

ARTICLES OF INCORPORATION
OF THE
OFFICE for RESOURCE EFFICIENCY
(Nonprofit)

THE UNDERSIGNED, acting as the Incorporator of a corporation pursuant to the Colorado Revised Nonprofit Corporation Act, does hereby adopt the following Articles of Incorporation of such corporation (hereinafter referred to as “the Corporation”), and hereby certifies as follows:

ARTICLE I - NAME

The name of the Corporation is **Office for Resource Efficiency**. Its initial principal office is P.O. Box 695, 350 Country Club Dr. #316, Crested Butte, Colorado 81224.

ARTICLE II - DURATION

The Corporation shall have perpetual existence unless dissolved earlier according to law.

ARTICLE III - PURPOSE

The general purpose for which the Corporation is formed is to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations herein set forth, to use and apply the whole or any part of the income therefrom, and the principal thereof, exclusively for charitable, scientific, literary or educational purposes within the meaning of and pursuant to section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the “Code”). The specific purpose of the Corporation is to promote energy efficiency and increased use of renewable energy.

ARTICLE IV - OPERATION AND POWERS

4.1 **Operations.** The Corporation is to be operated exclusively for charitable, scientific, literary or educational purposes.

4.2 **Foreign Operations.** The Corporation is specifically authorized to carry out its purposes in the jurisdiction of any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the laws of such jurisdiction. In the event the laws of any such jurisdiction forbid or limit the purposes of the Corporation, then the activities of the Corporation in such jurisdiction shall be limited accordingly.

4.3 **Powers.** Except as restricted elsewhere in these Articles, the Corporation will have all powers to carry out its purposes and its lawful activities incidental to its purposes, including in furtherance of these purposes the powers conferred by law and the Colorado Revised Nonprofit Corporation Act, Articles 121 to 137 of Title 7 of the Colorado Revised Statutes of 1973, at present or as amended hereinafter (the “Act”). Without in any way limiting the generality of the foregoing, and by way of enumeration, to accomplish its objectives and purposes, the Corporation shall specifically have the following powers:

(a) To establish and supervise the operation of subsidiary organizations for the purpose of facilitating, stimulating and coordinating the fulfillment of the Corporation’s purposes.

(b) To guarantee the obligations of any affiliate of the Corporation. The word “affiliate” shall mean a corporation, partnership, joint venture, limited liability company, association, business trust or similar entity organized under the laws of the United States of America or any state thereof or any foreign country (a) which is controlled, directly or indirectly, by the Corporation, or, (b) a majority of the members of the directing body of which are the same as the Board of Directors of the Corporation. For the purposes of this definition, control means the power to direct the management of such entity through the right to designate or elect at least a majority of the members of its directing body by contract or otherwise.

(c) To carry out all or any of the foregoing objectives and purposes as principal or agent, and alone or with associates, or to the extent now or hereafter permitted by the laws of the State of Colorado, as the owner or holder of any stock of, or shares of interest in, any firm, trust, association, partnership, limited liability company, joint venture, corporation or syndicate.

4.4 **Restrictions.** The operation and powers of the Corporation shall be restricted as follows:

(a) No part of the net earnings or assets of the Corporation shall inure to the benefit of, or be distributable to, any member, director, trustee, or officer of the Corporation, or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation to an extent so as to result in the denial of exemption from federal income tax under Sections 501(c)(3) and (h) of the Code. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(b) Notwithstanding any other provisions of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code, or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

4.5 **Private Foundation Rules.** If in any year the Corporation is treated as a “private foundation” under the Code, it shall:

- (a) Distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code;
- (b) Not engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (c) Not retain any excess business holdings as defined in Section 4943(c) of the Code;
- (d) Not make any investments in such manner as subject it to tax under Section 4944 of the Code; and,
- (e) Not make any taxable expenditure as defined in Section 4945(d) of the Code.

ARTICLE V - MANAGEMENT

5.1 **Management Power.** The general management power over the Corporation shall be entrusted in the Board of Directors. The number of individuals constituting the Board shall be established in the Bylaws. The following shall serve as the initial Directors until their successors are elected and shall qualify as shall be specified in the Bylaws:

Alison Gannett
Box 2828
101 Butte Ave
Crested Butte, CO 81224

Bryce Appleton
P.O. Box 695
350 Country Club Dr. #316
Crested Butte, CO 81224

Vicki Shaw
Box 2524
221 Gothic Ave.
Crested Butte, CO 81224

5.2 **Director and Officer Liability.** To the full extent allowable by the Act, as amended and in effect from time to time, any person who shall at any time serve, or have served, as a director or officer of the Corporation, or the heirs, executors, personal representatives and administrators of such person, shall not be liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director or officer, except in matters in which a director or officer is adjudged liable for negligence or misconduct.

ARTICLE VI - MEMBERS

The Corporation shall not have members with voting rights. The Corporation may have honorary members without voting rights with such other rights and privileges as may be specified in the Bylaws.

ARTICLE VII - CONFLICTS OF INTEREST AND INDEMNIFICATION

7.1 **Conflicts of Interest.** To the full extent permitted by Colorado law, as now in effect and as amended from time to time, no contract or other transaction between the Corporation and one or more of its directors or officers, or any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be either void or voidable solely for that reason or solely because the director or officer is present at or participates in a meeting of the board of directors or the committee thereof which authorizes, approves or ratifies such contract or transaction. Common or interested directors or officers may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee thereof which authorizes, approves or ratifies such contract or transaction. However, common or interested directors or officers may not vote to authorize, approve or ratify such contract or transaction.

7.2 **Indemnification.** The Corporation will, pursuant to the terms and provisions of the Act, indemnify its directors, officers, employees, and agents from and against any claims and demands in the manner provided for by the Act, as now existing or hereinafter amended, except in matters in which a director or officer is adjudged liable for negligence or misconduct. In addition, the Corporation may provide in its Bylaws such additional provisions for indemnification or insurance of its directors, officers, employees and agents as the Board of Directors deems appropriate.

ARTICLE VIII - DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization or organizations, organized and operated exclusively for charitable, scientific, literary, or educational purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - AMENDMENT OF ARTICLES

The right is reserved to the Board of Directors to amend, alter or repeal these Articles of Incorporation, at any time.

ARTICLE X - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation is P.O. Box 695, 350 Country Club Dr. #316, Crested Butte, Colorado 81224. The name of its registered agent at such address is Bryce Appleton.

ARTICLE XI- INCORPORATOR

The name and address of the incorporator is Bryce Appleton, P.O. Box 695, 350 Country Club Dr. #316, Crested Butte, Colorado 81224.

Made, executed and delivered this 3rd day of October, 2003.

“INCORPORATOR”

Bryce Appleton

CONSENT OF REGISTERED AGENT

The undersigned consents to the appointment as the initial registered agent of the Office for Resource Efficiency.

Bryce Appleton