

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
BUREAU OF CORPORATIONS and CHARITABLE ORGANIZATIONS

ARTICLES OF INCORPORATION
of
Clean Energy Cooperative, Incorporated

In compliance with the requirements of the applicable provisions (relating to cooperative corporations generally), the undersigned incorporators, being of full age, and desiring to incorporate a cooperative corporation under the Pennsylvania Cooperative Corporation Law of 1988 (15 Pa.C.S. § 7101 *et seq.*), hereby state that:

ARTICLE I. NAME

The name of the corporation is: Clean Energy Cooperative, Incorporated.

ARTICLE II. ADDRESS OF REGISTERED OFFICE

The address of this corporation's current registered office in this Commonwealth is: 1030 Main Street, Honesdale PA 18431.

ARTICLE III. RELEVANT LAW AND PURPOSES

The corporation is incorporated under the Cooperative Corporation Law of 1988. In addition to all lawful purposes authorized under the Cooperative Corporation Law of 1988, the corporation is organized for the purposes of engaging in any lawful business to acquire, produce, manufacture, furnish, or distribute any goods or services on a cooperative basis for the mutual benefit of its members. In furtherance of the foregoing purposes, and in addition to the foregoing purposes, the

corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon a cooperative organized under the laws of the Commonwealth of Pennsylvania, and to exercise all such powers in any capacity and on any cooperative basis. In addition, it may do everything necessary, suitable, proper, convenient or expedient for the accomplishment of any of its cooperative purposes, in this Commonwealth or elsewhere.

ARTICLE IV. POWERS

The corporation shall have all of the powers allowable for a cooperative corporation under the laws of this Commonwealth, pursuant to the Cooperative Corporation Law of 1988, including but not limited to the following powers:

(a) To borrow money without limitation as to amount of corporate indebtedness or liability; to give a lien on any of its property as security therefore in any manner permitted by law; and to make advance payments and advances to members.

(b) To act as the agent or representative of any member or members in any of the activities mentioned in Article III hereof.

(c) To buy, lease, hold, and exercise all privileges of ownership over such real or personal property as may be necessary or convenient for the conduct and operation of the business of the corporation, or incidental thereto.

(d) To draw, make, accept, endorse, guarantee, execute, and issue promissory notes, bills of exchange, drafts, warrants, certificates, and all kinds of obligations and negotiable or transferable instruments for any purpose that is deemed to further the objects for which this corporation is formed, and to give a lien on any of its property as security therefore.

(e) To acquire, own, and develop any interest in patents, trade-marks, and copyrights connected with, or incidental to, the business of the corporation.

(f) To have and exercise, in addition to the foregoing, all powers, privileges, and rights conferred on ordinary corporations and cooperative associations by the laws of this Commonwealth and all powers and rights incidental or conducive to carrying out the purpose for which this corporation is formed, except such as are inconsistent with the express provisions of the act under which this corporation is incorporated, and to do any such thing anywhere; and the enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers which may by law be possessed by this corporation, all of which are hereby expressly claimed.

ARTICLE V. PERIOD OF DURATION

The corporation shall have perpetual existence.

ARTICLE VI. DIRECTORS

The initial number of directors of the corporation shall be three (3), which number may be increased pursuant to the Bylaws of the corporation. The names of the initial directors of the corporation, who shall act until the first annual meeting of the members, or until their successors are duly chosen and qualified are:

- **William J. Barnett Jr**
- **Michele Sands**
- **Charles R Heyn**

ARTICLE VII. CAPITAL STRUCTURE – STOCK

The corporation is organized on a stock share basis. The aggregate number of shares that the corporation is authorized to issue is five thousand (5,000), and to the extent authorized in the bylaws, the board of directors of the corporation shall have

the authority to divide the authorized and unissued shares into classes or series, or both, and to determine for any class or series its voting rights, designations, preferences, limitations and special rights, if any. Any or all classes and series of shares, or any part thereof, shall be uncertificated shares.

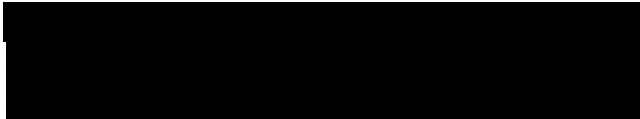
ARTICLE VIII. COMMON BOND OF MEMBERSHIP

The corporation is a cooperative corporation and the common bond of membership among its members is their common ownership and operation of a business to sustainably develop renewable energy resources on a cooperative basis for their mutual benefit.

ARTICLE IX. INCORPORATORS

The names and addresses of each incorporator are:

- **William J. Barnett Jr.**
- **Michele Sands**
- **Charles R Heyn**



IN TESTIMONY WHEREOF, the incorporators have signed these Articles of Incorporation as of this 22 day of May, 2014.
