

**CERTIFICATE OF INCORPORATION  
OF  
SUSTAINABLE ENERGY UTILITY, INC.**

FIRST: The name of the corporation is Sustainable Energy Utility, Inc.

SECOND: The address of its registered office in the State of Delaware is 1011 Centre Road, Suite 210, in the City of Wilmington, County of New Castle, Delaware 19805-1267. The name of its registered agent at such address is Francis J. Murphy, Esq.

THIRD: This corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue law.

FOURTH: In furtherance of its charitable and educational purposes, the corporation shall have all the powers permitted under Delaware law as now in effect or as may hereafter be amended, 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 an exempt organization described in Section 501(c)(4) of the Code.

(b) No part of the 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.

FIFTH: This corporation shall be a nonprofit corporation. The corporation shall not have authority to issue capital stock.

SIXTH: The corporation shall have perpetual existence.

SEVENTH: This corporation shall have no members. Except as otherwise provided by law or in the bylaws, the corporation shall be governed by the SEU Oversight Board, whose directors shall be appointed as required by Delaware Law. The SEU Oversight Board shall have, subject to the limitations set forth in this Certificate and Delaware Law, 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.

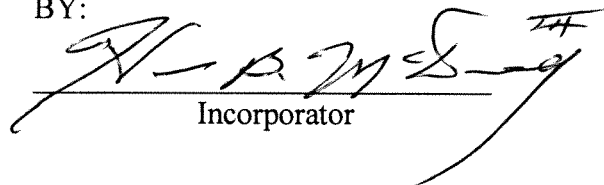
EIGHTH: To the fullest extent permitted by the Delaware General Corporation Law, as now in effect or as may hereafter be amended, no director of the SEU Oversight Board shall have any personal liability to the corporation for monetary damages for breach of fiduciary duty as a director, except in case (i) any breach of the director's duty of loyalty to the corporation, (ii) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation of law, (iii) any liability under Section 174 of the Delaware General Corporation Law, or (iv) any transaction from which the director derived an improper personal benefit.

NINTH: Upon dissolution of the corporation, its assets, if any, shall be distributed to any State, or any political subdivision thereof, or the District of Columbia, for public purposes and/or to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for social welfare or charitable purposes and which have established their tax exempt status under either Section 501(c)(3) or Section 501(c)(4). In no event shall any of the assets or property be distributed to any member, director, officer or any private individual.

TENTH: The name and mailing address of the incorporator is Harris B. McDowell, III, 1011 Centre Road, Suite 210, Wilmington, DE 19805-1267.

IN WITNESS WHEREOF, I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 29<sup>th</sup> day of September, 2008.

BY:

  
Incorporator

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT**

The corporation, **Sustainable Energy Utility, Inc.**, organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

*Replace current paragraph THIRD with:*

THIRD: This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This corporation is formed for the benefit of, and to carry out the purposes of, the State of Delaware in developing, coordinating, and promoting the sustainable use of energy in Delaware and thereby "lessening of the burdens of Government" within the meaning of Section 1.501(c)(3)-1(d)(2) of the Treasury Regulations.

*Replace current paragraph FOURTH(a) with:*

FOURTH: In furtherance of its charitable, educational, and scientific purposes, the corporation shall have all the powers permitted under Delaware law as now in effect or as may hereafter be amended, 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 an exempt organization described in Section 501(c)(3) of the Code.


*Replace current paragraph NINTH with:*

NINTH: Upon dissolution of the corporation, its assets, if any, shall be distributed to any State, or any political subdivision thereof, or the District of Columbia, for public purposes and/or to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code. In no event shall any of the assets or property be distributed to any member, director, officer or any private individual.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this

21st day of April, A.D. 2009.

By:  \_\_\_\_\_  
Authorized Officer

(Print or Type) Name: John Byrne

# Delaware

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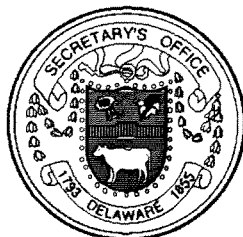
*The First State*

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 "SUSTAINABLE ENERGY UTILITY, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF SEPTEMBER, A.D. 2008, AT 10:45 O'CLOCK A.M.

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

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080998228



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6918541

DATE: 10-17-08

## STATE OF DELAWARE CERTIFICATE OF AMENDMENT

The corporation, Sustainable Energy Utility, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:

(1) That at a meeting a vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation, said Amendment being as follows:

*Replace current paragraph THIRD with:*

THIRD: This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. This corporation is formed for the benefit of, and to carry out the purposes of, the State of Delaware in developing, coordinating, and promoting the sustainable use of energy in Delaware and thereby "lessening of the burdens of Government" within the meaning of Section 1.501(c)(3)-1(d)(2) of the Treasury Regulations.

*Replace current paragraph FOURTH(a) with:*

FOURTH: In furtherance of its charitable, educational, and scientific purposes, the corporation shall have all the powers permitted under Delaware law as now in effect or as may hereafter be amended, 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 an exempt organization described in Section 501(c)(3) of the Code.

*Replace current paragraph NINTH with:*

NINTH: Upon dissolution of the corporation, its assets, if any, shall be distributed to any State, or any political subdivision thereof, or the District of Columbia, for public purposes and/or to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code. In no event shall any of the assets or property be distributed to any member, director, officer or any private individual.

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this

21st day of April, A.D. 2009.

By:  \_\_\_\_\_  
Authorized Officer

(Print or Type) Name: John Byrne

# Delaware

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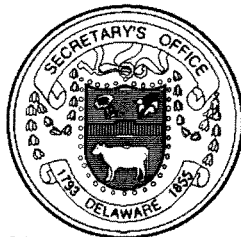
*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUSTAINABLE ENERGY UTILITY, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF MAY, A.D. 2009, AT 10:30 O'CLOCK A.M.

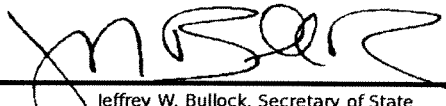
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 7296224

DATE: 05-12-09

CERTIFICATE OF AMENDMENT  
TO  
CERTIFICATE OF INCORPORATION  
OF  
SUSTAINABLE ENERGY UTILITY, INC.

Sustainable Energy Utility, Inc., (the "Corporation"), a nonstock corporation duly organized and existing under the laws of the State of Delaware,

DOES HERBY CERTIFY THAT:

FIRST: The governing body of the Corporation, at a meeting held on June 7, 2011, duly adopted resolutions setting forth said amendments to the Certificate of Incorporation of the Corporation, and said amendments are as follows:

(a) Article THIRD is amended to read in its entirety as follows:

"THIRD: This corporation constitutes the Sustainable Energy Utility or SEU as set forth in Title 29 De. Code Ann. § 8059, as amended (the "SEU Law") and is formed for the benefit of, and to carry out the governmental and public purposes of, the State of Delaware (the "State") in developing, coordinating, and promoting the sustainable use of energy in Delaware in accordance with the SEU Law and thereby "lessening of the burdens of Government" within the meaning of § 1.501(c)(3)-1(d)(2) of the Treasury Regulations. This corporation is organized and shall be operated exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to any state or local government or to organizations that qualify as exempt organizations under § 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code")."

(b) The initial paragraph of Article FOURTH is amended to read in its entirety as follows:

"FOURTH: The corporation shall have all powers necessary to carry out its purposes set forth under THIRD above as set forth in the SEU Law and otherwise permitted under Delaware law as now in effect or as may hereafter be amended, except that:"


(c) Article NINTH is amended to read in its entirety as follows:

"NINTH: Upon dissolution of the corporation, its assets, if any, shall be distributed to or at the direction of the State."

SECOND: That the foregoing amendments to the Certificate of Incorporation were duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed on this 7<sup>th</sup> day of June, 2011.

SUSTAINABLE ENERGY UTILITY, INC.

By:   
Name: HARRIS A. McDOWELL, III  
Title: Board Co-Chair / (President)  
OFFICER



# Delaware

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*The First State*

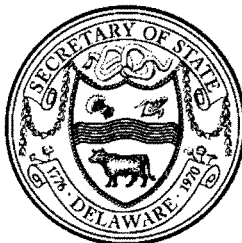
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUSTAINABLE ENERGY UTILITY, INC.", FILED IN THIS OFFICE ON THE SEVENTH DAY OF JUNE, A.D. 2011, AT 3:40 O'CLOCK P.M.


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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8817874

DATE: 06-08-11