

**STATE OF TENNESSEE
CHARTER
OF
TENNESSEE SOLAR ENERGY ASSOCIATION**

The Tennessee Solar Energy Association hereby replaces and revokes its Charter that was filed with the Secretary of State of the State of Tennessee on July 1, 2009 and became effective on July 4, 2009. The undersigned persons pursuant to the Tennessee Nonprofit Corporation Act (the "Act") adopt the following Articles of Amendment to its Charter:

ARTICLE 1

Name. The name of the corporation is Tennessee Solar Energy Association (the "Corporation"). This Charter of the Corporation is being filed pursuant to the Tennessee Nonprofit Corporation Act, as amended from time to time.

ARTICLE 2

Public Benefit Corporation. The Corporation is a public benefit corporation. It is intended that the corporation shall have the status of a corporation that is exempt from income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code"), as an organization described in Section 501(c)(3) of the Code.

ARTICLE 3

Street Address. The street address of the registered office of the Corporation is 6608 Northboro Road, Knoxville, Knox County, TN 37912; and the name of the registered agent at this address is Jim Hackworth.

ARTICLE 4

Incorporators. The name and complete address of each incorporator is:

Knoxville, Knox County, Tennessee 37996

Jim Hackworth
6608 Northboro Road
Knoxville, Knox County, Tennessee 37912

Brian Krumm
University of Tennessee
College of Law Legal Clinic
1505 W. Cumberland Ave.

ARTICLE 5

Principal Office. The principal office of the Corporation is located at is 6608 Northboro Road, Knoxville, Knox County, TN 37912.

ARTICLE 6

Not-for-profit. The Corporation is a not-for-profit corporation.

ARTICLE 7

Religion. The Corporation is not a religious corporation.

ARTICLE 8

Members. The Corporation will have members.

ARTICLE 9

Purpose. The Corporation is organized exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Code. The Corporation is organized to engage in any activity, and to exercise any and all powers, rights and privileges, afforded a nonprofit corporation under the Act. Notwithstanding any other rights and provision of this Charter, the Corporation shall not carry on any other activities not permitted to be carried on by any of the following: (a) a corporation exempt from federal income tax under I.R.C. Section 501 (c)(3), or any corresponding provision of any future federal tax laws; (b) a corporation contributions to which are deductible under I.R.C. Section 170(c)(2), I.R.C. Section 2055(a), and I.R.C. Section 2522(a), or any corresponding provisions of any future federal tax laws; or (c) a nonprofit corporation organized under the laws of the State of Tennessee pursuant to the Act.

ARTICLE 10

Private Inurement. No part of the 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 rendered to it or on its behalf, pay reimbursements for reasonable expenses incurred on its behalf and make payments and distributions in furtherance of the purposes set forth in Article 9 hereof.

ARTICLE 11

No Legislative or Political Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and the

Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE 12

Distributions on Dissolution. Upon the dissolution of the Corporation, after paying or making provision for the payment of all liabilities of the Corporation then outstanding and unpaid, the Board of Directors shall distribute the assets of the Corporation to one or more organizations then described under Section 501(c)(3) and Section 509(a)(1), Section 509(a)(2), Section 509(a)(3), or Section 4940(d)(2) of the Code, or any corresponding provision of any future federal tax laws, as the Board of Directors shall determine, to be used for charitable purposes within the meaning of Section 501(c)(3) of the Code consistent with the purposes of the Corporation hereto set forth in Article 9. Any assets not so disposed of by the Board of Directors shall be disposed of by a court having equity jurisdiction in the county in which the principal office of the Corporation is then located, with the distribution of assets to be made to such organization or organizations which are organized and operated exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Code, or any corresponding provision of any future federal tax laws, as such court shall determine.

ARTICLE 13

Limitation of Liability. No person who is or was a director of the Corporation, nor such person's heirs, executors, administrators, or legal representatives (collectively referred to as a "director"), shall be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. No repeal or modification of the provisions of this Article, either directly or by the adoption of provisions inconsistent with the provisions of this Article, shall adversely affect any right or protection, as set forth herein, existing in favor of a particular individual at the time of such repeal or modification.

ARTICLE 14

Indemnification. The corporation shall indemnify its directors and officers to the full extent permitted under applicable law (including without limitation applicable provisions of the Act). To the fullest extent permitted by the Tennessee Nonprofit Corporation Act, as in effect on the date hereof and as hereafter amended from time to time, a director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of a fiduciary duty as a director. If the Tennessee Business Corporation Act or any successor statute is amended after adoption of this provision to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of a corporation shall be eliminated or limited to the fullest extent permitted by the Tennessee Business Corporation Act, as so amended from time to time, or such successor statute. Any repeal or modification of this paragraph by the shareholders of the corporation shall not adversely affect any right or protection

of a director of the corporation existing at the time of such repeal or modification or with respect to events occurring prior to such time.

Pursuant to T.C.A Section 48-51-304(b), this amendment shall be effective upon the filing with the Secretary of State of the State of Tennessee.

The amendment was duly adopted on the _____ day of _____, 2009, by the Board of Directors of the Corporation.

In witness whereof, the undersigned incorporators have executed these Articles of Amendment to the Charter as of _____, 2009.

Dated: _____, 2009.

TENNESSEE SOLAR ENERGY ASSOCIATION

By: _____

Its:
Incorporator _____

By: _____

Its:
Incorporator _____