

ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
ELECTRIC POWER RESEARCH INSTITUTE, INC.

To: Department of Consumer and Regulatory Affairs
Business and Professional Licensing Administration
Corporations Division
941 North Capitol Street, N.E.
Washington, DC 20002

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is: ELECTRIC POWER RESEARCH INSTITUTE, INC.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act:

Add new section (k) to Article 3:

(k) To educate and instruct the public on electric power subjects useful to the individual and beneficial to the national as well as worldwide communities;

Renumber existing section (k) of Article 3 "(l)".

THIRD: The amendment was adopted in the following manner: The amendment was adopted at a meeting of members held on April 4, 2006 at which a quorum was present, and the amendment received at least two-thirds of the votes which members present or represented by proxy at such meeting were entitled to cast.

Date: April 4, 2006 ELECTRIC POWER RESEARCH INSTITUTE, INC.

By: _____/s/_____
Steven R. Specker, Its President

ATTEST: _____/s/_____
Norma Formanek, Its Secretary

ARTICLES OF INCORPORATION

OF

ELECTRIC POWER RESEARCH INSTITUTE, INC.

To: The Recorder of Deeds, D.C.
Washington, DC

We, the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation, adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-profit Corporation Act (the "Act"):

1. The name of the Corporation is ELECTRIC POWER RESEARCH INSTITUTE, INC.
2. The Corporation is of perpetual duration.
3. The purposes for which the Corporation is organized are:

- (a) To promote, engage in, conduct and sponsor research and development with respect to electricity production, transmission, distribution and utilization, and all activities directly or indirectly related thereto;

- (b) To provide a medium through which investor-

owned, government-owned and cooperative-owned power producers and all other persons interested in the production, transmission, distribution or utilization of electricity can sponsor electricity research and development for the public benefit;

(c) To promote, engage in and conduct research in both the pure and applied sciences for the advancement and betterment in the public service of the production, transmission and distribution of electric power;

(d) To sponsor scientific research and development in the electric power field with a view towards providing economical, reliable electric service to the public with minimal adverse environmental effects;

(e) To discover, devise, develop, invent and create, through study and research, the methods and means to improve the production, transmission, distribution and utilization of electric power, in order to insure the adequate power supply that is vital to the progress of the nation and the world community.

(f) To seek and ascertain, through scientific research and development, solutions to environmental problems related to the production, transmission, distribution and utilization of electric power;

(g) To undertake, conduct, engage in or direct research and development activities for the discovery or improvement of new or more efficient forms of electric power production, transmission and distribution and of improved utilization, including new or more efficient uses, of electric power by the public;

(h) To discover and develop, through scientific study, research, ways and means to protect, conserve, and maximize the efficient utilization of finite natural resources used in the production, transmission and distribution of electric power;

(i) To provide a medium for coordination and cooperation and for the exchange of information for all organizations and persons, public or private, concerned with electric power scientific research and development;

(j) To ascertain, prepare and disseminate information and data with respect to scientific research and development activities in the field of electric power;

(k) To have all those powers conferred upon corporations organized under the Non-profit Corporation Act necessary to effect any or all of the purposes for which the corporation is formed subject to any limitations contained in these Articles of Incorporation or the laws of the District of Columbia.

4. The Corporation shall have members. The designation of each class of members, the qualification and rights of the members of each class, and the voting rights of such classes of members shall be as set forth in the by-laws.

5. The directors of the Corporation shall be elected or appointed in the manner set forth in the by-laws.

6. Members of the Corporation shall not be personally liable for the debts, liabilities or obligations of the Corporation.

7. No part of the income of the Corporation shall inure to the benefit of any member, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation, except as set forth in these Article of Incorporation.

8. In the event of dissolution of the Corporation, all assets shall first be applied and distributed in accordance with subparagraphs (a) and (b) of Section 29-1048 of the Act. All assets then remaining shall be transferred or conveyed to one or more private or governmental organizations, including the United States or any agency or instrumentality thereof, then engaged in activities in the electric power field substantially similar to those of the Corporation; provided, that, in the event the Corporation then enjoys exempt status under Section 501(c) (3) of the Internal Revenue Code of 1954, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (the "Code") any such transfers or conveyances to private organizations shall be limited to organizations enjoying the same exempt status; and further provided, that, in the event the Corporation then enjoys exempt status under Section 501(c) (3) of the Code, any such transfers or conveyances to private organizations shall be limited to organizations enjoying exempt status under either Section 501(c) (3) or 501(c) (6) of the Code.

9. The address of the Corporation's Registered Office in the District of Columbia is 918 16th Street, N.W., c/o C T Corporation System, Washington, D.C., 20006 and the name of its initial Registered Agent at said address is C T Corporation System.

10. The initial whole Board of Directors shall consist of five directors whose names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Gordon R. Corey	One First National Plaza Post Office Box 767 Chicago, Illinois 60690
W. D. Sachau	Post Office Box 111 Los Angeles, California 90054
R. I. Smith	80 Park Place Newark, New Jersey 07101
John V. Thornton	4 Irving Place New York, New York 10003
L. C. Weber	414 Nicollet Mall Minneapolis, Minnesota 55401

11. The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
John V. Thornton	4 Irving Place New York, New York 10003

