

**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 New York 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 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.

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.

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 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;

(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;

(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 for such 10 year period.

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. 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.

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 ____ day of _____, 2013.

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

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

The foregoing instrument was acknowledged before me this _____ day of _____,
2013, by _____.

Notary Public

Printed Name: _____

CERTIFICATE OF INCORPORATION

OF

ENERGY IMPROVEMENT CORPORATION

(Under Section 402 of the Not-for-Profit Corporation Law)

Filed by:

(Name)

(Mailing address)

(City, State and ZIP code)