

**ARTICLES OF INCORPORATION
OF
THE HEALTH AND CLIMATE FOUNDATION**

To:
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS & PROFESSIONAL LICENSING ADMINISTRATION
CORPORATIONS DIVISION

We, the undersigned natural persons of the age of eighteen years or more, acting as Incorporators of a corporation under the NON-PROFIT CORPORATION ACT (D.C: Code 2001 edition, Title 29, Chapter 3), adopt the following Articles of Incorporation:

FIRST: The name of the corporation shall be: THE HEALTH AND CLIMATE FOUNDATION

SECOND: The period of its duration is: Perpetual

THIRD: Said corporation is organized exclusively for charitable, scientific and educational purposes, 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 the corresponding section of any future federal tax code. Specifically, said corporation aims to reduce the burden of disease by raising awareness and funding for public health projects worldwide. It aims to support better understanding of the connections between health, climate and other environmental factors and support better use of this information at national levels and within local communities. Said corporation will help reduce poverty by helping to provide the means to deal with climate change, which affects all aspects of development, including public health.

FOURTH: The corporation shall not have members.

FIFTH: Responsibility for day-to-day management of the non-profit corporation shall be vested in a Board of Directors. The Officers and directors of the corporation shall be elected or appointed based on provision in the by-laws of the corporation.

SIXTH: The internal affairs of the corporation are regulated by the by-laws of the corporation. The resources of the corporation shall be primarily from diverse public support. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its directors, trustees, officers or other private persons, 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 substantial part of the activities of the corporation shall be the carrying out of propaganda, or otherwise attempting to influence legislation, and the 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. Notwithstanding any provision in these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

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In the event of dissolution, the assets of the organization, once the accounts are closed, shall be given to an organization working towards a similar end or a humanitarian foundation to be used for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the District of Columbia, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the District of Columbia, or of the county where 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.

SEVENTH: The registered agent is Ms. Aleksandra Natalia Rogers, a bona fide resident of the District of Columbia, Registered Office address 1390 V St. NW #201, Washington DC 20009.

EIGHTH: The directors constituting the initial board of Directors are:

Dr. David Rogers	Champ Courtet, Marchissy 1261 Switzerland.
Dr. Madeleine Thomson	International Research Institute for Climate and Society Pallisades; New York, 10964-8000
Dr. Pai-Yei Whung	4715 Morgan Drive, Chevy Chase, Maryland 20815-5312
Ms. Haleh Kootval	World Meteorological Organization, 7 bis Avenue de la Paix, 1211 Geneva, Switzerland
Dr. Diarmid Campbell-Lendrum	World Health Organization, 20 Avenue Appia, 1211 Geneva, Switzerland
Prof. Kader Kondé	WHO Multi Disease Surveillance Centre, Ouagadougou, Burkina Faso
Prof. John Zillman	Bureau of Meteorology, GPO Box 1289, Melbourne, Australia
Prof. David Molyneux	Filariasis Support Centre, Liverpool School of Tropical Medicine, Liverpool, UK

NINTH: The Incorporators are:
Emily Rice

2916 Hickory St, Alexandria VA 22305

John Douglass

2014 Connecticut Ave NW, Apt #2, Washington
DC 20008

Aleksandra Rogers

1390 V St. NW #201, Washington DC 20009

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DATE January 15, 2008

I, Rosa M. Verchot, A Notary Public, hereby certify that on the
15 Day of January, 2008 The following Incorporators

Emily Rice

2916 Hickory St
Alexandria VA 22305



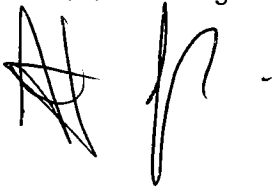
John Douglass

2014 Connecticut Ave NW, Apt # 2, Washington
DC 20008



Aleksandra Rogers

1390 V St. NW, Apt # 201, Washington DC
20009



appeared before me and signed the foregoing document as incorporators, and have averred that the statements therein contained are true.

Rosa M. Verchot
Notary Public, District of Columbia
My Commission Expires 02-14-2009