

761899

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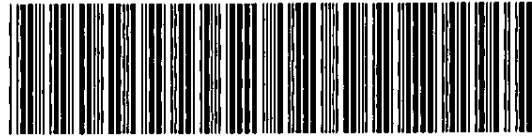
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*Restated
Articles*

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TALLAHASSEE, FLORIDA

*ASR
1/26/12*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 1, 2011

Maryteresa Colello
Interstate Renewable Energy Council
P.O. Box 1156
Latham, NY 12110

SUBJECT: INTERSTATE RENEWABLE ENERGY COUNCIL, INC.
Ref. Number: 761899

We have received your document for INTERSTATE RENEWABLE ENERGY COUNCIL, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$35.00.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The incorporator(s) cannot be amended or changed. Please correct your document accordingly.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

The name and title of the person signing the document must be noted beneath or opposite the signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6907.

Annette Ramsey
Regulatory Specialist II

Letter Number: 211A00026986

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TALLAHASSEE, FLORIDA

**RESTATED ARTICLES OF INCORPORATION
OF THE
INTERSTATE RENEWABLE ENERGY COUNCIL, INC.**

ARTICLE I. NAME OF CORPORATION

The name of the corporation is the Interstate Renewable Energy Council, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office is 11 Swayze Drive, c/o Maryteresa Colello, Latham, New York 12110. The mailing address of the corporation is P.O. Box 1156, Latham, New York 12110-1156.

ARTICLE III. PURPOSES

The purposes of the Interstate Renewable Energy Council, Inc. (IREC or the Council) are educational, scientific and charitable purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986. Among other specific purposes, IREC provides a national forum in which public and private agencies involved with renewable energy may gather, disseminate and exchange information, and engages in cooperative efforts to accelerate sustainable utilization of renewable energy sources and technologies in and through government activities and to promote safe, quality renewable energy products and fair practices. In addition, the Council shall exercise all of the rights, powers, and privileges afforded not for profit corporations under the laws of the State of Florida as they exist and may hereafter be amended.

ARTICLE IV. MANNER OF ELECTION OF BOARD OF DIRECTORS

The Directors of the corporation shall be elected at the annual meeting of the Board of Directors, or as provided in the Bylaws.

ARTICLE V. REGISTERED AGENT

The Registered Agent of the corporation is InCorp Services, Inc. The registered office of the corporation shall be at 17888 67th Court North, Loxahatchee, Florida 33470, or at such other location as the Board of Directors may from time to time select.

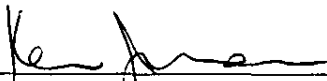
ARTICLE VI. DISSOLUTION

If the Board of Directors of IREC shall fail to meet at least once per year, IREC shall be dissolved. Upon the dissolution of IREC, in accordance with applicable federal, state, or other laws, the Board of Directors shall adopt a dissolution plan, which shall include, where appropriate, provisions to implement the following: payment and discharge of all liabilities and obligations of the corporation; compliance with all relevant legal requirements concerning IREC's tax-exempt and nonprofit status; return, transfer, or conveyance of all assets received or held by the corporation upon condition that the assets be returned, transferred or conveyed upon dissolution of the corporation; and, transfer or conveyance of all assets of the corporation to one or more domestic or foreign corporation(s) engaged in activities substantially similar to those of the Council, and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) shall then qualify as an organization or organizations exempt from federal income taxation under Section 501(c) of the U.S. Internal Revenue Code, or other controlling law.

Restatement of the Articles of Incorporation.

Approved By the IREC Board of Directors on January 19, 2012.

This restatement does not contain any amendments requiring member approval.


Kenneth S. Jurmaj, Chair
Interstate Renewable Energy Council
Board of Directors

1/19/2012
(date)