

Examiner

The Commonwealth of Massachusetts

William Francis Galvin

Secretary of the Commonwealth

One Ashburton Place, Boston, Massachusetts 02108-1512

Name
Approved

ARTICLES OF ORGANIZATION (General Laws Chapter 156B and Chapter 157)

AMENDED JUNE 13, 2008

ARTICLE I

The exact name of the corporation is:

Co-op Power, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

This Corporation is a cooperative corporation organized pursuant to Chapter 157. The Corporation shall operate on a cooperative basis, and shall be empowered to operate for any and all lawful purposes and activities for which cooperative corporations may be organized under Massachusetts law, and to transact any and all such business incidental thereto, primarily for the benefit of its members. The Corporation shall have all powers provided by Massachusetts law.

In addition to and without limiting this general purpose, the Corporation shall engage in the manufacture, purchase, sale and resale of energy products and energy related goods and services to both members and non-members primarily through education and outreach programs on a not-for-profit basis.

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P
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R.A.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common: Class A	2,500	Common:		
Preferred: Class B	7,500	Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

- 2500 Shares of Class A Voting Common Stock. Shares of Class A Common Stock are designated as “Membership Shares, ” and ownership of Class A Common Stock shall be restricted to the Corporation’s members who have met membership requirements, as established by the Board of Directors. Class A Common Stock shall have no par value, and shall have such value as the Board of Directors may establish from time to time. Holders of Class A Common Stock are designated as “Members.” Each member shall be entitled to one (1) vote on any matter, regardless of the number of shares held. Ownership of Class A Common Stock shall be non-transferable, except by the Corporation, and the books and records of the Corporation shall constitute the sole proof of ownership. All other powers and rights of Class A Common Stock shareholders shall be established by the bylaws and by the Board of Directors of the Corporation.
- 7500 Shares of Class B Non-Voting Preferred Stock. Holders of Class B Preferred Stock are designated as “Class B Stockholders.” Requirements for the issuance and ownership of Class B Preferred Stock shall be established by the bylaws and by the Board of Directors of the Corporation. Class B Preferred Stock shall have no par value, and shall have such value as is established by the Board of Directors from time to time. Class B Stockholders shall not be entitled to vote on any matter before the Members. Ownership of Class B Preferred Stock shall be non-transferable, except by the Corporation, and the books and records of the Corporation shall constitute the sole proof of ownership. All other powers, preferences and rights of Class B Preferred Stock shareholders shall be established by the bylaws and by the Board of Directors of the Corporation.

ARTICLE V

The restrictions, if any, imposed by the Articles or Organization upon the transfer of shares of stock or any class are:

- Ownership of Class A Common Stock shall be restricted to the Corporation's members who have met membership requirements, as established by the Board of Directors.
- Ownership of Class A or Class B Stock shall be non-transferable, except by the Corporation, and the books and records of the Corporation shall constitute the sole proof of ownership.
- All other powers, preferences, rights and restrictions pertaining to Class A and Class B Stock shall be established by the bylaws and by the Board of Directors of the Corporation.

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

1. The Corporation shall be established and operate as a cooperative organization under General Laws, Chapter 157.
2. The Corporation shall have perpetual existence.
3. The Members may make, amend or repeal the bylaws of the Corporation, as limited by law, under procedures established in the bylaws.
4. The bylaws shall provide:
 - That each member shall be entitled to one vote on any subject that requires voting by members, except that the Bylaws may establish geographic election of directors or appointment of directors by Local Organizing Councils.
 - Requirements for the distribution and apportionment of net earnings and losses, the payment of patronage to members, and the establishment of an internal capital account for each member.
 - A limit on the payment of dividends on capital stock.
 - Requirements for the indemnification of directors and officers of the Corporation.
5. The Corporation may be a partner or investor in any business enterprise that the Corporation would have the power to conduct by itself.

***If there are no provisions state "None".*

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a *later* effective date is desired, specify such date which shall not be more than *thirty* days after the date of filing.

none

ARTICLE VIII

The information contained in this article is not a permanent part of the Articles of Organization.

a. The street address (*post office boxes are not acceptable*) of the principal office of the corporation in *Massachusetts* is:
277 Federal 324 Wells Street, Greenfield, MA 01301

b. The name, residential address and post office address of each director and officer of the corporation is as follows :

	NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President:	Lynn Di Tullio	148 Conway Rd, W. Whately, MA 01039	same
Treasurer:	Erik Hoffner	795 Ashfield Mountain Rd., Ashfield, MA 01330	same
Secretary:	David Biddle	96 Bridge St., Hatfield, MA 01038	same
Directors:	Sally Wright	9 Bowles, Greenfield, MA 01301	same

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: **December**

d. The name and business address of the resident agent, if any, of the corporation is:

Lynn Benander, 277 Federal 324 Wells Street, Greenfield, MA 01301

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose names(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and Chapter 157 and do hereby sign these Articles of Organization as incorporator(s) this _____ day of December, 2005.

_____ Lynn Di Tullio, 148 Conway Road, W. Whately, Whately, MA 01093

_____ Erik Hoffner, 795 Ashfield Mountain Rd., Ashfield, MA 01330

_____ David Biddle, 96 Bridge St., Hatfield, MA 01038

_____ Sally Wright, 9 Bowles, Greenfield, MA 01301

_____ Lynn Benander, 127 Main Street, Shelburne Falls, MA 01370

_____ Thomas Leue, 1664 Cape Street, Williamsburg, MA 01096

_____ Chris Mason, 2 Main Street, Montague, MA 01351

NOTE: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

THE COMMONWEALTH OF MASSACHUSETTS

**ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B and Chapter 157)**

I hereby certify that upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20____ .

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

Filing fee: One tenth of one percent of the total authorized capital stock, but not less than \$275.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Contact Information:

Lynn Benander

~~277 Federal~~ 324 Wells Street

Telephone: _____
413-772-8898

Email: _____
lynn@cooppower.coop

A copy of this filing will be available on-line at www.sec.state.ma.us/sec/cor once the document is filed.