

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF INCORPORATION
OF
NORTHERN WESTCHESTER ENERGY ACTION CONSORTIUM, INC.**

Pursuant to Section 803 of the Not-for-Profit Corporation Law

1. The name of the corporation is Northern Westchester Energy Action Consortium, Inc. (the “Corporation”).
2. The certificate of incorporation of the Corporation was filed by the Department of State on December 9, 2010.
3. The law the Corporation was formed under is the Not-for-Profit Corporation Law (the “N-PCL”).
4. The Corporation is a corporation as defined in Section 102(a)(5) of the N-PCL.
5. The Corporation is a Type B corporation and shall remain a Type B corporation upon the filing of this certificate of amendment.
6. The amendments effected by this certificate of amendment are as follows:

Clause 1 of the certificate of incorporation relating to the Corporation’s name is hereby amended to read in its entirety as follows:

- (1) The name of the corporation is Sustainable Westchester, Inc. (the “Corporation”).

Clause 3 of the certificate of incorporation relating to the Corporation’s purposes is hereby amended to read in its entirety as follows:

- (3) The Corporation is formed to improve the health and welfare of communities in New York State by coordinating and implementing energy efficiency, conservation, and sustainability efforts by and among residents and local governments in Westchester County, New York. In furtherance of these charitable purposes, the Corporation shall encourage voluntary efforts and contributions from individuals, corporations, and other institutions in support of the foregoing purposes, and conduct any and all lawful activities which may be useful in accomplishing the foregoing purposes.

7. The Secretary of State is designated as agent of the Corporation upon whom process against it may be served. The address to which the Secretary of State shall forward copies of process accepted on behalf of the Corporation is:

Sustainable Westchester, Inc.
P.O. Box 681
Somers, NY 10589

8. The certificate of amendment was authorized by unanimous vote at a meeting of the members at which a quorum was present on November 13, 2013.

Herbert Oringel
Chairperson, Board of Directors

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Filer: Courtney Darts, Esq.
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