

STATE OF NEW YORK

DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
July 30, 2008.



Paul LaPointe

Paul LaPointe
Special Deputy Secretary of State

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CERTIFICATE OF INCORPORATION

OF

TERREFORM ONE (Open Network Ecology) CORP.

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

Filed by: Maria Aiolova
33 Flatbush Avenue, 6th Floor
Brooklyn, NY 11217

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUN 17 2008

TAXS: [Signature]
BY: [Signature]

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CERTIFICATE OF INCORPORATION**OF****TERREFORM ONE (Open Network Ecology) CORP.****Under Section 402 of the Not-For-Profit Corporation Law**

THE UNDERSIGNED, for the purpose of forming a not-for-profit corporation under the Not-For-Profit Corporation Law of the State of New York, hereby certifies:

FIRST: The name of the TERREFORM ONE (Open Network Ecology) CORP. (the "Corporation").

SECOND: The Corporation is a corporation defined in subparagraph (a)(5) of Section 102 of the Not-For-Profit Corporation Law and is a Type B Corporation under Section 201 of the Not-For-Profit Corporation Law.

THIRD: The Corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). The Corporation is formed for the purposes of advancement of socio-ecological science and the dissemination of this knowledge through diverse programming. In furtherance of these charitable purposes, the Corporation shall:

(A) Research and promote innovative practices and appropriate technologies for local sustainability in such matters as energy, transportation, buildings, waste treatment, food, water and culture to advance the environmental future of New York City, and inspire solutions in areas like it across the nation and around the world.

(B) Create a unique laboratory for scientists, artists, architects, students, recent graduates and individuals of all ages and backgrounds to explore, through cross-disciplinary exchange, the larger framework of sustainability.

(C) Organize a series of seminars and workshops about the sustainability of New York City. Potential speakers will include scientists, environmental historians, engineers, architects, community activists, journalists, educators, critics and neighborhood residents.

(D) Promote and provide networking and coordination for the people who are committed to the idea of socio-ecological science.

In furtherance of the foregoing purposes, the Corporation may receive property by gift, devise or bequest, invest and reinvest the same, and apply the income and principal thereof, as the Board of Directors may from time to time determine, either directly or through contributions to any charitable organization or organizations, exclusively for charitable, educational, scientific or literary purposes,

and engage in any lawful act or activity for which corporations may be organized under the Not-For-Profit Corporation Law.

In furtherance of its corporate purposes, the Corporation shall have all of the general powers enumerated in Section 202 of the Not-For-Profit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

FOURTH: The office of the Corporation within the State of New York is to be located in the county of Kings.

FIFTH: The names and addresses of the individuals who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are elected and qualify are:

<u>Name</u>	<u>Address</u>
(1) Mitchell Joachim	55 1/2 Downing Street, #2 New York, NY 10014
(2) Maria Aiolova	33 Flatbush Avenue, 6 th Floor Brooklyn, NY 11217
(3) Andrei Vovk	Prince Street Station, PO Box 366 New York, NY 10012

SIXTH: The Corporation hereby designates the Secretary of State of the State of New York as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall mail a copy of any process against the Corporation, which is served upon her, is:

Maria Aiolova
33 Flatbush Avenue, 6th Floor
Brooklyn, NY 11217

SEVENTH: The Corporation shall not have authority to issue capital stock and shall not make or declare any dividend.

EIGHTH: The Corporation shall have no members.

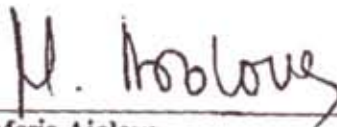
NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article THIRD hereof.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of New York), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or, in either event, the corresponding provisions of any future tax code.

TENTH: In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for the necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. In the event of voluntary dissolution, such organization or organizations shall be selected in the discretion of the directors, subject to approval of the plan of dissolution and distribution of assets upon an order of a justice of the Supreme Court of the State of New York.

IN WITNESS WHEREOF, the undersigned, a natural person at least eighteen years of age, has subscribed this Certificate this 15 day of June, 2008, and affirmed under penalties of perjury that the statements made herein are true.



Maria Aiolova
33 Flatbush Avenue, 6th Floor
Brooklyn, NY 11217