

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 July 15, 2011.

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

Daniel E. Shapiro
First Deputy Secretary of State

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7-7-11 FINAL

CERTIFICATE OF INCORPORATION
OF
ENERGY IMPROVEMENT CORPORATION

UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

The undersigned, desiring to form a corporation pursuant to the provisions of the Not-For-Profit Corporation Law, does hereby certify:

1. The name of the Corporation is: Energy Improvement Corporation (the "Corporation").

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law and shall be a Type C corporation under Section 201 of the Not-for-Profit Corporation Law.

3. All income and earnings of the Corporation shall be used exclusively for its corporate purposes or accrue and be paid to the public sector members or project debt holders of the Corporation, and no part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except as this certificate of incorporation may otherwise authorize with respect to the repayment of financings or the repayment of contributions (other than dues) to the local development corporation, to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the internal revenue code of nineteen hundred eighty-six, as amended.

4. The purpose of the Corporation is to facilitate the provisions and financing of qualified energy efficiency upgrades and alternative or distributive energy generating facilities for residents and/or businesses in participating municipalities in the State of New York (the "Participating Municipalities"). The lawful public or quasi-public objective is to promote the public good, and thereby lessen the burdens of government in the Participating Municipalities, and act in the public interest, which the purpose of the Corporation will achieve, by providing low-cost financing and community-based support for energy efficiency programs and alternative or distributed energy generating facilities for residents and businesses in the Participating Municipalities. In furtherance of said purposes the Corporation shall have the following powers in furtherance of the policy of the State to achieve statewide energy efficiency and renewal energy goals, reduce greenhouse gas emissions, mitigate the effect of global climate change, advance a clean energy economy through the deployment of renewable energy systems and energy efficiency measures throughout the State by municipalities in fulfilling an important public purpose in providing financing to property owners for the installation of renewable energy systems and energy efficiency measures:

(a) To (i) issue revenue bonds for the benefit of residents and businesses in Participating Municipalities in furtherance of the powers granted municipalities in general by Article 5L of the General Municipal Law, the proceeds of which shall finance the construction, acquisition, rehabilitation and assembling of energy efficiency retrofits and alternative or distributive energy generating facilities, (ii) provide technical training and employment in constructing, assembling and maintaining energy efficiency upgrades and alternative or

distributed energy generating facilities, (ii) provide technical training and employment in constructing, assembling and maintaining energy efficiency retrofits and alternative or distributed energy generating facilities, and (iii) furnish advice, disseminate information, and coordinate with federal, state and local authorities with respect thereto;

(b) To (i) enter into direct financing with moneys of the Corporation for the purpose of the Corporation, whether in conjunction with a commercial bank, and (ii) annually disburse moneys not required for financing, direct financing, operations to one or more Participating Municipalities;

(c) To make contracts, give guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property or any interest therein wherever situated;

(d) To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, or pledge, or create a security interest in, all or any of its property, or any interest therein, wherever situated;

(e) To do any other act or thing incidental to or connected with the foregoing purposes or an advancement thereof, but not for the pecuniary profit or financial gain of its members, directors, or officers, except as permitted under Article V of the Not-for-Profit Corporation Law.

5. The office of the Corporation is to be located in the Town of Bedford, County of Westchester, State of New York. Bedford shall be a permanent member of the Corporation for 10 years from effective date of the Corporation, and the chief executive officer of the Town of Bedford New York, shall be a member of the board of directors of the Corporation while Bedford is a member of the Corporation.

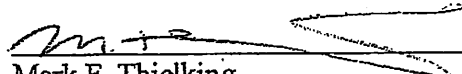
6. The names and addresses of the persons constituting the initial Board of Directors of the Corporation are:

Name	Address
Lee V.A. Roberts	321 Bedford Rd., Bedford Hills, NY 10507
David Gabrielson	321 Bedford Rd., Bedford Hills, NY 10507
Mark F. Thielking	321 Bedford Rd., Bedford Hills, NY 10507

7. The duration of the Corporation shall be perpetual, except as otherwise required pursuant to Section 1411 of the Not-for-Profit Corporation Law.


8. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served and the post office address to which the Secretary of State shall mail a copy of any process is 321 Bedford Road, Bedford Hills, New York 10507.

IN WITNESS WHEREOF, the undersigned incorporator, being at least nineteen years of age, has made, subscribed and acknowledged this certificate this 13 day of July, 2011.


Mark F. Thielking,
Incorporator
c/o Keane and Beane, P.C.
455 Hamilton Avenue, Suite 1500
White Plains, NY 10601

STATE OF NEW YORK)
)
 WESTCHESTER)
COUNTY OF NEW YORK) SS

The foregoing instrument was acknowledged before me this 13th day of July, 2011, by Mark F. Thielking



Notary Public

Printed Name: _____

MARCY W. MARCHIANO
NOTARY PUBLIC-STATE OF NEW YORK
No. 01MA4984077
Qualified in Westchester County
My Commission Expires July 15, 2015

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CERTIFICATE OF INCORPORATION
OF
ENERGY IMPROVEMENT CORPORATION
(Under Section 402 of the Not-for-Profit Corporation Law)

lcc
STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 15 2011

TAX \$

BY:

Filed by:

Keane and Beane P.C.
445 Hamilton Avenue, Suite 1500
White Plains, NY 10601

Cust Ref # 824265 HXK

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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
April 12, 2013.

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

Daniel E. Shapiro
First Deputy Secretary of State

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CSC 45
Drowdown

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.ny.gov

CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Energy Improvement Corporation

(Insert Name of Domestic Corporation)

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

FIRST: The name of the corporation is:

Energy Improvement Corporation

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:

July 15, 2011

THIRD: The law the corporation was formed under is: Section 1411 of the Not-for-Profit Corporation Law

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

FIFTH: The corporation is a Type C corporation. If the corporate purposes are being enlarged, limited or otherwise changed, the corporation shall be a Type C corporation.

SIXTH: The amendment effected by this certificate of amendment is as follows:

(Set forth each amendment in a separate paragraph providing the subject matter and full text of each amended paragraph. For example, an amendment changing the name of the corporation would read as follows: "Paragraph *First* of the Certificate of Incorporation relating to *the corporate name* is hereby *amended* to read in its entirety as follows: *First: The name of the corporation is ... (new name) ...*")

Paragraph 2 of the Certificate of Incorporation relating to

the type of corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the New York Not-for-Profit Corporation Law and shall be a Type C corporation under Section 201 and Section 1411 of the New York Not-for-Profit Corporation Law. It is intended that the Corporation shall have the status of a "constituted authority," as described in Internal Revenue Service Revenue Rulings 57-187 and 60-248, and an "instrumentality," as described in Internal Revenue Service Revenue Ruling 57-128, of the members of the Corporation for federal income tax purposes. This Certificate of Incorporation shall be construed accordingly, and all authority and activities of the Corporation shall be limited accordingly. Notwithstanding any other provision of this Certificate of Incorporation, the Corporation shall not directly or indirectly carry on any activity that would prevent it from claiming and maintaining its status as a "constituted authority" and an "instrumentality" of its members for federal income tax purposes.

Paragraph 3 of the Certificate of Incorporation relating to

the income and earnings of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

3. All income and earnings of the Corporation shall be used exclusively for its corporate purposes or accrue and be paid to the New York job development authority, and no part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except as this certificate of incorporation may otherwise authorize with respect to the repayment of loans and the repayment of contributions (other than dues) to the local development corporation but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the internal revenue code of 1986, as amended. If the Corporation accepts a mortgage loan or loans from the New York job development authority, the Corporation shall be dissolved in accordance with the provisions of Section 1411(g) of the New York Not-For-Profit Corporation Law upon the repayment or other discharge in full by the Corporation of all such loans.

(Remove this page if not needed)

Paragraph 4(a) of the Certificate of Incorporation relating to

the powers of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

(a) To (i) issue revenue bonds on behalf of the Participating Municipalities for the benefit of property owners in Participating Municipalities in furtherance of the powers granted municipalities in general by Article 5L of the General Municipal Law, the proceeds of which shall finance the construction, acquisition, rehabilitation and assembling of energy efficiency retrofits and alternative or distributive energy generating facilities, (ii) provide technical training and employment in constructing, assembling and maintaining energy efficiency upgrades and alternative or distributed energy generating facilities, and (iii) furnish advice, disseminate information, and coordinate with federal, state and local authorities with respect thereto;

(Remove this page if not needed)

Paragraph 4(b) of the Certificate of Incorporation relating to

the powers of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

(b) To (i) enter into direct financing with moneys of the Corporation for the purpose of the Corporation, whether in conjunction with a commercial bank, and (ii) to the extent permitted by law, disburse moneys not required for financing direct financing, or operations to one or more Participating Municipalities;

(Remove this page if not needed)

Paragraph 5 of the Certificate of Incorporation relating to

the office of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

5. The office of the Corporation is to be located in the Town of Bedford, County of Westchester, State of New York. Bedford shall be a permanent member of the Corporation for 10 years from effective date of the Corporation, and the chief executive officer of the Town of Bedford New York, shall be a member of the board of directors of the Corporation for such 10 year period.

(Remove this page if not needed)

Paragraph 7 of the Certificate of Incorporation relating to

the duration of the Corporation

is hereby [*check the appropriate box*] added to read in its entirety as follows or amended to read in its entirety as follows:

7. The duration of the Corporation shall be perpetual, except as otherwise required pursuant to Section 1411 of the Not-for-Profit Corporation Law. Upon the dissolution of the Corporation, no private person, corporate or individual, or other private interest, shall be entitled to any distribution or division of its remaining funds and other property and rights and interests in property, and the balance thereof, after the payment of all debts and liabilities of the corporation of whatsoever kind and nature, (including the payment of loans and contributions the repayment of which has been authorized herein) shall be distributed in compliance with Section 1411(g) of the New York Not-For-Profit Corporation Law.

(Remove this page if not needed)

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the corporation is:

321 Bedford Road, Bedford Hills, New York 10507

EIGHTH: The certificate of amendment was authorized by: *(Check the appropriate box)*

- The amendment was authorized by a vote of a majority of the members at a meeting.
- The amendment was authorized by the unanimous written consent of the members entitled to vote thereon.
- The amendment was authorized by a vote of a majority of the entire board of directors.
The corporation has no members.

Energy Improvement Corporation

By: 
(Signature)

Chairman of Board
(Signer's Title)

MARK THIELKING
(Print or Type Signer's Name)

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CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF

Energy Improvement Corporation

(Insert Name of Domestic Corporation)

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

Filer's Name McCullough, Goldberger & Staudt, LLP

Address 1311 Mamaroneck Ave., Ste. 340

City, State and Zip Code White Plains, NY 10605

NOTE: The certificate must be submitted with a \$30 filing fee. This form was prepared by the New York State Department of State. It does not contain all optional provisions under the law. 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. Please be sure to review Section 804 and Section 404 of the Not-for-Profit Corporation Law to determine if any consents or approvals are required to be attached to this certificate of amendment.

For Office Use Only

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DEPARTMENT OF STATE
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Westchester

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