

**ARTICLES OF INCORPORATION
OF
NATIONAL CLEAN CITIES, INC.**

To: D.C. Corporations Division
Department of Consumer and Regulatory Affairs
Washington, D.C. 20001

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such Corporation pursuant to the District of Columbia Nonprofit Corporation Act:

FIRST: The name of this corporation shall be **NATIONAL CLEAN CITIES, INC.**

SECOND: The period of duration of this corporation is perpetual.

THIRD: The purposes for which the Corporation is organized and shall be operated are exclusively charitable, educational and scientific. These purposes may be attained, without limiting the Corporation's freedom to pursue these goals through other avenues, by the Corporation acting:

1. To promote the advancement of education through the pursuit and dissemination of information about problems related to pollution, environmental hazards, and health risks and solutions related to reductions in pollution through the increased use of non-fossil burning vehicles such as natural gas, electric, solar, and other clean means of propulsion.

2. To serve the charitable purposes of working toward a cleaner environment for the cities, suburban, and rural areas of the United States and elsewhere, and increasing the health and welfare of people affected by air pollution through the education about, and promotion of, the use of non-polluting means of powering vehicles and other machines and equipment.

3. To serve the charitable purpose of pursuing the improved health and welfare of people affected by air pollution, by working to provide education about, and promotion of, the use of non-polluting means of powering vehicles and other machines and equipment.

4. To serve the scientific purposes of examining, analyzing, investigating, and disseminating information about improved and efficient techniques for ascertaining the extent of pollution, its effects on the health and well-being of persons and other living entities, strategies for abatement, technologies for reduction of pollution sources, and other measures designed to effect a cleaner environment.

5. To shoulder the burdens of government by working to make the United States less dependent upon, and less vulnerable to, the fossil fuel market world-wide by working to promote and develop a sustainable alternative fuels market and increase nationally the understanding and use of Alternative Fuel Vehicles, as well as increasing the quality of health and the environment through education and other efforts resulting in less use of polluting fuels.

The Corporation shall carry out these purposes with the provision that the Corporation shall not have nor exercise any power or authority not granted to it under the District of Columbia Nonprofit Corporation Act, nor engage in any activities prohibited to an organization granted exempt status under Section 501(c)(3) of the Internal Revenue Code or any successor law or regulation.

FOURTH: The names and addresses of the incorporators of this corporation are:

Paul J. Levine, Esquire	1330 New Hampshire Avenue, NW	Washington, DC 20036
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Peter C. Wolk, Esquire	2001 S Street, # 410, NW	Washington, DC 20009
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Beth Janoff	8720 Georgia Avenue, # 1000	Silver Spring, MD 20910
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FIFTH: The Corporation shall have non-voting members as defined in the Bylaws.

SIXTH: The number of initial Directors of this Corporation is three. Their names and addresses are as follows:

Paul J. Levine, Esquire	1330 New Hampshire Avenue, NW	Washington, DC 20036
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Peter C. Wolk, Esquire	2001 S Street, # 410, NW	Washington, DC 20009
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Beth Janoff	8720 Georgia Avenue, # 1000	Silver Spring, MD 20910
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SEVENTH: The name of the initial registered agent of this corporation is: Paul J. Levine, Esquire, and the address of the initial registered agent and office is: 1330 New Hampshire Avenue, NW, Washington, DC 20036.

EIGHTH: The internal affairs of the Corporation shall be managed by a Board of Directors which may be called the Board of Trustees and shall have all authority and power as such. Directors need not be residents of the District of Columbia. The initial

Directors shall serve until the first annual meeting or until their successors are duly elected and certified. The number of Directors, their manner of election or appointment, and their terms and qualifications for office shall be as provided in the Bylaws of the Corporation, but in no event shall the number of Directors be less than three.

NINTH: Upon the termination, dissolution or final liquidation of the Corporation in any manner or for any reason, its assets, if any, remaining after payment (or provision for payment) and all liabilities of the Corporation shall be distributed to, and only to, one or more organizations described in Section 501(c)(3) of the Internal Revenue Code or any successor law or regulations.

TENTH: The Corporation shall not authorize or issue shares of stock. No part of the assets or net earnings current or accumulated of the Corporation shall at any time inure to the benefit of, or be distributable to its Directors, officers or other private persons, within the meaning of the prohibition contained in Section 501(c)(3) of the Internal Revenue Code or any successor law or regulations, 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 THIRD hereof. No loans shall be made by the Corporation to its members, officers or Directors for any purpose whatsoever.

ELEVENTH: No substantial part of the activities of the Corporation shall involve the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation as of the _____ day of January, 1999.

City of Washington)
) ss.:
District of Columbia)

I, _____, Notary Public, hereby certify that on the ____ day of _____, 1999, personally appeared before me, PAUL J. LEVINE, who signed the foregoing document as an incorporator, and averred that the statements therein are true.

My commission expires:

(SEAL)

City of Washington)
) ss.:
District of Columbia)

I, _____, Notary Public, hereby certify that on the ____ day of _____, 1999, personally appeared before me, PETER C. WOLK, who signed the foregoing document as an incorporator, and averred that the statements therein are true.

My commission expires:

(SEAL)

City of Silver Spring)
) ss.:
State of Maryland)

I, _____, Notary Public, hereby certify that on the ____ day of _____, 1999, personally appeared before me, BETH JANOFF, who signed the foregoing document as an incorporator, and averred that the statements therein are true.

My commission expires:

(SEAL)