

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF MAY, A.D. 2005, AT 1:25 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

3964826 8100

050408617



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 3888612

DATE: 05-18-05

CERTIFICATE OF INCORPORATION
OF
INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION INC.

FIRST: The name of the corporation is INTERNATIONAL COUNCIL ON CLEAN TRANSPORTATION INC.

SECOND: The address of its registered office in the State of Delaware is Corporation Service Company, 2711 Centerville Road, in the City of Wilmington, County of New Castle, Delaware, 19808. The name of its registered agent at such address is Corporation Service Company.

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 amended (the "Code") or the corresponding provision of any future United States Internal Revenue law.

The specific charitable purpose of the corporation shall be to dramatically improve the environmental performance and efficiency of cars, trucks and transportation systems throughout the world in order to protect and improve public health and the environment, and to carry on any other charitable activities as determined by the Board of Directors.

FOURTH: In furtherance of its charitable purposes, the corporation shall have all the general powers enumerated in Sections 121 and 122 of the Delaware General Corporation Law as now in effect or as may hereafter be amended, including the power to solicit grants and contributions from the general public in furtherance of such purposes, except that:

(a) The corporation shall not exercise any power or authority, nor shall it engage in any activity, that would prevent the corporation from qualifying (and continuing to qualify) as a charitable organization described in Section 501(c)(3) of the Code.

(b) No part of the net earnings, if any, of the corporation shall inure to the benefit of any member, director, officer, employee or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation), and no member, director, officer, employee or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(c) No substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

(d) With respect to any taxable year or years of the corporation during which it is a private foundation as defined in Section 509 of the Code it shall make distributions for such years at such time and in such manner as not to subject the corporation to tax

under Section 4942 of the Code, and the corporation shall not (i) engage in any act of self-dealing, as defined in Section 4941(d) of the Code, (ii) retain any excess business holdings, as defined in Section 4943(c) of the Code, (iii) make any investments in such manner as to subject the corporation to tax under Section 4944 of the Code, or (iv) make any taxable expenditures, as defined in Section 4945(d) of the Code.

FIFTH: The name and mailing address of the incorporator is Cynthia Rowland, c/o Coblenz, Patch, Duffy & Bass LLP, One Ferry Building, Suite 200, San Francisco, California 94111.

SIXTH: The corporation shall be a nonprofit corporation and shall not have authority to issue capital stock.

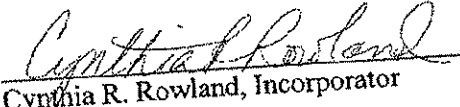
SEVENTH: The corporation shall have perpetual existence.

EIGHTH: The corporation shall have no members. Except as otherwise provided by law or in the bylaws, the corporation shall be governed by its Board of Directors which shall have, subject to the limitations set forth in this Certificate, all powers conferred by law to manage the corporation and its activities, including, without limitation, the power to adopt, amend, modify and repeal bylaws for the governance of the corporation, except as limited in the bylaws.

NINTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

TENTH: Upon dissolution of the corporation, its assets, if any, shall be distributed to such organization or organizations then described in Section 501(c)(3) of the Code as the Board of Directors shall select. In no event shall any of the assets or property be distributed to any member, director, officer or any private individual.

IN WITNESS WHEREOF, I have subscribed and acknowledged this Certificate this
17 day of May, 2005.


Cynthia R. Rowland, Incorporator