

ARTICLES OF INCORPORATION
OF
HAERETICUS ENVIRONMENTAL LABORATORY
A NON-PROFIT CORPORATION

The incorporators listed in Article V, in order to form a non-profit corporation under the laws of the Commonwealth of Virginia, adopt the following Articles of Incorporation:

ARTICLE I.

The name of this corporation is **Haereticus Environmental Laboratory**.

ARTICLE II.

The name and address of the registered agent of this corporation on whom any process, notice, or demand to be served is:

Virgil D. Downs, 106 Saratoga, Lynchburg, VA 24502. This individual is a resident of Virginia and a director of the corporation.

The registered office of the corporation in the State of Virginia is to be located at 106 Saratoga Dr, Lynchburg, VA 24502 located in the County of Campbell County.

ARTICLE III.

This corporation is dedicated to increasing the scientific, social and economical knowledge of ecological environments in order to better conserve and restore threatened marine environmental habitats and resources.

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

Postal address correspondence to the corporation other than postal correspondence with the registered agent is P.O. Box 92, Clifford, VA 24533. Location of the laboratory within the Commonwealth of Virginia is located at 488 Little Lake Lane, Amherst, VA 24521 unless otherwise posted to a new location.

ARTICLE IV.

(a) The number of Directors is not less than two (2) or more than eleven (7).

- (b) Directors are elected from nominees provided by the Board of Directors. Voting for the election of Directors will be by written ballot. Each Director may cast one vote per candidate, and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes, up to the number of Directors to be elected, are elected to serve on the board.
- (c) The term of a Director is for three years. There is no limitation on the successive terms of office of a Director. Vacancies in the office of Directors are filled by the remaining Directors.

ARTICLE V.

The number of initial Directors of this corporation appointed is three (3). Their names and address are as follows:

- 1) Virgil D. Downs, 106 Saratoga, Lynchburg, VA 24502
- 2) Judith Halas, 172 Lorelane Place, Key Largo, FL 33037-4235
- 3) Arnold Huang, 373 S. Pacific Ave., Pittsburg, PA 15224

ARTICLE VI.

The period of duration of this corporation is perpetual.

ARTICLE VII.

Membership.

There is no membership status for this corporation. Association of persons with the corporations shall be categorized as Director, employee, or volunteer.

ARTICLE VIII.

Any additional provisions for the operation of the corporation are as follows:

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this 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.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, Directors, officers, or other private persons, except that this 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 these Articles.

Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code.

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation 1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; 2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; 3) shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code; 4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and 5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

The undersigned incorporator hereby declares under penalty of perjury that the statements made in the foregoing Articles of Incorporation are true.

Dated: 7/11/04

Virgil D. Downs

Virgil D. Downs, Incorporator

**COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION**

July 16, 2004

The State Corporation Commission has found the accompanying articles submitted on behalf of

Haereticus Environmental Laboratory

to comply with the requirements of law, and confirms payment of all required fees.

Therefore, it is ORDERED that this

CERTIFICATE OF INCORPORATION

be issued and admitted to record with the articles of incorporation in the Office of the Clerk of the Commission, effective July 16, 2004.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Commissioner

Commonwealth of Virginia



State Corporation Commission

I Certify the Following from the Records of the Commission:

The foregoing is a true copy of all documents constituting the charter of Haereticus Environmental Laboratory on file in the Clerk's Office of the Commission.

Nothing more is hereby certified.



*Signed and Sealed at Richmond on this Date:
November 8, 2004*

Joel H. Peck

Joel H. Peck, Clerk of the Commission