

# Delaware

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The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REGIONAL GREENHOUSE GAS INITIATIVE, INC.", FILED IN THIS OFFICE ON THE THIRD DAY OF JANUARY, A.D. 2019, AT 12:34 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.*



  
Jeffrey W. Bullock, Secretary of State

4387873 8100  
SR# 20190041294

Authentication: 202012515  
Date: 01-03-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

CERTIFICATE OF AMENDMENT

TO

CERTIFICATE OF INCORPORATION

OF

REGIONAL GREENHOUSE GAS INITIATIVE, INC.

(Pursuant to Section 242 of the General Corporation Law of the State of Delaware)

It is hereby certified that:

1. The name of the corporation (the "Corporation") is Regional Greenhouse Gas Initiative, Inc. The date of the filing of the certificate of incorporation of the Corporation (the "Certificate of Incorporation") with the Delaware Secretary of State is July 12, 2007.
2. Section 3 of the Certificate of Incorporation is hereby amended and restated in its entirety to read as follows:

**Section 3. Purpose.** The exclusive purpose for which the Corporation is formed is to provide technical and scientific advisory services to the States of the United States that are "Participating States" (as defined below) in the development and implementation of a multi-state cap and trade program, known as the Regional Greenhouse Gas Initiative or RGGI (or its successor), established to reduce air pollutants that contribute to climate change, and to perform any other charitable or scientific function related to the reduction of greenhouse gas emissions or the increase in carbon sequestration on behalf of the Participating States. "Participating States" shall have the meaning assigned to such term in the Regional Greenhouse Gas Initiative Model Rule dated December 19, 2017 and as may be amended or restated from time to time by the states then participating in RGGI or in any successor model rule, subject to any applicable terms or conditions set forth in the By-laws of the Corporation.

The Corporation is a non-stock, non-profit corporation. The purposes for which this organization is organized are exclusively religious, charitable, scientific, literary and/or educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended (the "Code"), or the corresponding provision of any future United States Internal Revenue law.

3. The foregoing amendment to the Certificate of Incorporation herein certified was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

*[Signature Page Follows]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to Certificate of Incorporation of the Corporation to be executed by its below duly authorized officer as of January 3, 2019.

By: Ben Grumbles  
Name: Ben Grumbles  
Title: Chairman of the Board

*[Signature Page to Certificate of Amendment to  
Certificate of Incorporation of Regional Greenhouse Gas Initiative, Inc.]*