

**State of North Carolina
Department of the Secretary of State**

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Elaine F. Marshall
North Carolina Secretary of State
C201205100224

**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: Next Climate, 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 105 Fidelity Street, A-22
 City, State, Zip Code Carrboro, NC 27510 County Orange
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:
Robert W. Pinder
6. The name and address of each incorporator is as follows: Robert W. Pinder, 105 Fidelity Street, A-22
Carrboro, NC 27510

7. (Check either a or b below.)
 a. ☐ 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.
9. Any other provisions which the corporation elects to include are attached.
10. The street address and county of the principal office of the corporation is:
 Number and Street 105 Fidelity Street, A-22
 City, State, Zip Code Carrboro, NC 27510 County Orange
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 15 day of February, 20 12.



Signature of Incorporator

Robert W. Pinder, Incorporator

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

Form N-01

State of North Carolina Department of the
Secretary of State
ARTICLES OF INCORPORATION
NONPROFIT CORPORATION
ADDITIONAL PROVISIONS

February 15, 2012

ARTICLE I: NAME/REGISTERED OFFICE

The name of the corporation is: Next Climate, Inc. The street address and county of the initial registered office of the corporation is 105 Fidelity Street, A-22, Carrboro, NC 27510, Orange County, North Carolina.

ARTICLE II: PURPOSE

The corporation is a charitable corporation as defined in NCGS §55A-1-40(4). This corporation is organized exclusively for charitable, scientific and educational purposes, and more specifically to provide the public with easy to understand information about climate change and energy conservation. To this end, the corporation shall at all times be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as now enacted or hereafter amended, 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, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

ARTICLE III: EXEMPTION REQUIREMENTS

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. 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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.
2. 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, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.
3. 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.

ARTICLE IV: PERSONAL LIABILITY

No officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.