

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

ARTICLES OF ORGANIZATION
(General Laws Chapter 164, Sections 136 and 6)

ARTICLE I

The exact name of the corporation is:

Vineyard Power 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 its members and in furtherance of the foregoing purposes, to carry on any lawful business permitted for a cooperative corporation organized without capital stock under Chapter 164, Section 136 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 that the corporation is authorized to issue.

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
	Not applicable.		Not applicable.	

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of shares of any 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 that class.

Not applicable.

ARTICLE V

The restrictions, if any, imposed by the articles or organization upon the transfer of shares of any class or series of stock 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.¹

6.1 The directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

6.2 Application of Chapter 164, Section 136. The corporation (the "Cooperative") is organized as a cooperative 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 and Chapter 164, generally, as applicable to such a cooperative. The Cooperative shall be organized and shall conduct its business primarily for the mutual benefit of its members as patrons of the Cooperative.

6.3 Membership. Any natural person, legal person, municipality, city, town, county, tribe or other business or governmental entity or instrumentality located on or resident on that portion of Dukes County in the Commonwealth of Massachusetts known as the island of Martha's Vineyard and which is a consumer of electric power goods and related services shall be eligible to apply for membership in the Cooperative.

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

6.5 Rights and Liability of Members. Unless otherwise required by law, members shall only be entitled to vote on the election of directors and on other such matters as may be set forth from time to time in the bylaws of the Cooperative. The members of the Cooperative are exempt from liability for any debts of the Cooperative to the fullest extent authorized by law.

6.7 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 Chapter 156B of the General Laws of the Commonwealth of Massachusetts, 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

¹ 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

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 which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

6.8. Amendment of Bylaws. The power to make, amend or repeal bylaws shall be vested solely in the directors unless otherwise specified in the bylaws.

6.10. 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 unless otherwise specified in the bylaws.

6.11. 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

Unless otherwise provided in the articles of organization, the effective date of organization of the corporation is the date and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a later effective date is desired, specify such date, which may not be later than the 90th day after the articles are received for filing.

Not applicable.

ARTICLE VIII

The information contained in this article 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:

1085 State Road
West Tisbury, MA 02575

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

Officers:

	Name	Residential Address	Post Office Address
President:	Paul Pimentel	6 Penny Lane Edgartown, MA 02539	
Vice President:	David N. McGlinchey	52 Manchester Avenue Oak Bluffs, MA 05227	
Treasurer:	Richard Andre	74 Old Country Road West Tisbury, MA 02575	
Clerk:	Sue A. Hruby	64 Tiasquam Road West Tisbury, MA 02575	

Directors:

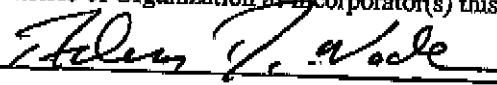
- Richard Andre 74 Old Country Road
West Tisbury, MA 02575
- Edward Bayne 59 Hidden Village Road
West Tisbury, MA 02575
- David Damroth 27 Oyster Lane
Chilmark, MA 02535
- Edward Danson 4274 Thatcher Road
Ojai, CA 93023
- Sue A. Hruby 64 Tiasquatin Road
West Tisbury, MA 02575
- Paul Pimentel 6 Penny Lane
Edgartown, MA 02539
- Susan Wasserman 22 Music Street
West Tisbury, MA 02575
- Kate Warner 1085 State Road
West Tisbury, MA 02575

- c. *The fiscal year (i.e. tax year) of the corporation shall end on the last day of the month of:*
December
- d. *The name and business address of the resident agent, if any, of the corporation is:*
Not applicable.

ARTICLE IX

The president, treasurer, vice president, 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 164, Section 136, and do hereby sign these Articles of Organization as incorporator(s) this 19th day of November, 2009.



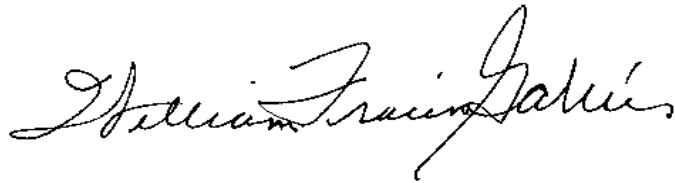
 Adam D. Wade

 155 Seaport Boulevard

 Boston, MA 02210

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth