

ARTICLES OF INCORPORATION

OF

WORLD RESOURCES INSTITUTE FUND

TO: D.C. Department of Consumer and Regulatory Affairs,
Corporation Division, Washington, D.C.

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

FIRST: The name of the corporation is World Resources Institute Fund.

SECOND: The period of duration is perpetual and the corporation shall have no members.

THIRD: The corporation is organized and will be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of World Resources Institute, an organization which is exempt from federal income tax under section 501(c)(3) and which is not a private foundation by virtue of its qualification under sections 509(a)(1) and 170(b)(1)(A)(vi), and the corporation shall be operated, supervised, and controlled by World Resources Institute. In pursuance of these general purposes, the corporation may:

a) sponsor research, seminars, and produce reports, and engage in like activities designed to address problems of global resource management and to protect the world's environment;

b) provide funds to World Resources Institute to enable it to accomplish its charitable purposes; and

c) do all things necessary and proper to accomplish its general charitable, scientific and educational purposes consistent with maintaining its tax exempt status under section 501(c)(3) and its public charity status under section 509(a)(3).

All references to sections in these Articles refer to the Internal Revenue Code of 1954 as amended or to comparable sections of subsequent internal revenue laws.

FOURTH: No part of the net earnings of the corporation shall inure to the benefit of or be distributed to any director, employee or other individual, partnership, estate, trust or corporation having a personal or private interest in the corporation. Compensation for services actually rendered and reimbursement for expenses actually incurred in attending to the affairs of this corporation shall be limited to reasonable amounts. No part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation to an extent that would disqualify it for tax exemption under Section 501(c)(3), and this corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles or of any By-laws adopted thereunder, this corporation shall not take any action not permitted by the laws which then apply to this corporation.

FIFTH: The internal affairs of the corporation shall be regulated by its Board of Directors, as described in the By-laws. Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for charitable purposes which shall, at the time, qualify as exempt organizations under section 501(c)(3).

SIXTH: The registered agent is J. Gustave Speth, and the address, including street and number, of its initial registered office is 1735 New York Ave., N.W., Suite 400, Washington, D.C. 20006.

SEVENTH: The number of individuals serving as the initial Board of Directors is eight (8), and the names and addresses, including street number, of the persons who are to serve as the initial Board until the first annual meeting, or until their successors are elected and qualified, are:

Matthew Nimetz, Esquire
Paul, Weiss, Rifkind, Wharton
and Garrison
345 Park Avenue
New York, NY 10154

Mr. Curtis A. Hessler
Burroughs Corporation
Burroughs Place
Room A592
Detroit, MI 48232

Dr. John E. Cantlon
Michigan State University
Room 232, Administration Bldg.
East Lansing, MI 48824

Mr. Robert S. McNamara
1800 K Street, N.W.
Suite 1100
Washington, D.C. 20006

Mr. Robert O. Blake
2211 King Place, N.W.
Washington, D.C. 20007

Mr. James Gustave Speth
1735 New York Avenue, N.W.
Suite 400
Washington, D.C. 20006

Dr. John Firor
P.O. Box 3000
Table Mesa Drive
Boulder, CO 80307

Mr. Russell E. Train
1255 23rd Street, N.W.
Washington, D.C. 20037

The members of the Board of Directors and their successors shall be comprised of those individuals who are appointed by the Board of Directors of World Resources Institute, acting in its official capacity, in accordance with the By-laws.

EIGHTH: The names and addresses, including street and number, of the incorporators are:

Rhonda Kranz
1301 15th St., N.W. #117
Washington, D.C. 20005

Susan Grossberg
1102 Valley Drive
Alexandria, VA 22302

Anne Spurrell
10406 Montrose Ave., #101
Bethesda, MD 20814

IN WITNESS THEREOF, we have hereunto set our hands and seals
this 13th day of May, 1986.

Sandra K. Adams
Susan Foster
Clare Spurrell

Subscribed and sworn to
before me this 13th day of
May, 1985.

Blanca M. Perry
Notary Public

My Commission Expires April 30, 1987