

CERTIFICATE OF INCORPORATION
OF
REGIONAL ORGANIZATION FOR WESTERN ENERGY, INC.

(A Delaware Nonstock Corporation)

ARTICLE I
NAME

The name of the corporation is Regional Organization for Western Energy, Inc. (the “*Corporation*”).

ARTICLE II
REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Delaware is [Corporation Service Company, 251 Little Falls Drive, in the City of Wilmington, County of New Castle, Delaware 19808]. The name of its registered agent at that address is Corporation Service Company.

ARTICLE III
PURPOSES

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The Corporation shall be a nonstock nonprofit corporation.

The specific purposes for which the Corporation is organized are to apply its income or property, or both, exclusively for charitable, scientific, or educational purposes and to engage in such other activities which are exclusively in furtherance of these purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “*Code*”).

ARTICLE IV
POWERS

In general, and subject to such limitations and conditions as are or may be prescribed by law or in this Certificate or the Corporation’s Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purpose set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation’s purpose.

**ARTICLE V
INCORPORATOR**

The incorporators of the Corporation, the entities they represent and their addresses are listed below:

Kathleen Staks
Executive Director
Western Freedom
P.O. Box 150666
Lakewood, CO 80215

Pam Sporborg
Director, Transmission & Market Strategy
Portland General Electric
121 SW Salmon St, Portland, OR 97204

Evelyn Kahl
California Community Choice Association
1121 L Street, Suite 400
Sacramento, CA 95814

Jim Shetler
General Manager
Balancing Authority of Northern California (BANC)
6001 S Street, MS D-109
Sacramento, CA 95852-1830

Scott Ranzal
Director
Pacific Gas and Electric Company
300 Lakeside Drive
Oakland, CA 94612

Michele Beck
Utah Office of Consumer Services
P.O. Box 146782
Salt Lake City, Utah 84114

Alaine Ginocchio
c/o Western Resource Advocates
(address)

Lisa Tormoen Hickey
c/o Interwest Energy Alliance
400 Gold Ave. SW Suite 700
Albuquerque, NM 87102

ARTICLE VI LIMITATIONS

VI.1 Nonprofit Status

(a) The Corporation shall not have or issue shares of capital stock.

(b) The Corporation is not organized for profit and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

VI.2 Prohibited Activity

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision herein, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

VI.3 Distributions; Dissolution

In the event of the dissolution of the Corporation, the board of directors, after paying or making provision for payment of all of the liabilities of the Corporation, shall distribute all of the remaining assets of the Corporation to such organizations organized and operated exclusively for charitable, scientific, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VII LIMITATION OF DIRECTOR AND OFFICER LIABILITY

To the fullest extent permitted by the General Corporation Law of Delaware, as the same may be amended from time to time, a director or officer of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director or officer. If the General Corporation Law of Delaware is hereafter amended to authorize further reductions in the liability of the Corporation's directors or officers for breach of fiduciary duty, then a director or officer of the Corporation shall not be liable for any such breach to the fullest extent permitted by the General Corporation Law of Delaware, as so amended.

Any repeal or modification of any of the foregoing provisions of this Article VII, by amendment of this Article VII or by operation of law, shall not adversely affect any right or

protection of a director or officer of the Corporation with respect to any acts or omissions of such director or officer occurring prior to such repeal or modification.

ARTICLE VIII INDEMNIFICATION

To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees, and other agents of the Corporation (and any other persons to which Delaware law permits the Corporation to provide indemnification or advancement of expenses), through Bylaw provisions, agreements with any such director, officer, employee, or other agent, or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the General Corporation Law of Delaware, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to a corporation and others.

Any repeal or modification of any of the foregoing provisions of this Article VIII, by amendment of this Article VIII or by operation of law, shall not adversely affect any right or protection of a director, officer, employee, or other agent of the Corporation or any such other person existing at the time of, or increase the liability of any such director, officer, employee, agent, or other person with respect to any acts or omissions thereof occurring prior to such repeal or modification.

ARTICLE IX EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE X RIGHT TO AMEND CERTIFICATE OF INCORPORATION AND BYLAWS

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the Corporation is expressly authorized to adopt, amend, or repeal the Bylaws of the Corporation and to amend or restate this Certificate of Incorporation.

ARTICLE XI NUMBER OF DIRECTORS

The number of directors that shall constitute the whole Board of Directors shall be designated in the Bylaws of the Corporation. Vacancies created by the resignation of one or more members of the Board of Directors and new directorships created in accordance with the Bylaws of the Corporation, may be filled by the vote of a majority excluding the resigning director, although less than a quorum of the directors then in office or by a sole remaining director. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation.

The Formation Board consists of the following persons:

- Kathleen Staks (Western Freedom)
- Evelyn Kahl (California Community Choice Association)
- Jim Shetler (Balancing Authority of Northern California)
- Michele Beck (Utah Office of Consumer Services)
- Alaine Ginocchio (for Western Resource Advocates)
- Scott Ranzal (Pacific Gas and Electric)
- Lisa Tormoen Hickey (for Interwest Energy Alliance)

**ARTICLE XII
CORPORATE RECORDS**

The books of the Corporation may be kept (subject to any statutory provision) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors in the Bylaws of the Corporation.

The undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed by the incorporators as of _____, 2026.

[add e-signature blocks]

- Kathleen Staks
- Pam Sporborg
- Evelyn Kahl
- Jim Shetler
- Michele Beck
- Alaine Ginocchio
- Scott Ranzal
- Lisa Tormoen Hickey