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Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

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Name
Approved

ARTICLES OF ORGANIZATION (General Laws, Chapter 156B)

ARTICLE I

The exact name of the corporation is:

Cape & Vineyard Electric Cooperative, Inc.

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

See attached.

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P
M
R.A.

P.C.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring such addition is clearly indicated.

Articles of Organization

Article II

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CAPE & VINEYARD ELECTRIC COOPERATIVE, INC.

ARTICLE II. The purpose of the corporation is to engage in the following business activities:

to develop and/or own renewable and non-renewable electric generation facilities, and to procure and/or sell long term electric supply or other energy-related goods or services (including renewable energy certificate contracts) at competitive prices to Members and, in furtherance of the foregoing purposes, to carry on any lawful business permitted for a corporation organized under Chapter 164, Section 136, and Chapter 156B of the General Laws of the Commonwealth of Massachusetts, as now in force or as hereafter amended.

ARTICLE III

State the total number of shares and par value, if any, of each class of stock which the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	Not applicable	Common:	Not applicable	
Preferred:		Preferred:		

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the corporation must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

Not applicable.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Not applicable.

ARTICLE VI

**Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

See attached.

**If there are no provisions state "None".

Note: The preceding six (6) articles are considered to be permanent and may ONLY be changed by filing appropriate Articles of Amendment.

Articles of Organization

Article VI

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CAPE & VINEYARD ELECTRIC COOPERATIVE, INC.

ARTICLE VI. Other lawful provisions for the conduct and regulation of the business and affairs of the Corporation, for its voluntary dissolution, or for limiting, defining or regulating the powers of the Corporation, or of its stockholders or directors, or of any class of stockholders:

a. Application of Chapter 164, Section 136. The Cooperative is organized under, and the conduct and regulation of its business shall be subject to such provisions as are set forth in G.L. c. 164, Section 136. The Cooperative shall be organized and shall conduct its business primarily for the mutual benefit of its members as patrons of the Cooperative.

b. Membership. Any municipality or county or political subdivision thereof, or body politic that meets the requirements of Internal Revenue Code Section 115, shall be eligible to apply for membership in the Cooperative, provided that the governing board of each member has authorized its membership.

c. Cooperative Property. Members shall have no individual or separate interest in the property or assets of the Cooperative except as provided herein.

d. No Private Inurement. No part of the net earnings of the Cooperative may inure to the benefit of any director, officer or other individual.

e. Tax-exempt Status. The Cooperative shall operate as an instrumentality of its government members and shall at all times serve the needs and interests of such members.

f. Acceptance of Funds. The Cooperative shall accept funds only from its members or other sources that will not jeopardize its tax-exempt status.

g. Rights and Liability of Members. Unless otherwise required by law, members shall only be entitled to vote on the election of Directors as set forth in the Cooperative's bylaws. The members of the Cooperative are exempt from liability for any debts of the Cooperative to the full extent authorized by law.

h. Liability of Directors. No current or former director of the Cooperative shall be personally liable to the Cooperative or its members for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director (i) for a breach of the director's duty of loyalty to the Cooperative or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Massachusetts General Laws Chapter 156B, or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph (i) which restricts or limits the protections provided thereunder to current or former

Articles of Organization

Article VI

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CAPE & VINEYARD ELECTRIC COOPERATIVE, INC.

directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

i. Dissolution. In the event of dissolution, any remaining assets after satisfaction of liabilities shall be distributed only to members. Title to all debt-financed property shall revert to the member(s) on a *pro rata* basis in proportion to their financial or in-kind contributions to, and/or pledges or guaranties on behalf of the Cooperative. If it is in the best interest of the Cooperative or there are equitable interests to be taken into account, the Board may vary the post-dissolution allocation of debt-financed property among the members.

j. Amendment of Bylaws. The power to make, amend or repeal bylaws shall be vested solely in the Board of Directors.

k. Vacancies on the Board of Directors. Any vacancy on the Board of Directors shall be filled in the same manner as the position was originally filled.

l. Indemnification of Directors and Officers. Except as may be limited in the bylaws, directors and officers may be indemnified to the fullest extent permitted by law.

ARTICLE VII

The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.

Not applicable.

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a. The street address (post office boxes are not acceptable) of the principal office of the corporation in Massachusetts is: 3195 Main Street, Barnstable, MA 02630

b. The name, residential address and post office address of each director and officer of the corporation is as follows:

NAME	RESIDENTIAL ADDRESS	POST OFFICE ADDRESS
President: Charles S. McLaughlin, Jr.	6 Tuckers Way Harwich, MA 02645	P.O. Box 189 Yarmouthport, MA 02675
Treasurer: E. Mark Zielinski	15 Green Drive Attleboro, MA 02703	Same
Clerk: Margaret T. Downey	25 Pheasant Cove Circle Yarmouthport, MA 02675	P.O. Box 1234 Barnstable, MA 02630
Directors: Charles S. McLaughlin, Jr.	Same as above	Same as above
E. Mark Zielinski	Same as above	Same as above
Margaret T. Downey	Same as above	Same as above

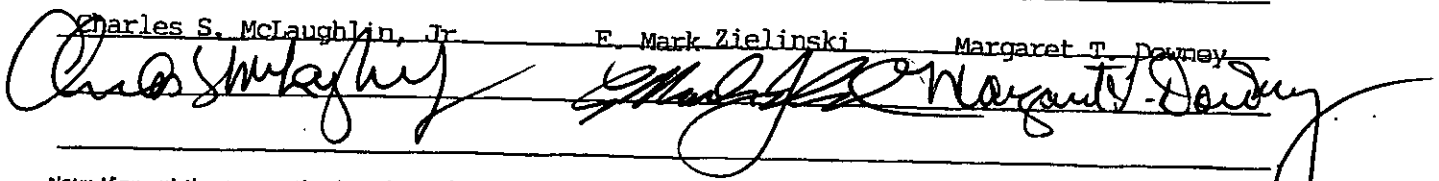
c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: June

d. The name and business address of the resident agent, if any, of the corporation is: N/A

ARTICLE IX

By-laws of the corporation have been duly adopted and the president, treasurer, clerk and directors whose names are set forth above, have been duly elected.

IN WITNESS WHEREOF AND UNDER THE PAINS AND PENALTIES OF PERJURY, I/we, whose signature(s) appear below as incorporator(s) and whose name(s) and business or residential address(es) are clearly typed or printed beneath each signature do hereby associate with the intention of forming this corporation under the provisions of General Laws, Chapter 156B and do hereby sign these Articles of Organization as incorporator(s) this 6th day of September, 2007.

Charles S. McLaughlin, Jr. E. Mark Zielinski Margaret T. Downey


Note: If an existing corporation is acting as incorporator, type in the exact name of the corporation, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said corporation and the title he/she holds or other authority by which such action is taken.

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THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
(General Laws, Chapter 156B)

I hereby certify that, upon examination of these Articles of Organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$ 275 having been paid, said articles are deemed to have been filed with me this 12th day of September 20 07.

Effective date: _____

COMMONWEALTH OF MASSACHUSETTS
CORPORATION DIVISION
2007 SEP 12 PM 3:25

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

FILING FEE: One tenth of one percent of the total authorized capital stock, but not less than \$275.00. For the purpose of filing, shares of stock with a par value less than \$1.00, or no par stock, shall be deemed to have a par value of \$1.00 per share.

TO BE FILLED IN BY CORPORATION

Contact information:

Audrey A. Eidelman, Law Clerk
BCK Law, P.C.
One Gateway Center, Suite 851
Newton, MA 02458

Telephone: 617-244-9500

Email: aeidelman@bck.com

A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.