

DUPLICATE  
ORIGINAL

ARTICLES OF INCORPORATION  
OF  
NORTH AMERICAN PASSIVE HOUSE NETWORK COOPERATIVE

*Executed by the undersigned for the purpose of forming a Wisconsin cooperative corporation under Chapter 185 of the Wisconsin Statutes:*

Article 1. The name of the cooperative is NORTH AMERICAN PASSIVE HOUSE NETWORK COOPERATIVE.

Article 2. The purposes of the cooperative shall be to engage in any lawful activities authorized by Chapter 185 of the Wisconsin Statutes.

Article 3. The initial registered office of the cooperative is in Dane County at 16 N. Carroll Street, Suite 500, Madison, Wisconsin 53703. The initial registered agent of the cooperative at that address is Scott Herrick. The Board of Directors from time to time may designate a different registered agent and registered address.

Article 4.

A. The cooperative is organized with capital stock of two classes, which shall be known respectively as MEMBER STOCK and GENERAL STOCK.

B. MEMBER STOCK shall be the membership stock of the cooperative with voting rights and other entitlements pertaining thereto as provided by law and by the bylaws of the cooperative.

C. Holders of GENERAL STOCK shall enjoy only such voting rights and other entitlements as are provided by law to the holders of non-membership stock.

D. The declaration and payment of any dividend, and the rate of any dividend, may be fixed by the Board of Directors consistent with law, except that no dividend shall be declared or paid with respect to any membership stock.

F. The cooperative reserves all rights to acquire or recall any stock of any class and to define, control, and restrict the issuance and transferability of all stock.

Article 5.

A. MEMBER STOCK shall have the par value of \$100. per share.

B. GENERAL STOCK shall have the par value of \$100. per share.

Article 6.

A. MEMBER STOCK is authorized in the number of 50 shares.

B. GENERAL STOCK is authorized in the number of 450 shares.


Article 7. Upon liquidation, the Board of Directors shall distribute any net assets as follows: first, to the holders of GENERAL STOCK, in proportion to the par value of such stock held, up to the par value of the stock; second, to the holders of any non-stock allocated equity interests, including without limitation undistributed patronage allocations, in proportion to the par value of such interests, up to the par value of such interests; third, to the holders of MEMBER STOCK, in proportion to the par value of such stock held.

Article 6. Pursuant to 185.61(4)(a), Wisconsin Statutes, or successor provisions, a plan of merger or consolidation shall require the approval of a majority of the votes of any stockholders.

Article 7. The undersigned incorporators constitute the initial membership of the cooperative and shall act as the initial Board of Directors.

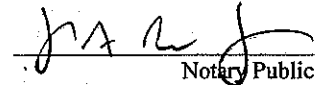
Executed in duplicate on the following pages.

Drafted by and return to: Atty. Scott Herrick, 16 North Carroll Street, Ste. 500, Madison WI 53703.

  
\_\_\_\_\_  
Scott Herrick  
16 North Carroll Street, Ste. 500  
Madison WI 53703

State of Wisconsin        )  
County of Dane            ) ss

Personally came before me this July 13, 2014,  
the aforementioned Scott Herrick, to me known to be the  
persons who executed the foregoing instrument and  
acknowledged the same.

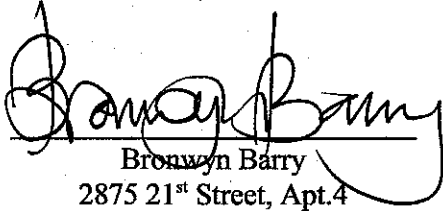
  
\_\_\_\_\_  
Notary Public

My commission: expires 8/5/17

**J.A. Pearsall Geiger**  
**Notary Public**  
**State of Wisconsin**

Articles of Incorporation of North American Passive House Network Cooperative  
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State of California,  
County of Contra Costa ) ss

  
\_\_\_\_\_  
Bronwyn Barry  
2875 21<sup>st</sup> Street, Apt. 4  
San Francisco, CA 94110

Personally came before me this 7/9, 2014,  
the aforementioned Bronwyn Barry, to me known to be the  
persons who executed the foregoing instrument and  
acknowledged the same.

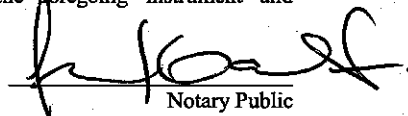
  
\_\_\_\_\_  
Marie Payne  
Notary Public

My commission: March 14, 2018

  
\_\_\_\_\_  
Ken Levenson  
131 Union Street  
Brooklyn, NY 11231

State of New York  
County of KINGS )<sup>ss</sup>

Personally came before me this 7-7-, 2014,  
the aforementioned Ken Levenson, to me known to be the  
persons who executed the foregoing instrument and  
acknowledged the same.

  
\_\_\_\_\_  
Notary Public

My commission:

**GALVIS HERNAN**  
NOTARY PUBLIC, STATE OF NEW YORK  
No. 01GA6270210  
Qualified in Kings County  
Commission Expires October 15, 2016



Naomi C.O. Beal  
139 South Freeport Rd  
Freeport, ME 04032

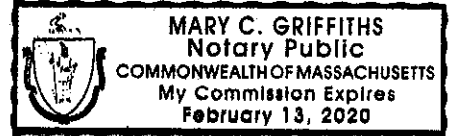
State of Massachusetts )  
County of Barnstable ) ss

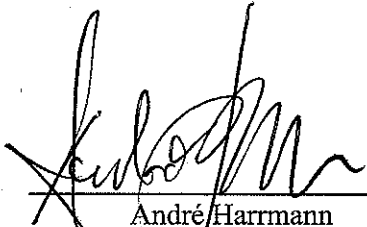
Personally came before me this 7/11, 2014,  
the aforementioned Naomi C.O. Beal, to me known to be the  
persons who executed the foregoing instrument and  
acknowledged the same.



Notary Public

My commission:

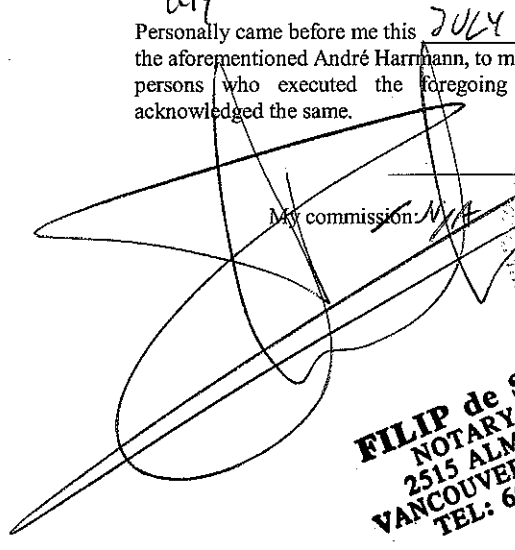


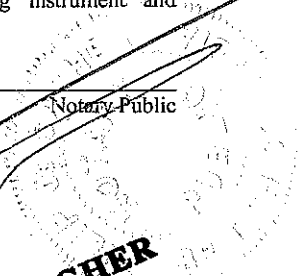
  
\_\_\_\_\_  
André Harrmann  
3417 West 3rd Avenue  
Vancouver BC V6R 1L6  
Canada

Prov. State of BRITISH COLUMBIA )

County of VANCOUVER ) ss  
CITY

Personally came before me this JULY 14, 2014,  
the aforementioned André Harrmann, to me known to be the  
persons who executed the foregoing instrument and  
acknowledged the same.

  
\_\_\_\_\_  
My commission: MA Notary Public



**FILIP de SAGER**  
NOTARY PUBLIC  
2515 ALMA STREET  
VANCOUVER, B.C. V6R 3R8  
TEL: 604-221-4343