

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED

SEP 21 2007

By AME
11:22 11-37458

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Ameresco, Inc.
2. It is incorporated under the laws of Delaware
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
 - (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application.*
4. The date of its incorporation is April 25, 2000 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o National Registered Agents, Inc., 160 Greentree Drive, Suite 101, Dover, Delaware 19904
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is National Registered Agents, Inc.
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Any lawful act or activity permitted under the laws of RI including but not limited to energy conservation consulting.

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>See attached: Exhibit A</u>	
Director		
Director		
Director		

- (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President		
Vice President		
Treasurer		
Secretary		

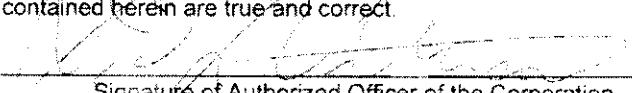
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
30,000,000	Common	N/A	\$.0001
5,000,000	Preferred	N/A	\$.0001

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 250,000,000.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 375,000,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 1,000,000.00.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .27 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

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

Date: September 20, 2007


Signature of Authorized Officer of the Corporation

David J. Anderson

Type or Print Name of Authorized Officer

Exhibit A

Ameresco, Inc. RI Application for Certificate of Authority

Officers:

George P. Sakellaris	President	111 Speen Street, Suite 410 Framingham, MA 01701
Andrew B. Spence	Treasurer	111 Speen Street, Suite 410 Framingham, MA 01701
David J. Corrsin	Secretary	111 Speen Street, Suite 410 Framingham, MA 01701

Directors:

George P. Sakellaris	111 Speen Street, Suite 410 Framingham, MA 01701
David J. Corrsin	111 Speen Street, Suite 410 Framingham, MA 01701
David J. Anderson	111 Speen Street, Suite 410 Framingham, MA 01701
William M. Bulger	828 E. 3rd Street, South Boston, MA 02127
Guy Nichols	25 Research Drive, Westboro, MA 01582
Joseph W. Sutton	1100 Louisiana, Suite 5050 Houston, TX 77002
John F. O'Brien	762 South Street, Needham, MA 02492

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "AMERESCO, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-FIFTH DAY OF APRIL, A.D. 2000, AT 5 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 2000, AT 9:30 O'CLOCK A.M.

CERTIFICATE OF AGREEMENT OF MERGER, FILED THE FIRST DAY OF SEPTEMBER, A.D. 2004, AT 2:19 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE NINTH DAY OF NOVEMBER, A.D. 2005, AT 4:45 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "AMERESCO, INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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071022852



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6004544

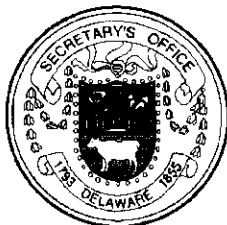
DATE: 09-17-07

Delaware

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The First State

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES
HAVE BEEN PAID TO DATE.



3216839 8310

071022852

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6004544

DATE: 09-17-07



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

