favara

By: L. Maile Smith
Name: L. MAILE SMITH

By: Paul Brandt Butler
Name: Paul Brandt Butler

By: Stephanie Fiorenza
Name: Stephanie Fiorenza

Richard L. Raymond, Jr.
RICHARD L. RAYMOND, JR.

David S. Woodward
DAVID S. WOODWARD

Carol B. Baker
CAROL B. BAKER

Daniel J. Watts
DANIEL J. WATTS

Exhibit A

Certificate of Incorporation and Bylaws

CERTIFICATE OF INCORPORATION
OF
THE SUSTAINABLE REMEDIATION FORUM, INC.
A NEW JERSEY NONPROFIT CORPORATION

Adopted:
____ day of _____, 2010

**CERTIFICATE OF INCORPORATION
OF
THE SUSTAINABLE REMEDIATION FORUM, INC.
A NEW JERSEY NONPROFIT CORPORATION
(the "Corporation")**

**ARTICLE I
CORPORATION NAME**

The name of the Corporation is The Sustainable Remediation Forum, Inc. The Corporation shall also go by the short name of SURF, so long as such registered alternate name of the Corporation is approved by the Secretary of State.

**ARTICLE II
POWERS**

The Corporation shall have all the powers enumerated by the New Jersey Nonprofit Corporation Act, N.J.S.A. § 15A:1-1 et seq. (the "Act"), the same being incorporated herein by reference. Notwithstanding the foregoing, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code").

**ARTICLE III
PURPOSES**

The Corporation is organized exclusively for scientific and educational purposes as defined and limited by Section 501(c)(3) of the Code.

**ARTICLE IV
MEMBERS**

The Corporation shall have members, the qualifications for which shall be set forth in the Bylaws of the Corporation. The different classes of members and the relative rights and limitations of the different classes shall be set forth in the Bylaws of the Corporation. Voting rights and voting requirements shall be as set forth in the Bylaws of the Corporation, except that a vote to amend, alter or revise this Certificate of Incorporation shall require [a two-thirds majority.]

**ARTICLE V
BOARD OF TRUSTEES**

The affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees (other than the first Board) shall be fixed by the Bylaws. The Trustees shall be elected

and removed pursuant to the Bylaws of the Corporation, consistent with this Certificate of Incorporation.

The first Board shall consist of nine (9) persons. The names and addresses of the persons elected by the Corporation to serve on the first Board are as follows:

~~Dave Ellis~~ DAVID E. ELLIS
DuPont
Chestnut Run Plaza, Bldg. 715/219
4417 Lancaster Pike
Wilmington, DE 19805

Paul Favara
CH2M Hill
3011 SW Williston Road
Gainesville, FL 32608

Letitia
Maile Smith
Northgate Environmental Management
300 Frank H. Ogawa Plaza, Suite 510
Oakland, CA 94612

Paul Brandt Butler
URS Corporation
335 Commerce Drive, Suite 300
Fort Washington, PA 19034

Stephanie Fiorenza
501 Westlake Park Boulevard
~~20.10TC~~ 28.144A
Houston, TX 77079

Carol Baker
Chevron Energy Technology Company
1450 Marina Way South
Richmond, CA 94804

Dave Woodward
AECOM Environment
~~65 Cottonwood Circle~~ 2 Market Plaza Way
~~Batavia, IL 60510~~ Mechanicsburg, PA
17055

Dick Raymond
TerraSystems
1035 Philadelphia Pike, Suite E
Wilmington, DE 19809

Dan Watts
2308 E Linden Hill Dr
Bloomington, IN 47401

ARTICLE VI REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in New Jersey is K&L Gates LLP, One Newark Center, Tenth Floor, Newark, New Jersey 07102. The name of the Corporation's initial registered agent therein and in charge thereof upon whom process may be served is William H. Hyatt, Jr., Esq.

ARTICLE VII INCORPORATOR

The name and address of the Incorporator are as follows: William H. Hyatt, Jr., Esq., K&L Gates LLP, One Newark Center, Tenth Floor, Newark, New Jersey 07102.

**ARTICLE VIII
DURATION**

The duration of the Corporation shall be perpetual.

**ARTICLE IX
DISSOLUTION**

In the event of dissolution of the Corporation, after all the debts and liabilities of the Corporation have been satisfied, the remaining assets of the Corporation shall be distributed in accordance with the Bylaws.

**ARTICLE X
PRIVATE BENEFIT**

It is the intention of the Corporation at all times to qualify and remain as exempt from income tax under Section 501(c)(3) of the Code. Accordingly, the following limitations and restrictions shall apply to the exercise of the corporate powers of the Corporation: 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 exempt purposes of the Corporation as set forth in this Certificate of Incorporation and to the extent permitted under the Act and pursuant to the provisions of Section 501(c)(3) of the Code.

**ARTICLE XI
STOCK**

The Corporation shall have no capital stock and no shareholders.

**ARTICLE XII
EFFECTIVE DATE**

The Corporation shall become effective upon the date of the filing of this Certificate with the State of New Jersey.

**ARTICLE XIII
LIMITATION ON LIABILITY [OPTIONAL]**

A Trustee or officer shall not be personally liable to the Corporation or its Members for damages for breach of any duty owed to the Corporation or its Members, except that this provision will not relieve a Trustee or officer from liability for any breach of a duty based upon an act or omission (1) in breach of such Trustee or officer's duty of loyalty to the Corporation or its Members; (2) not in good faith or involving a knowing violation of law; or (3) resulting in receipt by such person of improper personal benefit.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of New Jersey, the undersigned Incorporator has executed this Certificate of Incorporation on this ____ of ____, 20__.

William H. Hyatt, Jr. Esq.
K&L Gates LLP
One Newark Center, Tenth Floor
Newark, New Jersey 07102