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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

NON-PROFIT CORPORATION

**ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION**

Pursuant to the provisions of Section 7-6-40 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the corporation is Rhode Island Wind Alliance
2. The following amendment to the Articles of Incorporation was adopted by the corporation:

[Insert Amendment]

Article of Dissolution: Upon dissolution of Rhode Island Wind Allianc, 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 federal tax code, or shall be distributed to the federal government, or a state or local government, for a public purpose.

Exempt Purpose Clause. ~~The Rhode Island Wind Alliance is organized exclusively for charitable, educational, and scientific purposes under section 501(c)(3) of the internal revenue Code, or corresponding section of any future federal tax code.~~

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Revised: 12/05

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By AMK
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3. The amendment was adopted in the following manner:

(check one box only)

- The amendment was adopted at a meeting of the members held on _____, at which meeting a quorum was present, and the amendment received at least a majority of the votes which members present or represented by proxy at such meeting were entitled to cast.
- The amendment was adopted by a consent in writing on _____, signed by all members entitled to vote with respect thereto.
- The amendment was adopted at a meeting of the Board of Directors held on Dec 14, 2008 and received the vote of a majority of the directors in office, there being no members entitled to vote with respect thereto.

4. Date when amendment is to become effective Dec 14, 2008
(not prior to, nor more than 30 days after, the filing of these Articles of Amendment)

Under penalty of perjury, we declare and affirm that we have examined these Articles of Amendment to the Articles of Incorporation, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: Dec 14, 2008

Rhode Island Wind Alliance
Print Corporate Name

By [Signature]

President or Vice President (check one)

AND

By [Signature] (Anne Kenyon)

Secretary or Assistant Secretary (check one)