

**ARTICLES OF INCORPORATION OF**  
**COUNCIL FOR EDUCATION AND RESEARCH ON TOXICS**  
**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**2313511**

**FILED**  
In the Office of the Secretary of State  
of the State of California

MAY 30 2001

  
BILL JONES, Secretary of State

**ARTICLE ONE**

**NAME**

The name of this corporation is Council for Education and Research on Toxics.

**ARTICLE TWO**

**NATURE OF CORPORATION**

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 charitable purposes.

**ARTICLE THREE**

**PURPOSES**

This corporation is organized and shall be operated exclusively for charitable, scientific, testing for public safety, literary and educational purposes within the meaning of Internal Revenue Code § 501(c)(3), or corresponding provisions of any subsequent federal tax law. Such purposes include the making of distributions to organizations that qualify as tax-exempt organizations under Internal Revenue Code § 501(c)(3).

## **ARTICLE FOUR**

### **POWERS**

This corporation shall have and exercise all rights and powers conferred on corporations generally under the laws of California. However, this corporation is not empowered to engage in any activity that is not in itself in furtherance of its purposes as a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or under corresponding provisions of any subsequent federal tax laws, or as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as permitted in Section 501(h) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws. Nor shall it participate or intervene in, by publication or distribution of any statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

## **ARTICLE FIVE**

### **DIRECTORS AND MEMBERS**

(a) **Directors as Membership.** The sole class of members of this corporation shall be its directors.

(b) **Rights and Liabilities of Members.** The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets. Nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

**ARTICLE SIX**  
**DEDICATION OF PROPERTY**

The property of this corporation is irrevocably dedicated to the purposes set forth above. No part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member of the corporation, or to the benefit of any other individual.

**ARTICLE SEVEN**  
**QUALIFICATION FOR TAX EXEMPTION**

(a) **Distribution of Income.** The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(b) **Self-dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(c) **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(d) **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

**ARTICLE EIGHT**

**DISSOLUTION**

On the dissolution or winding up of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

In the alternative, its assets shall be distributed for public purposes to the federal government or to a state or local government.

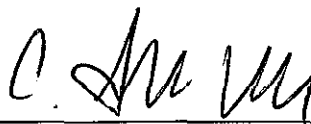
Any such assets not so distributed shall be disposed of in the manner directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefore by the Attorney General of the State of California, or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

**ARTICLE NINE**

**AGENT FOR SERVICE OF PROCESS**

The corporation's initial agent for service of process is Raphael Metzger, whose business address is 401 E. Ocean Blvd., Suite 800, Long Beach, CA 90802.

April 20, 2001



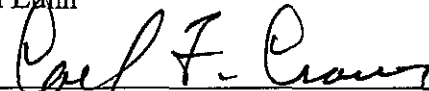
C. Sterling Wolfe, Esq.

April 20, 2001



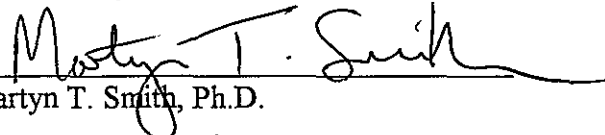
Brad Lynn

April 20, 2001



Carl Cranor, Ph.D.

April 20, 2001



Martyn T. Smith, Ph.D.