

TAB A

AAEES ARTICLES OF INCORPORATION

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AMERICAN ACADEMY OF ENVIRONMENTAL ENGINEERS

CERTIFICATE OF AMENDMENT ENVIRONMENTAL ENGINEERING INTERSOCIETY BOARD, INC. (A Corporation Without Capital Stock)

ENVIRONMENTAL ENGINEERING INTERSOCIETY BOARD, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: That the Board of Trustees of said corporation by the unanimous written consent of its members, filed with the minutes of the Board authorized and adopted a resolution proposing and declaring advisable the following amendment to the Certificate of Incorporation of said corporation:

RESOLVED, that the Certificate of Incorporation of this corporation be amended as set forth in "EXHIBIT A" attached.

FURTHER RESOLVED, that this Certificate of Amendment of the Certificate of Incorporation shall be effective on September 17, 1973 at 12:01 P.M. EDT.

SECOND: That the aforesaid amendment was authorized and adopted by unanimous written consent of the Board of Trustees in accordance with the applicable provisions of Sections 242 and 141 (f) of the General Corporation Law of Delaware.

IN WITNESS WHEREOF, said ENVIRONMENTAL ENGINEERING INTERSOCIETY BOARD, INC. has caused this certificate to be signed by Henry J. Ongerth, its Chairman, and attested by Joseph Touhill, its Secretary, this 13th day of August, 1973.

ENVIRONMENTAL ENGINEERING INTERSOCIETY BOARD, INC.
Signed by Henry J. Ongerth, Chairman

Attest:
Signed by C. Joseph Touhill, Secretary

CERTIFICATE OF INCORPORATION

AS AMENDED

AMERICAN ACADEMY OF ENVIRONMENTAL ENGINEERS, INC.

Article I:

The name of the corporation, hereinafter called the Corporation, is AMERICAN ACADEMY OF ENVIRONMENTAL ENGINEERS, INC.

Article II:

The address of its registered office in the State of Delaware is No. 100 West Tenth Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is THE CORPORATION TRUST COMPANY.

Article III:

The nature of the business of the Corporation and the objects and purposes to be promoted or carried on by it are as follows:

a. To improve the practice, elevate the standards and advance the cause of environmental engineering; as the term "environmental engineering" is defined in the Bylaws;

b. To grant and issue to engineers duly licensed or registered by law to practice engineering and who meet the rules and regulations, standards, and qualifications as provided in the Bylaws, certificates of special knowledge in environmental engineering or in any specialty field thereof, and to revoke certificates so granted or issued; but no certificate granted or issued by the Corporation shall, of itself, confer or propose to confer, upon any person any legal qualification or privilege or license or registration to practice environmental engineering or any other profession; or shall purport to be issued under or in pursuance of, or by virtue of, any governmental sanction or authority;

c. To receive and act upon application for such certificates of special knowledge in environmental engineering; to establish, maintain, and, from time to time, alter and amend, rules and regulations, and qualifications for the granting or issuance of, and the retention of such certificates; to determine by examination, investigation or otherwise, the fitness of applicants for, and the holders of, such certificates; to prepare, provide and conduct examinations, oral, written and other, for the purpose of, or in connection with, such determination of fitness, and to determine the results of any such examinations; to arrange for and conduct investigations as may be deemed necessary or desirable for, or in connection with, carrying out any of the purposes or objects of the Corporation; and to require the payment of, and to collect and receive from each such applicant or examinee, such fees for application, examination, investigation and determination of fitness and to require the payment of, and to collect and receive from each holder of a certificate of special knowledge in environmental engineering, such renewal fees or dues or both as may, from time to time, be prescribed by the Board of Trustees or the Bylaws of the Corporation;

d. To purchase, rent, hire or otherwise acquire, and to provide, erect, make, maintain, establish and operate offices, and other facilities, and all necessary or convenient equipment for, and accessories to any or all thereof, to engage and employ such assistance as may be deemed necessary or desirable in connection with any of such purposes and objects;

e. Except as specifically prohibited by law, to accept any gift, grant, endowment, devise or bequest made to the Corporation at any time to further its general purposes; and

f. To keep and maintain a register of valid holders of certificates granted by the Corporation, such valid holders of certificates to be designated as "Diplomates" having such status, grade or classification, as provided in the Bylaws.

In furtherance of, and not in limitation of the general powers conferred by the laws of the State of Delaware, and the activities and purposes herein set forth, it is expressly provided that this Corporation shall also have the following powers, viz:

Acting through its Board of Trustees, its President and other officers, subject to the powers and restrictions of this Certificate of Incorporation, and its Bylaws, to do all such acts as are necessary or convenient to the attainment of the activities and purposes herein set forth.

In general, to possess and exercise all the powers and privileges granted by the General Corporation Law of Delaware or by any other law of Delaware or by this Certificate of Incorporation together with any powers incidental thereto, so far as such powers and privileges are necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation.

The activities and purposes specified in the foregoing clauses shall, except where otherwise expressed, be in nowise limited or restricted by reference to, or inference from, the terms of any other clause in this Certificate of Incorporation, but the activities and purposes specified in each of the foregoing clauses of this Article shall be regarded as independent activities and purposes.

Nothing in this Certificate of Incorporation shall be construed as authorizing the Corporation to confer academic or honorary degrees.

Article IV:

The Corporation is not organized for pecuniary gain or profit. It shall have no corporate stock and shall not have authority to issue capital stock.

The sponsoring organizations shall be the nominating societies on the effective date of this amendment to the Certificate of Incorporation consisting of, but not limited to, the:

AIR POLLUTION CONTROL ASSOCIATION; AMERICAN INSTITUTE OF CHEMICAL ENGINEERS; AMERICAN PUBLIC HEALTH ASSOCIATION; AMERICAN SOCIETY OF CIVIL ENGINEERS; AMERICAN SOCIETY FOR ENGINEERING EDUCATION; AMERICAN WATER WORKS ASSOCIATION; and THE WATER POLLUTION CONTROL FEDERATION.

Additional organizations having goals and objectives compatible with those of this Corporation may become sponsoring organizations as provided in the Bylaws.

Any sponsoring organization may withdraw as a sponsoring organization as provided in the Bylaws.

Article V:

The names and places of residence of each of the incorporators are as follows:

Alvin F. Meyer, Jr.
1701 So. 78th Street
Omaha, Nebraska

William H. Wisely
33 W. 39th Street
New York, New York

Thomas A. Marshall, Jr.
33 W. 39th Street
New York, New York

Article VI:

The Corporation shall have perpetual existence.

Article VII:

The private property of the sponsoring organizations and members of the Corporation shall not be subject to the payment of Corporate debts to any extent whatever.

Article VIII:

The activities and affairs of the Corporation shall be managed by a Board of Trustees. The number of Trustees which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws. The Board of Trustees and Officers shall be elected or appointed as provided in the Bylaws and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of Trustees necessary to constitute a quorum; such quorum may be less than one-third (1/3) of the number of the Board of Trustees. The Board of Trustees may designate one or more committees, as provided in the Bylaws, each committee to consist of one or more of the Trustees of the Corporation.

The Trustees of the Corporation may, if the Bylaws so provide, be classified as to term of office. The Corporation may elect or appoint such Officers as the Bylaws may specify, who shall, subject to the provisions of the statute, have such titles and terms and exercise such duties as the Bylaws may provide. The Board of Trustees is expressly authorized to make, alter or repeal the Bylaws of this Corporation.

This Corporation may in its Bylaws confer powers upon its Board of Trustees in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the statutes, provided that the Board of Trustees shall not exercise any power or authority conferred herein or by statute upon the members.

Article IX:

In addition to the powers and authorities hereinbefore or by the laws of the State of Delaware expressly conferred upon it, the Board of Trustees may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the express provisions of said laws, of the Certificate of Incorporation, and of the Bylaws of the Corporation.

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall in any way be invalidated or otherwise affected by the fact that one or more of the Trustees of the Corporation are Trustees, Directors or Officers of such other

corporation or are pecuniary interested therein; but in all cases such pecuniary interest shall be disclosed to or shall have been known to the Board of Trustees before any action is taken upon any such contract or transaction.

No person shall be liable to the Corporation for any loss or damage suffered by it on account of any action taken or omitted by him as a Trustee or Officer of the Corporation in good faith if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs; or (b) took or omitted to take such action upon advice of counsel to the Corporation or upon statements made or information furnished by Officers or employees of the Corporation which he had reasonable grounds to believe.

The provisions of this Article shall be in addition to and not in limitation of any other rights, powers, indemnities, or limitations of liability.

Article X:

Meetings of the Board of Trustees, members or both, may be held within or without the State of Delaware, as the Bylaws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes), outside of the State of Delaware at such place or places as may be from time to time designated by the Board of Trustees.

Article XI:

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, 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 III hereof.

If upon dissolution of the Corporation, there shall remain any property after satisfaction of all indebtedness, such property shall not be distributed among the members of the Corporation but shall be given or transferred to one or more non-profit corporations, associations or institutions having objectives generally similar, such as shall be selected by Trustees of the Corporation present in person at a meeting, by proxy or as otherwise provided in the Bylaws before the time of such dissolution. In default thereof, the decision shall be made by such courts as may have or acquire jurisdiction; or the property and assets may be donated to some charitable object.

Article XII:

At any time and from time to time any of the provisions of this Certificate of Incorporation may be amended, altered or repealed, or other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner prescribed by such laws and all rights at any time conferred by this Certificate of Incorporation are granted subject to the provisions of this Article XII.

We, the undersigned, being each of the incorporators hereinbefore named for the purpose of forming a corporation to do and carry on business anywhere under the authority of the General Corporation Law of the State of Delaware, known as Title 8 of the Delaware Code, 1953, and the acts mandatory thereof and supplemental thereto, do make this certificate and do hereby declare and certify that the facts herein stated are true, and accordingly have hereunto set our hands and seals this 21st day of October, A.D. 1955.

Signed by **Alvin F. Meyer, Jr.**
William H. Wisely
Thomas A. Marshall, Jr.

Signed by all in the presence of:

Thomas R. Camp
John E. Kiker, Jr.
Rolf Eliassen
Ray E. Lawrence

Clarence T. Sterling, Jr.
George O. Pierce
Wendell R. La Due
R. S. Rankin
William A. Hardenbergh

Gilbert H. Dunstan
Dwight F. Metzler
Robert E. Stiemke
Earnest Boyce

STATE OF NEW YORK)
COUNTY OF NEW YORK)

BE IT REMEMBERED, that on this 21st day of October, A.D. 1955, personally appeared before me, the subscriber, a Notary Public for the County and State aforesaid, Alvin F. Meyer, Jr., William H. Wisely and Thomas A. Marshall, Jr., all known to me personally and being the parties named in the foregoing Certificate of Incorporation, and severally acknowledged the said Certificate to be the voluntary act and deed of the signers respectively, and that the facts therein set forth are true.

GIVEN under my hand and seal of office, the day and year aforesaid.

(Notarial Seal)

Signed by **John A. Zecca**, Notary Public

Notary Public in the State of New York
Qualified in Queens County No. 41-9792200
TERMS EXPIRES MARCH 30, 1956

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:21 AM 12/10/2012
FILED 10:21 AM 12/10/2012
SRV 121314233 - 0493805 FILE

AMERICAN ACADEMY OF ENVIRONMENTAL ENGINEERS, Inc.

AMENDMENT OF CERTIFICATE OF INCORPORATION

December 10, 2012

Pursuant to Section 242, the Certificate of Incorporation of the American Academy of Environmental Engineers, Inc., is amended by changing the Articles thereof numbered I, III a, b, and c, and IV, so that, as amended, said articles shall be and read as follows:

Article I:

The name of the corporation, hereinafter called the Corporation, is American Academy of Environmental Engineers and Scientists, Inc.

Article IIIa:

- a. To improve the practice, elevate the standards and advance the cause of environmental engineering and environmental science; as the terms "environmental engineering" and "environmental science" are defined in the Bylaws;

Article IIIb:

- b. To grant and issue to engineers duly licensed or registered by law to practice engineering or others (including environmental scientists) as determined by the Board of Trustees and who meet the rules and regulations, standards, and qualifications as provided in the Bylaws, certificates of special knowledge in environmental engineering or environmental science or in any specialty field thereof, and to revoke certificates so granted or issued; but no certificate granted or issued by the Corporation shall, of itself, confer or propose to confer, upon any person any legal qualification or privilege or license or registration to practice environmental engineering or any other profession; or shall purport to be issued under or in pursuance of, or by virtue of, any governmental sanction or authority;

Article IIIc:

- c. To receive and act upon application for such certificates of special knowledge in environmental engineering or environmental science; to establish, maintain, and, from time to time, alter and amend, rules and regulations, and qualifications for the granting or issuance of, and the retention of such certificates; to determine by examination, investigation or otherwise, the fitness of applicants for, and the holders of, such certificates; to prepare, provide and conduct examinations, oral, written and other, for the purpose of, or in connection with, such determination of fitness, and to determine the results of any such examinations; to arrange for and conduct investigations as may be deemed necessary or desirable for, or in connection with, carrying out any of the purposes or objects of the Corporation; and to require the payment of,

and to collect and receive from each such applicant or examinee, such fees for application, examination, investigation and determination of fitness and to require payment of, and to collect and receive from each holder of a certificate of special knowledge in environmental engineering or environmental science, such renewal fees or dues or both as may, from time to time, be prescribed by the Board of Trustees or the Bylaws of the Corporation;

Article IV:

The Corporation is not organized for pecuniary gain or profit. It shall have no corporate stock and shall not have authority to issue capital stock.

The sponsoring organizations shall be those on the effective date of this amendment to the Certificate of Incorporation consisting of, but not limited to, the:

AMERICAN INSTITUTE OF CHEMICAL ENGINEERS; AMERICAN PUBLIC HEALTH ASSOCIATION; AMERICAN SOCIETY OF CIVIL ENGINEERS; AMERICAN SOCIETY FOR ENGINEERING EDUCATION; AMERICAN SOCIETY OF MECHANICAL ENGINEERS; AMERICAN WATER WORKS ASSOCIATION; WATER ENVIRONMENT FEDERATION; AMERICAN PUBLIC WORKS ASSOCIATION; ASSOCIATION OF ENVIRONMENTAL ENGINEERING AND SCIENCE PROFESSORS; NATIONAL SOCIETY OF PROFESSIONAL ENGINEERS; SOLID WASTE ASSOCIATION OF NORTH AMERICA; AND AIR AND WASTE MANAGEMENT ASSOCIATION.

Additional organizations having goals and objectives compatible with those of this Corporation may become sponsoring organizations as provided in the Bylaws.

Any sponsoring organization may withdraw as a sponsoring organization as provided in the Bylaws.

All other provisions of the Certificate of Incorporation shall remain unchanged.

Joseph S. Cavarretta, CAE

Executive Director

American Academy of Environmental Engineers, Inc.