Board Decision
Amending Articles of Incorporation

September 2, 2009

Summary

This resolution would remove a limitation in the Energy Trust articles of incorporation, to allow Energy Trust to do business in Washington.

Background

- Energy Trust was incorporated in March, 2001 as an Oregon nonprofit corporation.
- Non-profit corporations organized in one state may do business in other states by complying with registration requirements of other states.
- Based on prior board authorization, Energy Trust expects to begin providing services to NW Natural residential and commercial customers in Washington.

Discussion

- Energy Trust's articles of incorporation (see attached, Article III, Purposes and Powers) provide that Energy Trust is organized and operated "to support the development of cost-effective local energy conservation, market transformation energy conservation, and renewable energy resources for utility customers in Oregon."
- Energy Trust's outside legal counsel in Washington State advises that the articles of incorporation should be amended to remove the words "in Oregon" to allow Energy Trust to do business in Washington.
- With this change, Energy Trust may register in Washington and do business there (although the state may require a minor change in the name Energy Trust uses in Washington because the state doesn't allow the use of "Inc." in a non-profit corporation's name).
- The articles may be amended by a vote of 70 percent of the directors then in office. There are currently 12 directors, so an amendment requires nine affirmative votes.

Recommendation

Amend the articles of incorporation to allow Energy Trust to do business outside Oregon.

RESOLUTION 525

AMENDING ARTICLES OF INCORPORATION

WHEREAS:

1. **Energy Trust's articles of incorporation provide that Energy Trust is organized and operated "to support the development of cost-effective local energy conservation, market transformation energy conservation, and renewable energy resources for utility customers in Oregon."**
2. **Based on prior board authorization, Energy Trust plans to begin doing business in Washington to provide services to NW Natural residential and commercial customers.**
3. **Legal counsel in Washington State advises that amending the articles of incorporation to remove the words "in Oregon" would allow Energy Trust to register to do business in Washington.**

It is therefore RESOLVED:

The board of directors of Energy Trust of Oregon, Inc. amends the corporation's articles of incorporation to remove the words "in Oregon" from Article III, Purpose and Powers, as follows:

> **The Corporation is organized and shall be operated exclusively for charitable, scientific, literary, and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended ("Code"), including, without limitation, but only to the extent consistent with such purposes, to support the development of cost-effective local energy conservation, market transformation energy conservation, and renewable energy resources for utility customers. Subject to the foregoing purposes and the restrictions set forth in these articles of incorporation, the Corporation shall have and may exercise all the rights and powers of a nonprofit corporation under the Oregon Nonprofit Corporation Act.**

Moved by: Seconded by:

Vote: In favor: Abstained:

Opposed: [list name(s) and, if requested, reason for "no" vote]