

## TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1  
Stylesheet Version v1.2

ETAS ID: TM415498

<b>SUBMISSION TYPE:</b>	NEW ASSIGNMENT		
<b>NATURE OF CONVEYANCE:</b>	CHANGE OF NAME		
<b>CONVEYING PARTY DATA</b>			
<b>Name</b>	<b>Formerly</b>	<b>Execution Date</b>	<b>Entity Type</b>
Ethical Electric Benefit Co.		10/24/2013	Corporation: MARYLAND
<b>RECEIVING PARTY DATA</b>			
<b>Name:</b>	Ethical Electric, Inc.		
<b>Street Address:</b>	1055 Thomas Jefferson St., NW, Suite 650		
<b>City:</b>	Washington		
<b>State/Country:</b>	D.C.		
<b>Postal Code:</b>	20007		
<b>Entity Type:</b>	Corporation: MARYLAND		
<b>PROPERTY NUMBERS Total: 4</b>			
<b>Property Type</b>	<b>Number</b>	<b>Word Mark</b>	
<b>Registration Number:</b>	4480645		
<b>Registration Number:</b>	4279273	YOU ONLY HAVE ONE POWER BILL... USE IT W	
<b>Registration Number:</b>	4409399	ETHICAL ELECTRIC YOU HAVE THE POWER	
<b>Registration Number:</b>	4355651	ETHICAL ELECTRIC	
<b>CORRESPONDENCE DATA</b>			
<b>Fax Number:</b>	2026638000		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
<b>Phone:</b>	2026638000		
<b>Email:</b>	dctm@pillsburylaw.com		
<b>Correspondent Name:</b>	Patrick J. Jennings		
<b>Address Line 1:</b>	Pillsbury Winthrop Shaw Pittman, LLP, 12		
<b>Address Line 4:</b>	Washington, D.C. 20036		
<b>ATTORNEY DOCKET NUMBER:</b>	022726-0445829		
<b>NAME OF SUBMITTER:</b>	Patrick J. Jennings		
<b>SIGNATURE:</b>	/Pat Jennings/		
<b>DATE SIGNED:</b>	02/09/2017		
<b>Total Attachments: 9</b>			
source=Ethical Electric Benefit Co Name Change#page1.tif			

CH \$115.00 4480645

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# CORPORATE CHARTER APPROVAL SHEET

**\*\* EXPEDITED SERVICE \*\*      \*\* KEEP WITH DOCUMENT \*\***

DOCUMENT CODE 09A BUSINESS CODE \_\_\_\_\_  
# D 14365027

Close \_\_\_\_\_ Stock \_\_\_\_\_ Nonstock \_\_\_\_\_

P.A. \_\_\_\_\_ Religious \_\_\_\_\_

Merging (Transferor) \_\_\_\_\_

Surviving (Transferee) \_\_\_\_\_



ID # D14365027 ACK # 1000362005593290  
PAGES: 0009  
ETHICAL ELECTRIC, INC.

10/28/2013 AT 02:12 P WO # 0004212353

New Name \_\_\_\_\_

### FEES REMITTED

Base Fee: 100  
Org. & Cap. Fee: \_\_\_\_\_  
Expedite Fee: 50  
Penalty: \_\_\_\_\_  
State Recordation Tax: \_\_\_\_\_  
State Transfer Tax: \_\_\_\_\_  
Certified Copies \_\_\_\_\_  
Copy Fee: \_\_\_\_\_  
Certificates \_\_\_\_\_  
Certificate of Status Fee: \_\_\_\_\_  
Personal Property Filings: \_\_\_\_\_  
Mail Processing Fee: \_\_\_\_\_  
Other: \_\_\_\_\_  
TOTAL FEES: 150

Change of Name \_\_\_\_\_  
Change of Principal Office \_\_\_\_\_  
Change of Resident Agent \_\_\_\_\_  
Change of Resident Agent Address \_\_\_\_\_  
Resignation of Resident Agent \_\_\_\_\_  
Designation of Resident Agent and Resident Agent's Address \_\_\_\_\_  
Change of Business Code \_\_\_\_\_  
Adoption of Assumed Name \_\_\_\_\_  
Other Change(s) \_\_\_\_\_

Code 196

Credit Card \_\_\_\_\_ Check \_\_\_\_\_ Cash \_\_\_\_\_

Documents on \_\_\_\_\_ Checks \_\_\_\_\_

Approved By: JOB

Keyed By: JOB

COMMENT(S): WALK-IN  
Delete Benefit Corp Status

Attention: \_\_\_\_\_

Mail: Name and Address \_\_\_\_\_

### Stamp Work Order and Customer Number HERE

CUST ID: 0002995773  
WORK ORDER: 0004212353  
DATE: 10-28-2013 02:12 PM  
AMT. PAID: \$150.00

ARTICLES OF AMENDMENT  
OF  
ETHICAL ELECTRIC BENEFIT CO.,  
A MARYLAND BENEFIT CORPORATION

**ARTICLES OF AMENDMENT**

Ethical Electric Benefit Corp., a Maryland benefit corporation (the "Corporation"), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

**FIRST:** The charter of the Corporation is hereby amended by amending and restating Article First thereof so that it shall read in its entirety as follows:

"The name of the corporation (hereinafter called the "Corporation") is Ethical Electric, Inc."

**SECOND:** The charter of the Corporation is hereby further amended by amending and restating Article Third thereof so that it shall read in its entirety as follows:

"Section 1. General. The purpose or purposes of the Corporation shall be to engage in the purchase, production and sale of "green" electrical energy to businesses and consumers. The Corporation shall have all of the general powers granted to corporations by the laws of the State of Maryland, and all other powers necessary or appropriate to such purposes not specifically prohibited by law. Corporations and Associations Article of the Annotated Code of Maryland, as amended (the "Code").

**Section 2. Limitations On Corporation's Activities:**

- i. This Section 2 is being adopted in order to comply with certain provisions required under the Basic Documents in order to qualify the Corporation as a "special purpose" entity.
- ii. Notwithstanding the provisions of Article Ninth hereof, the Board of Directors shall not, so long as any Obligation is outstanding, amend, alter, change or repeal the definition of "Independent Director".
- iii. Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise so empowers the Corporation, the stockholders, the Board of Directors or any other Person, so long as any Obligation is outstanding, neither the stockholders nor the Board of Directors nor any other Person shall be authorized or empowered on behalf of the Corporation to, nor shall they permit the Corporation to, and the Corporation shall not, without the prior unanimous written consent of the Board of Directors, take any Material Action.
- iv. The Board of Directors shall cause the Corporation to do or cause to be done all things necessary to preserve and keep in full force and effect its existence, rights

(charter and statutory) and franchises. The Board of Directors also shall cause the Corporation to:

- a. preserve its existence as an entity duly formed, validly existing and in good standing under the Code and do all things necessary to observe corporate formalities;
- b. not to engage, directly or indirectly, in any other business other than the actions required or permitted to be performed under Section 1 of this Article Third;
- c. except as contemplated by the Basic Documents, not commingle its assets with assets of any other Person;
- d. maintain separate records, books of account, bank accounts, financial statements, and accounting records and other entity documents apart from those of any other Person;
- e. maintain an arm's length relationship with its Affiliates and the stockholders, and only enter into any contract or agreement with its Affiliates or the stockholders upon terms and conditions that are fair to the Corporation and substantially similar to those that would be available on an arm's-length basis with third parties;
- f. maintain its books, financial records and accounts and its assets in such a manner that it will not be unreasonably costly or difficult to segregate, ascertain or identify its individual assets and liabilities from those of any other Person;
- g. not hold out its credit or assets as being available to satisfy the obligations of others; and, except as contemplated by the Basic Documents, not pledge its assets for the benefit of any other Person;
- h. file its own tax returns, if any, as may be required under applicable law, to the extent (1) not part of a consolidated group filing a consolidated return or returns or (2) not treated as a division for tax purposes of another taxpayer, and pay any taxes so required to be paid under applicable law;
- i. hold itself out to the public as a legal entity separate and distinct from any other Person and conduct its business in its own name and strictly comply with all corporate organizational formalities to maintain its separate existence;
- j. not commingle any of its funds, assets, liabilities or business functions of any other Person, including its stockholders;
- k. use separate stationary, invoices and checks;

- l. correct any known misunderstanding regarding its separate identity;
  - m. maintain adequate capital in light of its contemplated business purpose, transactions and liabilities;
  - n. if the Corporation occupies any premises in the same location as an Affiliate, ensure that there will be a fair, appropriate and non-arbitrary allocation of rent and overhead expenses with the result that each bears its fair share of all such rent and expenses;
  - o. cause its representatives and agents to hold themselves out to third parties as being its representatives or agents, as the case may be, and conduct its business using separate business cards, letterhead, purchase orders, invoices, checks and the like bearing its own name, it being understood that the Corporation need not have its own dedicated employees;
  - p. pay its own liabilities only out of its own funds;
  - q. not acquire obligations or securities of its Affiliates or the stockholders;
  - r. not permit its Affiliates independent access to its bank accounts; and
  - s. maintain a sufficient number of employees, if any, in light of the Corporation's contemplated business operations and pay the salaries of its own employees, if any, provided, however, that to the extent that it shares the same officers or other employees with its Affiliates, allocate fairly, appropriately and non-arbitrarily the salaries of and expenses related to providing other benefits to such officers and other employees between or among such Persons, with the result that each such Person will bear its fair share of the salary and benefits costs associated with all such common or shared officers or other employees.
- v. Failure of the Corporation, or the Board of Directors on behalf of the Corporation, to comply with any of the foregoing provisions shall not affect the status of the Corporation as a separate legal entity.
- vi. So long as any Obligation is outstanding, the Board of Directors shall not cause or permit the Corporation to:
- a. except as contemplated by the Basic Documents, guarantee any obligation of any Person, including any Affiliate;
  - b. engage, directly or indirectly, in any business other than the actions required or permitted to be performed under this Article Third or the Basic Documents;
  - c. incur, create or assume any indebtedness other than as expressly permitted under the Basic Documents;

- d. make or permit to remain outstanding any loan or advance to, or own or acquire any stock or securities of, any Person, except that the Corporation may invest in those investments permitted under the Basic Documents and may make any advance required or expressly permitted to be made pursuant to any provisions of the Basic Documents and permit the same to remain outstanding in accordance with such provisions;
- e. to the fullest extent permitted by law, engage in any dissolution, liquidation, consolidation, merger, asset sale or transfer of ownership interests other than such activities as are expressly permitted pursuant to any provision of the Basic Documents and subject to obtaining any approvals required under these Articles of Incorporation;
- f. except as contemplated or permitted by the Basic Documents, form, acquire or hold any subsidiary (whether corporate, partnership, limited liability company or other); and
- g. amend or restate these Articles of Incorporation (except as required by the Code) if such change would modify the requirements set forth in this Section 2.

**“Affiliate”** means (i) any Person Controlled by, Controlling, or under common Control with, the Person in question; (ii) any officer or director of the Person in question or of any Person directly or indirectly Controlling or Controlled by the Person in question; (iii) any general partner of the Person in question if such Person is, or is a general partner in, any partnership; and (iv) any trust established by or for the benefit of the Person in question.

**“Basic Documents”** means that certain International Swaps and Derivatives Association 2002 Master Agreement, and all schedules, annexes, confirmations, and transactions thereunder, including that certain Base Confirmation of even date therewith, between Macquarie Energy, LLC and the Corporation.

**“Control”** means, with respect to any Person, the possession, directly or indirectly, of the power to direct or cause the direction of the management and policies of such Person, whether through the ownership of voting securities, by contract or otherwise; provided that, but without limiting the generality of the foregoing, any Person owning, directly or indirectly, at least 50% of the voting securities or other, similar, equity interests of any other Person shall be deemed to “Control” such other Person.

**“Independent Director”** means an individual who has prior experience as an independent director, independent manager or independent member with at least three (3) years of employment experience and who is provided by Corporation Service Company, CT Corporation Staffing, Inc., Lord Securities Corporation, National Registered Agents, Inc., Stewart Management Company, Wilmington Trust Company, or, if none of those companies is then providing professional independent directors, another nationally-recognized company, in each case, that is not an Affiliate of the Corporation and that provides professional independent directors and other corporate

services in the ordinary course of its business, and which individual is duly appointed as an Independent Director and is not, and has never been, and will not while serving as Independent Director be, any of the following:

- (i) a member, partner, equityholder, manager, director, officer or employee of the Corporation, the stockholders, or any of their respective equityholders or Affiliates (other than as an Independent Director of the Corporation or an Affiliate of the Corporation that is not in the direct chain of ownership of the Corporation and that is required by a creditor to be a single purpose bankruptcy remote entity, provided that such Independent Director is employed by a corporation that routinely provides professional independent directors in the ordinary course of its business);
- (ii) a creditor, supplier or service provider (including provider of professional services) to the Corporation, or any of its equityholders or Affiliates (other than a nationally-recognized corporation that routinely provides professional independent directors and other corporate services to the Corporation or any of its equityholders or Affiliates in the ordinary course of its business);
- (iii) a family member of any such member, partner, equityholder, manager, director, officer, employee, creditor, supplier or service provider; or
- (iv) a Person that controls (whether directly, indirectly or otherwise) any of (i), (ii) or (iii) above.

A natural person who otherwise satisfies the foregoing definition and satisfies subparagraph (i) by reason of being the Independent Director of a "special purpose entity" affiliated with the Corporation shall be qualified to serve as an Independent Director of the Corporation provided that the fees that such individual earns from serving as Independent Director of affiliates of the Corporation in any given year constitute in the aggregate less than five percent (5%) of such individual's annual income for that year.

"Material Action" means to consolidate or merge the Corporation with or into any Person, or sell all or substantially all of the assets of the Corporation, or to institute proceedings to have the Corporation be adjudicated bankrupt or insolvent, or consent to the institution of bankruptcy or insolvency proceedings against the Corporation or file a petition seeking, or consent to, reorganization or relief with respect to the Corporation under any applicable federal or state law relating to bankruptcy, or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or a substantial part of its property, or make any assignment for the benefit of creditors of the Corporation, or admit in writing the Corporation's inability to pay its debts generally as they become due, or take action in furtherance of any such action, or, to the fullest extent permitted by law, dissolve or liquidate the Corporation.

"Obligation" means the indebtedness, liabilities and obligations of the Corporation under or in connection with the Basic Documents or any related document in effect as of any date of determination.



“Person” means an individual, a corporation, a partnership, a limited liability company, an association, a trust or any other entity or organization, including a government or political subdivision or an agency or instrumentality thereof.”

**THIRD:** The charter of the Corporation is hereby further amended by adding the following as a new paragraph at the end of Article Seventh thereof:

**“Independent Director.** As long as any Obligation is outstanding, the Corporation shall at all times to have one Independent Director on the Board of Directors who will be appointed by Macquarie Energy, LLC (or any other Person to whom or which it shall transfer a majority in interest of the Obligations); provided, that upon payment in full of the Obligation, the Corporation may, by resolution of the Board, remove the Independent Director. To the fullest extent permitted by law, including Section 5-418 of the Maryland Courts and Judicial Proceedings Code, and notwithstanding any duty otherwise existing at law or in equity, the Independent Director shall consider only the interests of the Corporation, including its creditors, in acting or otherwise voting on the matters referred to in Section 2 of Article Third. Except for duties to the Corporation as set forth in the immediately preceding sentence (including duties to the stockholders and the Corporation’s creditors solely to the extent of their respective economic interests in the Corporation but excluding (i) all other interests of the stockholders, (ii) the interests of other Affiliates of the Corporation, and (iii) the interests of any group of Affiliates of which the Corporation is a part), the Independent Director shall not have any fiduciary duties to the stockholders, any Director or any other Person bound by these Articles of Incorporation; *provided, however,* the foregoing shall not eliminate the implied contractual covenant of good faith and fair dealing. To the fullest extent permitted by law, including Section 5-418 of the Maryland Courts and Judicial Proceedings Code, the Independent Director shall not be liable to the Corporation, the stockholders or any other Person bound by these Articles of Incorporation for breach of contract or breach of duties (including fiduciary duties), unless the Independent Director acted in bad faith or engaged in willful misconduct. No resignation or removal of the Independent Director, and no appointment of a successor Independent Director, shall be effective until such successor shall have accepted his or her appointment as an Independent Director by a written instrument. In the event of a vacancy in the position of Independent Director, the Board shall, as soon as practicable, appoint a successor Independent Director nominated by Macquarie Energy LLC (or any other Person to whom it shall transfer a majority in interest of the Obligations). The Independent Director shall have no approval rights, voting rights or other rights, powers or duties in respect of the affairs of the Corporation other than the approval rights and/or voting rights granted to the Independent Director in Section 2 of Article Third and all right, power and authority of the Independent Director shall be limited to the extent necessary to exercise those rights and perform those duties specifically set forth in these Articles of Incorporation. No Independent Director shall at any time serve as trustee in bankruptcy for any Affiliate of the Corporation. The Independent Director shall have no right to request, and neither the Corporation nor the other Directors, shall have any obligation to provide, any notices or information regarding the business, the operations or the financials of the Corporation, unless such information is specifically required in connection with a vote or approval on any matter referred to in Article Third, Section 2. The Independent Director shall have no authority

to, and may not, delegate or assign any powers or duties he may have under these Articles of Incorporation.”

**FOURTH:** The amendments to the charter of the Corporation as set forth above have been duly advised by the Board of Directors and approved by the stockholders of the Corporation as required by law.

**FIFTH:** Immediately prior to the above amendments, the Corporation had authority to issue 14,000,000 shares of stock, consisting of 8,000,000 shares of Class A Common Stock, par value \$0.0001 per share, 4,000,000 shares of Class B Common Stock, par value \$0.0001 per share and 2,000,000 shares of Preferred Stock, par value \$0.0001 per share. The aggregate par value of all shares of capital stock having par value was \$1,400.00.

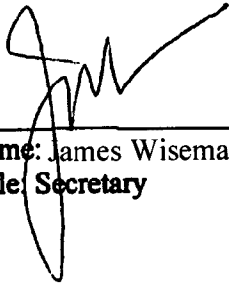
**SIXTH:** The total number of shares of stock which the Corporation has authority to issue pursuant to the foregoing amendment is 14,000,000 shares of stock, consisting of 8,000,000 shares of Class A Common Stock, par value \$0.0001 per share, 4,000,000 shares of Class B Common Stock, par value \$0.0001 per share and 2,000,000 shares of Preferred Stock, par value \$0.0001 per share. The aggregate par value of all shares of capital stock having par value is \$1,400.00.

**SEVENTH:** The undersigned officer acknowledges these Articles of Amendment to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.


\* \* \* \* \*

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed under seal in its name and on its behalf by the undersigned officer, and attested to by its Secretary, on this 24th day of October, 2013.

ATTEST:

  
\_\_\_\_\_  
Name: James Wiseman  
Title: Secretary

ETHICAL ELECTRIC BENEFIT CO.

  
By: \_\_\_\_\_  
Name: Thomas Matzzie  
Title: Chief Executive Officer

4828-3966-5685, v. 1

CUST ID: 0002995773  
WORK ORDER: 0004212353  
DATE: 10-28-2013 02:12 PM  
AMT. PAID: \$150.00

4828-3966-5685, v. 2

8

RECORDED: 02/09/2017

TRADEMARK  
REEL: 005977 FRAME: 0784