

**DRAWDOWN
ALLSTATE 91**

CERTIFICATE OF INCORPORATION
OF
NEW YORK PASSIVE HOUSE INC.

Under Section 402 of the Not-for-Profit Corporation Law

Filed by:

Allstate Corporate Services
One Commerce Plaza
99 Washington Avenue, Suite 1008
Albany, NY 12260

CUSTOMER REFERENCE # 2144123

**DRAWDOWN
ALLSTATE 91**

CERTIFICATE OF INCORPORATION

OF

NEW YORK PASSIVE HOUSE INC.

Under Section 402 of the Not-for-Profit Corporation Law

The undersigned, being a natural person of at least 18 years of age and acting as the incorporator of the corporation hereby being formed under the Not-for-Profit Corporation Law, certifies that:

FIRST: The name of the corporation is:

NEW YORK PASSIVE HOUSE INC.

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The Corporation is formed for the following purposes:

- a) The New York Passive House is a trade organization that promotes the Passive House building energy standard through public outreach, education, support of industry professionals and advocacy. Passive House is a specific type of architectural structure that promises to make buildings and homes more energy efficient, resulting in lower heating and cooling costs, as well as benefiting the Earth.
- b) To provide marketing opportunities for our membership, and support the success and vitality of the Passive House community. Public outreach efforts include publicity, information, and education. We offer a platform for knowledge transfer within this organization
- c) To engage in social activities and services to benefit its members to accomplish these goals and to serve as a catalyst to, and to act in concert with other organizations to accomplish its purposes.
- d) To do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers except as permitted under law.

e) The corporation shall not, either directly or indirectly, engage in or include among its purposes, any of the acts or activities that would require consent pursuant to section 404 (b) – (w) of the Not-for-Profit Corporation law.

f) Said corporation is organized exclusively for charitable, religious, 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.

g) Nothing contained in this certificate shall authorize or empower the corporation to perform or engage in any act or practice prohibited by the General Business Law, Section 340, or other antimonopoly or antitrust statute of the State of New York.

FOURTH: The Corporation shall be a Type A corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Kings, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are:

- | | |
|-----------------------------|---|
| 1. Ken Levenson | 45 Park Place, Brooklyn, NY 11217 |
| 2. Floris Keverling Buisman | 73 Downing Street, Brooklyn, NY 11238 |
| 3. Andreas Benzing | 25 West 54th Street, New York, NY 10019 |

SEVENTH: The Secretary of State is designated as the agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of any process against the corporation is:

The Corporation
45 Park Place
Brooklyn, NY 11217

EIGHTH: 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 corporation's purposes.

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 provisions 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.

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 principle 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.

Dated June 08, 2010



Steven Weiss, Incorporator
Allstate Corporate Services Corp.
One Commerce Plaza
99 Washington Avenue, Suite 1008
Albany, NY 12260

FILING RECEIPT

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ENTITY NAME: NEW YORK PASSIVE HOUSE INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: A COUNTY: KING

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FILED:06/28/2010 DURATION:PERPETUAL CASH#:100628000525 FILM #:100628000497

FILER:

EXIST DATE

ALLSTATE CORPORATE SERVICES
ONE COMMERCE PLAZA
99 WASHINGTON AVENUE SUITE 1008
ALBANY, NY 12260

06/28/2010

ADDRESS FOR PROCESS:

THE CORPORATION
45 PARK PLACE
BROOKLYN, NY 11217

REGISTERED AGENT:

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SERVICE COMPANY: ALLSTATE CORPORATE SERVICES CORP.

SERVICE CODE: 9I

FEES	100.00

FILING	75.00
TAX	0.00
CERT	0.00
COPIES	0.00
HANDLING	25.00

PAYMENTS	100.00

CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	100.00
OPAL	0.00
REFUND	0.00

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2144123

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DOS-1025 (04/2007)

FILING RECEIPT

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ENTITY NAME: PASSIVE HOUSE NEW YORK, LLC

DOCUMENT TYPE: DISSOLUTION (DOM LLC)

COUNTY: NEWY

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FILED:06/28/2010 DURATION:***** CASH#:100628000521 FILM #:100628000496

FILER:

HENRY GIFFORD
230 RIVERSIDE DRIVE #11C

NEW YORK, NY 10025

ADDRESS FOR PROCESS:

REGISTERED AGENT:

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SERVICE COMPANY: ALLSTATE CORPORATE SERVICES CORP.

SERVICE CODE: 9I

FEES	85.00

FILING	60.00
TAX	0.00
CERT	0.00
COPIES	0.00
HANDLING	25.00

PAYMENTS	85.00

CASH	0.00
CHECK	0.00
CHARGE	0.00
DRAWDOWN	85.00
OPAL	0.00
REFUND	0.00

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DOS-1025 (04/2007)



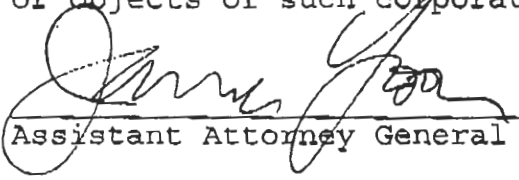
STATE OF NEW YORK
OFFICE OF THE ATTORNEY GENERAL

ANDREW M. CUOMO
ATTORNEY GENERAL

DIVISION OF ECONOMIC JUSTICE
ANTITRUST BUREAU

Re: NEW YORK PASSIVE HOUSE INC.

Pursuant to Section 404(a) of the Not-for-Profit Corporation Law consent is hereby given to the filing of this Certificate of Incorporation. This consent, however, shall not be construed as approval by the Attorney General of the purposes or objects of such corporation.


Assistant Attorney General

6/11/10
Date