

**CERTIFICATE OF INCORPORATION OF
RENEWABLE ENERGY AND EFFICIENCY BUSINESS ASSOCIATION, INC.**

(A Connecticut Nonstock Corporation)

The undersigned incorporator hereby forms a corporation under the Connecticut Revised Nonstock Corporation Act, Chapter 602 of the Connecticut General Statutes, as the same may hereafter be revised or replaced (herein called the "Nonstock Act").

1. **Name.** The name of the Corporation is Renewable Energy and Efficiency Business Association, Inc. (herein referred to as the "Corporation" or "REEBA").

2. **Purpose.** The Corporation is organized and shall be operated exclusively as a professional and trade association through which individuals and entities that are involved in the renewable energy business, demand-side-management business, or the energy efficiency business anywhere in New England engage in cooperative activities, having as their objective the improvement of the renewable energy business, demand-side-management business, and energy efficiency business in New England. The Corporation shall promote such purpose by taking such steps as it shall deem appropriate, which shall include but not be limited to: (i) providing its Members with current business, regulatory and legislative information that will enable the Members to keep abreast of developments in the renewable energy and energy efficiency industry as they pertain to the deployment of renewable energy technologies (both customer-side and grid-side), demand-side-management technologies, and energy efficiency measures; (ii) stimulating a positive business, regulatory and legislative climate for renewable energy, demand-side-management, and energy efficiency within New

England by influencing renewable energy, demand-side-management and energy efficiency policy development, implementation and regulation at the government agencies, boards, commissions, departments, funds and other governmental organizations (herein called "Government Agencies") and parties involved in renewable energy, demand-side-management, and energy efficiency anywhere in New England; and (iii) doing any and all other acts or things which the Corporation determines are desirable or necessary in carrying out the objectives of the Corporation or in protecting or furthering the purpose of the Corporation. In furtherance of the foregoing activities and purpose, but subject to the restrictions of this Certificate of Incorporation, the Corporation may engage in any lawful act or activity for which corporations may be formed under the Nonstock Act, provided that the Corporation shall not undertake any activity that would cause it to cease to be tax-exempt under Section 501(a) as an organization described in Section 501(c)(6) of the Code and the Regulations thereunder.

3. Restrictions. The Corporation is non-profit and shall not have or issue shares of stock or make distributions. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Members, Directors, Officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred on behalf of the Corporation, to purchase goods and services at reasonable prices and to provide programs, services and other benefits, all in furtherance of the purpose set forth in Section 2 hereof, and to make distributions of its assets upon dissolution as provided for in Section 9 hereof. The Corporation shall not engage in a

regular business of the kind ordinarily carried on for profit. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the tax exempt purposes of organizations set forth in Section 501(c)(6) of the Code and the Regulations thereunder as the same now exist or as they may be hereafter amended from time to time.

4. Members.

(A) **Classes of Members.** The Corporation shall have two (2) classes of members designated as Members and Advisory Members.

(i) **Members.**

Every entity or individual that meets at least one of the criteria below can be a Member:

(1) Renewable Energy Technology Installer. A Renewable Energy Technology Installer is defined as any entity or individual that is interested in becoming eligible or is determined to be eligible by any Governmental Agency to install any of the following anywhere in New England: (1) photovoltaic systems under any Governmental Agency solar incentive program or solar lease program; (2) solar thermal systems under any Governmental Agency solar thermal program; or (3) heat-pumps under any Governmental Agency geothermal heat pump incentive program;

(2) Renewable Energy Technology Manufacturer. A Renewable Energy Technology Manufacturer is defined as any entity or individual in the business of manufacturing any renewable energy technology, or component thereof, including but not limited to fuel cell systems, wind systems, photovoltaic systems, solar thermal systems, biomass systems, wave systems, hydro systems or geothermal heat pump systems, and that is conducting or is interested in conducting business anywhere in New England;

(3) Renewable Generation Developer. A Renewable Generation Developer is defined as any entity or individual that is conducting or is interested in conducting the business of developing customer-side or grid-side renewable generation or selling into the renewable energy market in New England at any facility anywhere in New England;

(4) Renewable Energy or Energy Efficiency Retail End-User. A Renewable Energy or Energy Efficiency Retail End-User is any retail end-user of energy that has installed, or is interested in installing, behind-the-meter renewable

energy generation systems, energy efficiency technologies, or demand-side-management technologies anywhere in New England with an electric load of 50 kW or greater;

(5) Demand-Side-Management Technology Installer. A Demand-Side-Management Technology Installer is defined as any entity or individual in the business of installing, or is interested in installing, demand side management technology at a residential, commercial, industrial, institutional, governmental or other electricity retail end-user's facility located anywhere in New England; or

(6) Energy Efficiency Installer. An Energy Efficiency Installer is defined as any entity or individual in the business of installing, or is interested in installing, energy efficiency or energy conservation devices or measures at a residential, commercial, industrial, institutional, governmental or other electricity retail energy end-user's facility located anywhere in New England.

(ii) **Advisory Members.**

Every entity or individual that meets at least one of the criteria below can be an Advisory Member.

(1) Renewable Energy or Energy Efficiency Lender. A Renewable Energy or Energy Efficiency Lender is defined as any entity or individual in the business of providing renewable energy financing or energy efficiency financing anywhere in New England.

(2) Utility. A Utility is defined as any entity conducting an electric utility business or a gas utility business anywhere in New England.

(3) Government Organization. A Governmental Organization is defined as any government agency, board, commission, department, fund or other governmental body or organization that is interested in the purpose of the Corporation.

(4) Non-Governmental Organization. A Non-Governmental Organization is defined as any nonprofit entity that is interested in the purpose of the Corporation and is not a Governmental Organization.

(5) Individual. An Individual is defined as any individual who is interested in the purpose of the Corporation.

(B) *Membership Rules.* Membership shall be governed by such rules of admission, withdrawal and termination shall be as stated in the Bylaws of the Corporation as amended from time to time (the "Bylaws").

(C) *References to Member or Members.* All references in this Certificate of Incorporation to the Member or Members shall refer to a Member or Members as defined in Section 4 (A)(i) and shall not refer to any Advisory Member or Advisory Members as defined in Section 4(A)(ii).

(D) *Voting.* Each Member shall have one vote which shall be cast by the primary contact person designated by such Member. Each Advisory Member shall not have a vote unless otherwise required by the Nonstock Act.

(E) *Registered Office and Agent.* The street address of the registered office of the Corporation within the State of Connecticut is c/o Murtha Cullina LLP, CityPlace I, 185 Asylum Street, Hartford, Connecticut, 06103-3469. The name of the registered agent of the Corporation at such address is MCR&P Service Corporation.

(F) *Incorporator.* The name and address of the sole incorporator of the Corporation is Paul R. Michaud, Esq., Murtha Cullina LLP, CityPlace I, 185 Asylum Street, Hartford, Connecticut 06103-3469.

(G) *Board of Directors.*

(i) *General.* All corporate powers shall be exercised by or under the authority of, and the activities, property and affairs of the Corporation shall be managed by or under the direction of, its Board of Directors (the "Board").

(ii) *Eligibility.* An individual who is a Member or an officer, director, shareholder, manager, member, or employee of a Member shall be eligible to serve as a Director; provided, however, that no more than one representative of each Member may serve as a Director at the same time. An individual who is an Advisory Member or an individual who is an officer, director, shareholder, manager, member or employee of an Advisory Member shall not be eligible to serve as a Director.

(iii) *Election.* The initial Directors shall be elected by the Incorporator of the Corporation and shall serve until their successors are duly elected. At each annual meeting of the Members, commencing with the first annual meeting of the Members following the date of the filing of this Certificate of Incorporation with the Secretary of the State of Connecticut, Directors shall be elected by the Members for a term of two (2) years or until their successors are duly elected, except that Directors may be elected for shorter terms as necessary to fill vacancies on the Board.

5. *Limitation of Liability of Directors.* To the fullest extent that the Nonstock Act or any other law of the State of Connecticut, as in effect on the date of this Certificate of Incorporation or as hereafter amended, permits the limitation or elimination of the personal liability of a Director of the Corporation to the Corporation or its Members, no Director shall be liable to the Corporation or its Members for monetary damages for breach of duty as a Director. No repeal, modification or amendment of this Section 5

shall adversely affect any right or protection of a Director of the Corporation existing at the time of such repeal or modification. Nothing contained in this Section 5 shall be construed to deny to the Directors of the Corporation the benefit of Section 52-557m of the Connecticut General Statutes as in effect at the time of the violation (or the corresponding provisions of any subsequent statute amending or replacing said statute), if applicable. The provisions of this Section 5 are set forth in this Certificate of Incorporation pursuant to the authority contained in subdivision (4) of subsection (b) of Section 33-1026 of the Nonstock Act and are intended to limit the liability of Directors to the Corporation or its Members to the greatest extent now or hereafter permitted under the laws of the State of Connecticut.

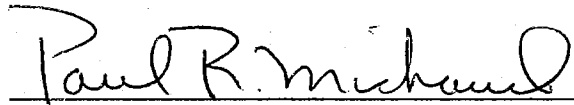
6. Dissolution. The Corporation may be dissolved by the action of both the Directors and the Members as follows: (1) by the affirmative vote of the majority of the Director positions prescribed at the time, including any vacancies, at any duly called and convened meeting of the Directors at which a quorum is present; and (2) by the affirmative vote of two thirds (2/3) of the votes cast by the Members present at any duly called and convened meeting of the Members at which a quorum is present; or the affirmative vote of two thirds (2/3) of the votes cast by the Members by ballot vote as provided in the Bylaws.

In the event of the dissolution of this Corporation, no member, director, or officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets. Upon any dissolution or termination of the existence of the Corporation, all of its properties and assets shall, after payment or provision for

making payment of the lawful debts of the Corporation and the expenses of its dissolution or termination, be delivered, conveyed, and paid over to one or more nonprofit organizations that are in compliance with Section 501(c)(6) of the Internal Revenue Code, having similar restrictions on the disposition of assets, to be used exclusively for the purpose set forth in Section 2 above.

7. **Amendment.** This Certificate of Incorporation may be amended or repealed by the action of both the Directors and the Members as follows: (1) by the affirmative vote of the majority of the Director positions prescribed at the time, including any vacancies, at any duly called and convened meeting of the Directors at which a quorum is present; and (2) by the affirmative vote of two thirds (2/3) of the votes cast by the Members present at any duly called and convened meeting of the Members at which a quorum is present; or affirmative vote of two thirds (2/3) of the votes cast by the Members by ballot vote as provided in the Bylaws provided that the Members who actually vote constitute at least ten percent (10%) of the Members. Notwithstanding the preceding sentence, no amendment shall be effective which shall cause the Corporation to lose its status as a 501(c)(6) tax-exempt organization, and provided, further, that any amendment which changes a quorum or voting requirement shall require such greater vote or vote only by the Members as may be required by the Nonstock Act, the Certificate of Incorporation or the Bylaws.

Signed at Hartford, Connecticut this 25th day of May, 2010.

A handwritten signature in cursive script that reads "Paul R. Michaud". The signature is written in dark ink and is positioned above a horizontal line.

Paul R. Michaud, Esq.
Sole Incorporator

ACCEPTANCE OF APPOINTMENT OF BY REGISTERED AGENT:

The undersigned hereby accepts appointment as the registered agent of the Corporation.

MCR&P SERVICE CORPORATION

By: Marcel J. Bernier
Marcel J. Bernier
Its Vice President

[Faint signature]

STATE OF CONNECTICUT }
OFFICE OF THE SECRETARY OF THE STATE } SS. HARTFORD

I hereby certify that this is a true copy of record
in this Office

In Testimony whereof, I have hereunto set my hand,
and affixed the Seal of said State, at Hartford,
this Twenty Sixth day of May A.D. 2010

Susan Bijuewicz
SECRETARY OF THE STATE

ejm

SECRETARY OF THE STATE
30 TRINITY STREET
P.O. BOX 150470
HARTFORD, CT 06115-0470

MAY 26, 2010

PATTY RODGERS
MURTHA CULLINA LLP
CITY PLACE I
185 ASYLUM ST.
HARTFORD, CT 06103-3469

RE: Acceptance of Business Filing

This letter is to confirm the acceptance of a filing for the following business:

RENEWABLE ENERGY AND EFFICIENCY BUSINESS ASSOCIATION, INC.

Work Order Number: 2010131970-001
Business Filing Number: 0004170580
Type of Request: CERTIFICATE OF INCORPORATION
File Date/Time: MAY 25 2010 11:00 AM
Effective Date/Time:
Work Order Payment Received: 205.00
Payment Received: 100.00
Credit on Account: 2919.20
Customer Id: 000001215
Business Id: 1005726

ELISSA MACMILLAN
Commercial Recording Division
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