

**ADDITIONAL PROVISIONS AND INFORMATION TO THE  
CERTIFICATE OF INCORPORATION**

**OF**

**SAVE OUR GRID, INC.**

(A Colorado Non-profit Corporation)

**I. PURPOSES**

Section 1. Charitable Purposes. The Corporation is organized and shall be operated exclusively for educational and charitable purposes and promoting social welfare within the meaning of section 501(c)(3) of the Internal Revenue Code. In furtherance of such purposes, it may promote, establish, conduct, and maintain activities on its own behalf or it may contribute to or otherwise assist other corporations, organizations, and institutions carrying on such activities.

Section 2. Restrictions on Powers. Notwithstanding any other provision of this Certificate of Incorporation, the powers of the Corporation are restricted as follows:

A. Activities. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or by an organization the contributions to which are deductible under Sections 170, 642, 2055, or 2522 of the Internal Revenue Code.

B. Solicitations or Gifts. No solicitation of contributions to the Corporation shall be made, and no gift, bequest, or devise to the Corporation shall be accepted, upon any condition or limitation that in the opinion of the Corporation may cause the Corporation to lose its federal income tax exemption.

C. Political Activities. No substantial part of the Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. Private Inurement. No part of the income or principal of the Corporation shall inure to the benefit of or be distributed to any member, director (each a "Director"), or officer of the Corporation or any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal.

## II. MEMBERS

The Corporation shall have no voting members.

## III. MANAGEMENT

For the management of the business, for the conduct of the affairs of the Corporation and for the further definition, limitation and regulation of the powers of the Corporation and its Directors, it is further provided:

Section 1. Size of Board. The number and method of election of the Board of Directors shall be provided in the Bylaws.

Section 2. Powers of Board. In furtherance and not in limitation of the powers conferred upon the Board of Directors by the State of Delaware, the Board of Directors is expressly authorized and empowered:

A. Bylaws. To make, alter, amend and repeal the Bylaws.

B. Power to Borrow. To authorize and issue obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine and to pledge, or mortgage, as security therefore, any real or personal property of the Corporation, including after acquired property.

C. Not in Limitation. In addition to the powers and authority above or by statute expressly conferred upon it, the Board of Directors may exercise all powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Delaware, of this Certificate of Incorporation, and of the Bylaws of the Corporation.

Section 3. Interested Directors. No contract or transaction between this Corporation and any of its Directors, or between this Corporation and any other corporation, firm, association or other legal entity, shall be invalidated by reason of the fact that a Director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in the contract or transaction or in such corporation, firm, association or legal entity, or because the interested Director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because his vote was counted in authorizing, approving or ratifying said contract or transaction, provided that the interest of such Director shall have been disclosed to or known by the Board of Directors and if they shall authorize, approve or ratify the transaction by a vote or consent

sufficient for the purpose without counting the vote or consent of such interested Director; or the transaction is fair and reasonable to the Corporation. An interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

**Section 4. Liability of Directors.** No director shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the Corporation for monetary damages shall be eliminated or limited on account of any of the following: (a) any breach of the Director's duty of loyalty to the Corporation or its members; (b) any acts or omissions of the Director not in good faith or that involve intentional misconduct or a knowing violation of law; (c) The Director's assent to or participation in a loan by the Corporation to any director or officer of the Corporation; and (d) any transaction in which the Director received improper personal benefit. Nothing herein will be construed to deprive any Director of the right to all defense ordinarily available to a Director nor will anything herein be construed to deprive any Director of any right for contribution from any other director or other person. Any repeal or modification of this Article III shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **IV. INDEMNIFICATION**

The Corporation shall indemnify its officers, Directors, employees and other agents to the fullest extent allowed by the Colorado Revised Statutes ("C.R.S.") or any other applicable law as if such Corporation were a for profit corporation so long as such indemnification does not cause the Corporation's liabilities to exceed its assets as determined in accordance with generally accepted accounting principles.

Moreover, except as otherwise provided by law, the officers, Directors, employees, and agents of this Corporation shall have the same right as officers, directors, employees, agents and shareholders of a corporation for profit. No officer or Director shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such officer or Director was personally involved in the situation giving rise to the litigation or unless the officer or Director committed a criminal offense. The protection afforded by this Section shall not restrict other common law protections and rights that an officer or Director may have or affect the

elimination of personal liability of a Director to the Corporation for monetary damages for breach of fiduciary duty as a Director.

Any repeal or modification of this section or the statutory protections shall not adversely affect any right or protection of a Director of the Corporation existing immediately prior to the time of such repeal or modification.

## **V. DISSOLUTION**

Upon the dissolution of the Corporation's affairs, or upon the abandonment of the Corporation's activities due to its impracticable or inexpedient nature, the assets of the Corporation then remaining in the hands of the Corporation, after payment of its liabilities and obligations, shall be first distributed, transferred and conveyed according to the conditions, restrictions and/or limitations upon which such assets were received and/or held by the Corporation. Any remaining assets shall be distributed, transferred, conveyed, delivered and paid over to any other organization as shall at the time qualify as a charitable organization under Section 501(c)(3) of the Internal Code, as the Board of Directors shall determine.

## **VI. AMENDMENT OF CERTIFICATE AND BYLAWS**

The Corporation may, by its Bylaws, make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with this Certificate of Incorporation nor contrary to the laws of the State of Colorado or of the United States. The provisions of this Certificate of Incorporation and the Corporation's Bylaws may be amended, altered, or repealed from time-to-time in the manner prescribed by the Corporation's Bylaws, unless the laws of the State of Colorado provide otherwise. All rights herein conferred on the Directors and officers are granted and subject to this reservation.

## **VII. PLACE OF MEETING; CORPORATE BOOKS**

Subject to the laws of the State of Colorado, the Directors shall have power to hold their meetings and the Directors shall have power to have an office or offices and to maintain the books of the Corporation outside the State of Colorado, at such place or places as may from time-to-time be designed in the Bylaws or by appropriate resolution.