

STATE OF DELAWARE

CERTIFICATE OF INCORPORATION

A NON STOCK CORPORATION

**FIRST.** The name of the corporation is: Sustainable Purchasing Council Inc..

**SECOND.** Its registered office in the State of Delaware is located at 1521 Concord Pike, Suite 301, Wilmington, DE 19803, County of New Castle. The registered agent in charge thereof is United States Corporation Agents, Inc.

**THIRD.** The purpose of the Non-Profit Corporation is to engage in: to support and recognize leadership in strategic institutional purchasing that shifts industry supply chains toward a prosperous and sustainable future.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

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 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 the Court of Common Pleas of the county in which the principal 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.

**FOURTH.** The corporation shall not have any capital stock.

**FIFTH.** The corporation will not have members. Provisions for the regulation of the internal affairs of the corporation shall be set forth in the bylaws of the corporation.

**SIXTH.** The incorporator of the corporation is LegalZoom.com, Inc., 101 N. Brand Blvd., 11th Floor, Glendale, CA 91203.

I, the undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file, and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 26th day of March, A.D. 2013.

By: Legalzoom.com, Inc., Incorporator

/s/ Eileen Gallo

By: Eileen Gallo, Assistant Secretary  
LDA #0104 in Los Angeles County (expires 12/2013)  
101 N. Brand Blvd., 11th Floor, Glendale, CA 91203  
(323) 962-8600