

**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

_____ day of _____, A.D. _____.

By: _____
Authorized Officer

(Print or Type) Name: _____