

**RESOLUTION DESIGNATING
SERIES A PREFERRED SHARES
OF THE
CLEAN ENERGY COOPERATIVE, INC.**

WHEREAS, the Clean Energy Cooperative, Inc. (the “Cooperative”) was formed with the recording of its Articles of Incorporation as of May 27, 2014 with the Pennsylvania Department of State, Corporation Bureau under the Pennsylvania Cooperative Corporation Law of 1988;

WHEREAS, said Articles of Incorporation, Article VII, authorizes the Cooperative to issue five thousand (5000) shares, of which only 34 are currently issued, and as well authorizes the Board of directors (“Board”) of the Cooperative to divide authorized and unissued shares into classes or series, or both, and to determine its voting rights, designations, preferences, limitations, and special rights, if any;

WHEREAS, in compliance with the Cooperative’s Bylaws adopted as of May 28, 2014, Article VII, the Board desires to so designate, and in the future to issue, a new class of shares;

WHEREAS, in compliance with 15 Pa.C.S. §1522 a statement is required to be filed with the Pennsylvania Bureau of Corporations and Charitable Organizations prior to issuance of a new class of shares; and

WHEREAS, the Cooperative has prepared the attached statement, which has been reviewed by counsel and the Board of Directors.

NOW THEREFORE BE IT:

RESOLVED, that the Board hereby creates a Class A Preferred Share class of the Cooperative stock and, in furtherance of the creation of this Class A Shares, the Board adopts the attached Statement, as the designation, rights, preferences and limitations for the Class A Preferred Shares of the Cooperative. There shall be Three Thousand (3,000) Preferred Shares and the remaining Two Thousand (2,000) Shares shall remain as Common Shares.

This Resolution shall be made a part of any Preferred Shares Offering Memorandum.

ADOPTED this 17th day of June, 2015.

I, Michele Sands, the duly elected Secretary of Clean Energy Cooperative, Inc., hereby certify that the above resolution of its Board of Directors was duly approved and enacted at the organizational meeting of the Board of Directors held on June 17th, 2015, at which a quorum was present and voting.

Date: June 17, 2015

By: Michele Sands
Secretary

**Statement with Respect to the
Class A Preferred Shares
of the
Clean Energy Cooperative, Inc.**

- 1. Classes of Shares.** The aggregate number of shares the Cooperative is authorized to issue per its Articles of Incorporation (“Articles”) is five thousand (5000), all of which are uncertified shares. Two thousand (2000) shall be designated for Common Shares, with the rights and limitations as defined by applicable law and the Bylaws of the Cooperative (“Bylaws”); and three thousand (3000) shall be newly designated for Class A Preferred Shares (“Preferred Shares”). The rights, preferences, privileges, and restrictions granted and imposed on the Preferred Shares are set forth below, except as otherwise required by law.
- 2. Dividends.** After each full calendar year following issuance, the Board, at its sole discretion, as determined by the Board’s own assessment, may declare payment of a dividend on its outstanding Preferred Shares. Preferred Shares shall rank, with respect to the payment of dividends, senior to the Common Shares.
- 3. Voting Rights.** Except as otherwise required by law, Preferred Shares shall carry no voting rights.
- 4. Certain Restrictions.** Each holder of the Preferred Shares shall also be a member of the Cooperative and thereby also a holder of a Common Share. Preferred Shares shall not be transferred without advance approval of the Board. Subject to the policies of the Cooperative set by the Board, upon written request from a holder of Preferred Shares who is a member in good standing, or from the executor or authorized representative of a member’s estate, the Preferred Shares may be transferred, at the Board’s discretion, to a different individual or entity (“Transferee”), who must be a Cooperative member in good standing. If the Transferee is not already a member, a valid and complete membership application with membership payment must accompany such a request. A non-refundable administrative fee may be charged for each transfer request, as determined by the Board.
- 5. Liquidation, Dissolution, or Winding Up.** Upon liquidation, dissolution or winding up of the Cooperative, whether voluntary or involuntary, Preferred Shares shall rank, with respect to the distribution of assets, senior to the Common Shares. Unless otherwise specified in the Bylaws, the capital attributable from the issuance of outstanding Preferred Shares, plus any accrued but unpaid dividends, shall be equivalent to the capital furnished to the Cooperative through patronage.
- 6. Calls and Redemptions.** For each full calendar year following issuance, the Board at its sole discretion, as determined by the Board’s own assessment, shall declare a policy for that year, and if performed that year, the number of shares, price to be paid and procedures for calls and redemptions of Preferred Shares.
- 7. Reacquired Shares.** Any Preferred Shares purchased or otherwise acquired by the Cooperative in any manner whatsoever shall be retired and cancelled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued Preferred Shares and may be reissued subject to the conditions and restrictions on issuance set forth in the Articles and Bylaws, and as otherwise required by law.