

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

2013 MAR 15 AM 11:57
SECRETARY OF STATE
CORPORATIONS DIV

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Brookfield U.S. Foundation, Inc.
2. It is incorporated under the laws of New York
3. The date of its incorporation is 12/12/2008
4. The address of its principal office is 200 Donald Lynch Blvd, Suite 300, Marlborough, MA 01752
5. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200 (Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at that address is Corporation Service Company (Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Raise funds which will be donated to other charitable organizations who conduct activities in two program area: helping people meet their basic human needs and environmental education & stewardship

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7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	Dan Whyte	200 Donald Lynch Blvd, Marlborough, MA 01752
Director	Kelly Orne	200 Donald Lynch Blvd, Marlborough, MA 01752
Director	Michael Osborne	1024 Central St, Millinocket, ME 04462
President	Kim A. Osmars	200 Donald Lynch Blvd, Marlborough, MA 01752
Vice President	Shannon Ames	200 Donald Lynch Blvd, Marlborough, MA 01752
Treasurer	Lisa Zarek	200 Donald Lynch Blvd, Marlborough, MA 01752
Secretary	Mel Jiganti	200 Donald Lynch Blvd, Marlborough, MA 01752

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3/4/13

Brookfield U.S. Foundation, Inc.

Print Exact Name of Corporation Making Application

Shannon Ames

Signature of President or Vice President (check one)

Signature of Secretary or Assistant Secretary (check one)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 7, 2013.



A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

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**CERTIFICATE OF INCORPORATION
OF
BROOKFIELD U.S. FOUNDATION, INC.**

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is Brookfield U.S. Foundation, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the Not-for-Profit Corporation Law.

THIRD: The purposes for which the corporation is to be formed are as follows:

(a) To be operated exclusively for charitable purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future tax code;

(b) The specific purposes of the corporation are as follows:

- (i) provide financial assistance to individuals and community-based organizations directed at meeting basic needs and improved quality of life, including but not limited to housing, heating and food assistance for families;
- (ii) provide rapid financial and/or technical assistance to individuals and community-based organizations that are suffering as a result of man-made or natural disasters; and
- (iii) Enhance the quality of life in, as well as the enjoyment and understanding of, areas that provide natural resources for sustainable energy, such as rivers, forests, etc.

(c) Notwithstanding any other provision of this Certificate, the corporation is organized exclusively for one or more of the purposes specified in Section 501(c)(3) of the Code or corresponding provision of any subsequent federal tax laws and shall not carry on other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or the corresponding section of any future tax code, or (ii) by a corporation, contributions of which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

FOURTH: The corporation shall be a Type B corporation pursuant to Section 201 of the Not-for-Profit Corporation Law.

FIFTH: The office of the corporation is to be located in the County of Onondaga, State of New York.

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SIXTH: The names and the initial directors of the corporation are:

Kim Osmars
1401 Applebriar Lane
Marlborough, MA 01752

Julie Smith-Galvin
28 Grafton Street
Wakefield, MA 01880

Mel Jiganti
60 Highland Street
Concord, MA 01742

Jason Spreyer
7 Doe Brook Circle
Bridgewater, MA 02324

Dan Whyte
27 Boban Street,
York, ME 03909

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

c/o Mel Jiganti
399 B, Big Bay Road
Queensbury, NY 12804

EIGHTH: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

NINTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 Third hereof. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

TENTH: Any other provision of this certificate of incorporation notwithstanding, if and for so long as the corporation is classified as a private foundation within the meaning of section 209 of the Internal Revenue Code, or the corresponding section of any future tax code:

(a) The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(b) The corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(c) The corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future tax code;

(d) The corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code;

(e) The corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.



Eileen A. Casey, Incorporator
Hiscock & Barclay, LLP
300 South State Street
Syracuse, New York 13202

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**CERTIFICATE OF INCORPORATION
OF
BROOKFIELD U.S. FOUNDATION, INC.**

Under Section 402 of the Not-for-Profit Corporation Law

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STATE OF NEW YORK
DEPARTMENT OF STATE

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TAX \$ _____

BY: JCH

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JCH

Bileen A. Casey, Esq.
Hiscock & Barclay, LLP
One Park Place
300 South State Street
Syracuse, New York 13214

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany, on
March 7, 2013.

A handwritten signature in black ink, appearing to read "D. Shapiro", is written over the text area.

Daniel E. Shapiro
First Deputy Secretary of State

CSC 45
DRAW DOWN

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New York State Department of State
Division of Corporations, State Records and Uniform Commercial Code
One Commerce Plaza, 99 Washington Avenue
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF CHANGE OF

Brookfield U.S. Foundation, Inc.

(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is:
Brookfield U.S. Foundation, Inc.

If the name of the corporation has been changed, the name under which it was formed is:

SECOND: The certificate of incorporation was filed by the Department of State on:
December 12, 2008

THIRD: The change(s) effected hereby are: *(Check appropriate statement(s))*

- The county location, within this state, in which the office of the corporation is located, is changed to: _____
- The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is changed to read in its entirety as follows:
c/o Corporation Service Company, 80 State Street, Albany, NY 12207-2543

The corporation hereby: *(Check One)*

Designates Corporation Service Company

as its registered agent upon whom process against the corporation may be served.

The street address of the registered agent is:
80 State Street, Albany, NY 12207-2543

Changes the designation of its registered agent to: _____
The street address of the registered agent is:

Changes the address of its registered agent to:

Revokes the authority of its registered agent.

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FOURTH: The change was authorized by the board of directors.

[Signature]
(Signature)

Julie Smith-Galvin
(Name of Signer)

Vice President
(Title of Signer)

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CERTIFICATE OF CHANGE
OF

Brookfield U.S. Foundation, Inc.

(Insert Name of Domestic Corporation)

Under Section 803-A of the Not-for-Profit Corporation Law

Filer's Name: Brookfield Renewable Power Inc.

Address: 200 Donald Lynch Boulevard, Suite 300

City, State and Zip Code: Marlborough, MA 01752-4707

Cust Res # 885886 JBA

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$20 filing fee.

For Office Use Only

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STATE OF NEW YORK
DEPARTMENT OF STATE
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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

