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RE-SUBMIT

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Renewable Energy Access Through Leasing (REAL) Alliance, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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July 1, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: THE RENEWABLE ENERGY ACCESS THROUGH LEASING (REAL) ALLIANCE, INC.
REF: W09000030520

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Tim Burch
Regulatory Specialist II
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE RENEWABLE ENERGY ACCESS THROUGH LEASING
ALLIANCE, INC.**

Pursuant to the provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes (the "Act"), The Renewable Energy Access Through Leasing Alliance, Inc. (the "Corporation"), a Florida not-for-profit corporation, does hereby make and adopt these Articles of Incorporation (hereinafter "Articles of Incorporation"):

ARTICLE I
NAME

The name of the Corporation is:

The Renewable Energy Access Through Leasing Alliance, Inc.

ARTICLE II
BUSINESS ADDRESS

The principal office and mailing address of the Corporation are:

c/o David Goodfriend
1330 Connecticut Avenue N.W., Suite 216
Washington, D.C. 20036

The Board of Directors of the Corporation, or an officer of the Corporation acting under the authority of the Board of Directors, is authorized to change the principal office of the Corporation from time to time without amendment to these Articles of Incorporation.

ARTICLE III
PURPOSES

The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as it may be amended (the "Code"). In furtherance of such purposes:

- (i) The corporation shall bring together a broad group of public, private, and non-profit organizations, companies, and associations who share a commitment to expanding homeowner access to affordable residential-level renewable energy systems through action at the local, state, and federal level.

- (ii) Through legislative efforts to provide market clarity to investors, the corporation shall seek to bridge the existing gap between the financial and environmental communities that currently prevents the widespread adoption of residential distributed energy.

The Corporation may engage in any and all other social welfare activities permitted to an organization exempt from federal income tax under Section 501(c)(4) of the Code or corresponding future provisions of the federal tax law. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall have and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

No part of the income or principal of the Corporation shall inure to the benefit of, or be distributable to any of its directors, officers, or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered to it, and to make reasonable payments and distributions in furtherance of the aforementioned purposes of the Corporation.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not engage in any activity which is not permitted to be engaged in by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or any corresponding future provision of the federal tax law.

It is intended that the Corporation shall continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(4) of the Code. These Articles of Incorporation shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE IV MEMBERS

The Corporation shall have members and shall have no capital stock. The members of the Corporation and their rights and responsibilities shall be as provided in the Bylaws of the Corporation.

ARTICLE V BOARD OF DIRECTORS

The authority for all affairs of the Corporation shall reside in the Board of Directors who shall have and may exercise all the powers of the Corporation as permitted by federal law, state law, these Articles of Incorporation, and the Bylaws of the Corporation as from

time to time are in effect. The Board of Directors shall consist of at least the minimum number of directors required by the Act, with the number of directors to be specified or established from time to time in the Bylaws. The Board of Directors shall be elected in the manner set forth in the Bylaws.

ARTICLE VI
REGISTERED AGENT AND OFFICE

The name and address of the registered agent and registered office are:

Registered Agent: C T Corporation System

Registered Office: 1200 South Pine Island Road
Plantation, FL 33324

The Board of Directors of the Corporation, or an officer of the Corporation acting under the authority of the Board of Directors, is authorized to change the registered agent and office of the Corporation from time to time in accordance with the laws of the State of Florida without amendment to these Articles of Incorporation.

ARTICLE VII
MEMBERS

The Corporation shall have multiple classes of members and shall have no capital stock. The classifications of members of the Corporation shall be as provide in the Bylaws of the Corporation.

ARTICLE VIII
DISSOLUTION

Although the period of duration of the Corporation is perpetual, if for any reason the Corporation is to be dissolved or otherwise terminated, no part of the property of the Corporation or any of the proceeds shall be distributed to or inure to the benefit of any of the directors of the Corporation. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Sections 501(c)(3) or 501(c)(4) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to the state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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

These Articles of Incorporation may be amended at any duly called annual or special meeting of the Board of Directors at which a quorum is present by the affirmative vote of a majority of the total number of Directors. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the Bylaws and of the laws of the State of Florida.

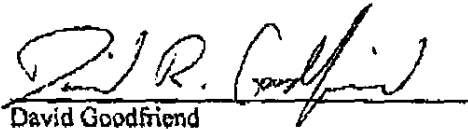
ARTICLE X INDEMNIFICATION AND IMMUNITY FROM LIABILITY

The Corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of or in any other capacity with another corporation, partnership, joint venture, trust or other enterprise, against damages, liabilities, costs and expenses (including attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The Corporation may pay expenses (including attorneys' fees) incurred by an officer or director of the Corporation in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such officer or director to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation under this Article. Such expenses (including attorneys' fees) incurred by other employees and agents may be paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. An officer or director of the Corporation shall not be personally liable for monetary damages to any person for any statement, vote, decision, or failure to take an action, regarding organizational management or policy by an officer or director, except as otherwise provided under Section 617.0834 of the Act or any amendment thereto or successor provision thereto.

ARTICLE X
INTERNAL REVENUE CODE

All general or specific references herein made to the Internal Revenue Code shall be deemed to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States Internal Revenue law. Similarly, any general or specific references to the laws of the State of Florida shall be deemed to refer to the laws of the State of Florida as now in force or hereafter amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of June 29, 2009.



David Goodfriend
President

ACCEPTANCE AND CONFIRMATION BY REGISTERED AGENT

The undersigned accepts and confirms that he has previously accepted the appointment as the registered agent of The Renewable Energy Access Through Leasing (REAL) Alliance, Inc. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: June 30, 2009.

C T Corporation System

By:
Name:
Title:

Madonna Cuddihy
Madonna Cuddihy
Special Assistant Secretary

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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