

## Articles of Incorporation

**The Name of the Corporation:**

Georgia Energy Efficiency Trade Association, Inc.

**The corporation is organized pursuant to the Georgia Nonprofit Corporation Code.**

**The Principal Place of Business:**

Trusted Counsel  
1201 Peachtree St NE Suite 500  
Atlanta, Georgia 30361

**Registered Agent's Name and Address:**

Allen Bradley  
Trusted Counsel  
1201 Peachtree St NE Suite 500  
Atlanta, Georgia 30361, Fulton County

**Effective Date:** January 20, 2015

**Optional Provisions:**

## ARTICLE V

The Corporation will have members. Further, the Corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws); and within such limits, to administer, and expend funds primarily for the following purposes:

1. To promote the general advancement of the energy efficiency industry;
2. To promote public understanding and educate the public in the area of energy efficiency;
3. To provide a forum for exchange information related to energy efficiency;
4. To facilitate training, education and research in the energy efficiency field; and
5. To engage in any and all lawful activities incidental to the foregoing purposes except as restricted herein.

## ARTICLE VI

No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article V hereof.

## ARTICLE VII

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

## ARTICLE VIII

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

## ARTICLE IX

No director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of his or her duties as a director, provided that this provision shall not eliminate or limit the liability of a director: (i) for any transaction in which the director's personal financial interest is in conflict with the financial interest of the Corporation; (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or (iii) for any transaction from which the director derived an improper personal benefit.

If the Georgia Nonprofit Corporation Code is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Georgia Nonprofit Corporation Code, as so amended, and without the necessity for further action by the Corporation in respect thereof.

## ARTICLE X

The Corporation shall provide indemnification for all its directors and officers or former directors and officers against expenses actually and reasonably incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Corporation, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

## **Incorporator(s):**

Allen Bradley

Trusted Counsel

1201 Peachtree St NE Suite 500

Atlanta, Georgia 30361

**The Corporation will have members.**

**A person who signs a document submits an electronic filing he or she knows is false in any material respect with the intent that the document be delivered to the Secretary of State for filing shall be guilty of a misdemeanor and, upon conviction thereof, shall be punished to the highest degree permissible by law. [O.C.G.A. § 14-2-129.]**

**IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the date set forth below:**

**Signed by: Allen Bradley Attorney-in-Fact**

**Date:** January 23, 2015