



MATTHEW
BRACKIN



MBRACKIN@SELECTEDPOWER.COM



617-221-9187

51 PLEASANT ST. #222
MALDEN, MA 02148

PUBLIC UTILITIES COMMISSION OF OHIO
DOCKETING DIVISION
180 EAST BROAD STREET
COLUMBUS, OH 43215-3793

Dear PUBLIC UTILITIES COMMISSION,

Please review this Power Broker Application Form for approval.

Selected Power Inc. is a newly formed company. However, as the President, I have been in the energy industry for ten years. Most of my time was spent on the residential side running sales offices for some of the largest energy retailers in North America. I have a great deal of experience in helping commercial customers of all sizes with their energy needs. I've helped clients in MA, NY, DE, PA, NJ, RI, MD. I've taken pride in always doing what's been best for the customer. Also, up hearing to every guideline and regulation of every market, I've operated in.

I look forward to creating relationships with business owners in OH and providing them solutions to their energy concerns.

Sincerely,

Matthew Brackin



PUCO USE ONLY		
Date Received	Case Number	Version
	- -EL-AGG	May 2016

INITIAL CERTIFICATION APPLICATION FOR ELECTRIC AGGREGATORS/ POWER BROKERS

Please print or type all required information. Identify all attachments with an exhibit label and title (Example: Exhibit A-12 Company History). All attachments should bear the legal name of the Applicant. Applicants should file completed applications and all related correspondence with the Public Utilities Commission of Ohio, Docketing Division; 180 East Broad Street, Columbus, Ohio 43215-3793.

**This PDF form is designed so that you may input information directly onto the form.
You may also download the form, by saving it to your local disk, for later use.**

A. APPLICANT INFORMATION

A-1 Applicant intends to be certified as: (check all that apply)

☒ Power Broker ☐ Aggregator

A-2 Applicant's legal name, address, telephone number and web site address

Legal Name Selected Power Inc.
Address 51 Pleasant St. #222 Malden, Massachusetts 02148
Telephone # (617) 221-9187 Web site address (if any) _____

A-3 List name, address, telephone number and web site address under which Applicant will do business in Ohio

Legal Name Selected Power Inc.
Address 51 Pleasant St. #222 Malden, Massachusetts 02148
Telephone # (617) 221-9187 Web site address (if any) _____

A-4 List all names under which the applicant does business in North America

Selected Power Inc. _____

A-5 Contact person for regulatory or emergency matters

Name Matthew Brackin
Title President

Business address 51 Pleasant St. #222 Malden, Massachusetts 02148
Telephone # (617) 221-9187 Fax # (617) 221-9399
E-mail address mbrackin@selectedpower.com

A-6 Contact person for Commission Staff use in investigating customer complaints

Name Matthew Brackin
Title President
Business address 51 Pleasant St. #222 Malden, Massachusetts 02148
Telephone # (617) 221-9187 Fax # (617) 221-9399
E-mail address mbrackin@selectedpower.com

A-7 Applicant's address and toll-free number for customer service and complaints

Customer Service address 51 Pleasant St. #222 Malden, Massachusetts 02148
Toll-free Telephone # (855) 879-4100 Fax # (617) 221-9399
E-mail address mbrackin@selectedpower.com

A-8 Applicant's federal employer identification number # 850563147

A-9 Applicant's form of ownership (check one)

- ☐ Sole Proprietorship ☐ Partnership
☐ Limited Liability Partnership (LLP) ☐ Limited Liability Company (LLC)
☒ Corporation ☐ Other _____

A-10 (Check all that apply) Identify each electric distribution utility certified territory in which the applicant intends to provide service, including identification of each customer class that the applicant intends to serve, for example, residential, small commercial, mercantile commercial, and industrial. (A mercantile customer, as defined in (A) (19) of Section 4928.01 of the Revised Code, is a commercial customer who consumes more than 700,000 kWh/year or is part of a national account in one or more states).

- | | | | | |
|--|--------------------------------------|--|--|--|
| <input checked="" type="checkbox"/> First Energy | | | | |
| <input checked="" type="checkbox"/> Ohio Edison | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Toledo Edison | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Cleveland Electric Illuminating | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Duke Energy | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Monongahela Power | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> American Electric Power | | | | |
| <input checked="" type="checkbox"/> Ohio Power | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Columbus Southern Power | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |
| <input checked="" type="checkbox"/> Dayton Power and Light | <input type="checkbox"/> Residential | <input checked="" type="checkbox"/> Commercial | <input checked="" type="checkbox"/> Mercantile | <input checked="" type="checkbox"/> Industrial |

- A-11 Provide the approximate start date that the applicant proposes to begin delivering services
June 1, 2020

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- A-12 **Exhibit A-12 "Principal Officers, Directors & Partners"** provide the names, titles, addresses and telephone numbers of the applicant's principal officers, directors, partners, or other similar officials.
- A-13 **Exhibit A-13 "Company History,"** provide a concise description of the applicant's company history and principal business interests.
- A-14 **Exhibit A-14 "Articles of Incorporation and Bylaws,"** if applicable, provide the articles of incorporation filed with the state or jurisdiction in which the Applicant is incorporated and any amendments thereto.
- A-15 **Exhibit A-15 "Secretary of State,"** provide evidence that the applicant has registered with the Ohio Secretary of the State.

B. APPLICANT MANAGERIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

- B-1 **Exhibit B-1 "Jurisdictions of Operation,"** provide a list of all jurisdictions in which the applicant or any affiliated interest of the applicant is, at the date of filing the application, certified, licensed, registered, or otherwise authorized to provide retail or wholesale electric services including aggregation services.
- B-2 **Exhibit B-2 "Experience & Plans,"** provide a description of the applicant's experience and plan for contracting with customers, providing contracted services, providing billing statements, and responding to customer inquiries and complaints in accordance with Commission rules adopted pursuant to Section 4928.10 of the Revised Code.

B-3 **Exhibit B-3 "Summary of Experience,"** provide a concise summary of the applicant's experience in providing aggregation service(s) including contracting with customers to combine electric load and representing customers in the purchase of retail electric services. (e.g. number and types of customers served, utility service areas, amount of load, etc.).

B-4 **Exhibit B-4 "Disclosure of Liabilities and Investigations,"** provide a description of all existing, pending or past rulings, judgments, contingent liabilities, revocation of authority, regulatory investigations, or any other matter that could adversely impact the applicant's financial or operational status or ability to provide the services it is seeking to be certified to provide.

B-5 Disclose whether the applicant, a predecessor of the applicant, or any principal officer of the applicant have ever been convicted or held liable for fraud or for violation of any consumer protection or antitrust laws within the past five years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-5 "Disclosure of Consumer Protection Violations"** detailing such violation(s) and providing all relevant documents.

B-6 Disclose whether the applicant or a predecessor of the applicant has had any certification, license, or application to provide retail or wholesale electric service including aggregation service denied, curtailed, suspended, revoked, or cancelled within the past two years.

☒ No ☐ Yes

If yes, provide a separate attachment labeled as **Exhibit B-6 "Disclosure of Certification Denial, Curtailment, Suspension, or Revocation"** detailing such action(s) and providing all relevant documents.

C. APPLICANT FINANCIAL CAPABILITY AND EXPERIENCE

PROVIDE THE FOLLOWING AS SEPARATE ATTACHMENTS AND LABEL AS INDICATED:

C-1 **Exhibit C-1 "Annual Reports,"** provide the two most recent Annual Reports to Shareholders. If applicant does not have annual reports, the applicant should provide similar information in Exhibit C-1 or indicate that Exhibit C-1 is not applicable and why. (This is generally only applicable to publicly traded companies who publish annual reports)

C-2 **Exhibit C-2 "SEC Filings,"** provide the most recent 10-K/8-K Filings with the SEC. If the applicant does not have such filings, it may submit those of its parent company. An applicant may submit a current link to the filings or provide them in paper form. If the applicant does not have such filings, then the applicant may indicate in Exhibit C-2 that the applicant is not required to file with the SEC and why.

C-3 Exhibit C-3 “Financial Statements,” provide copies of the applicant’s two most recent years of audited financial statements (balance sheet, income statement, and cash flow statement). If audited financial statements are not available, provide officer certified financial statements. If the applicant has not been in business long enough to satisfy this requirement, it shall file audited or officer certified financial statements covering the life of the business. If the applicant does not have a balance sheet, income statement, and cash flow statement, the applicant may provide a copy of its two most recent years of tax returns (with social security numbers and account numbers redacted).

C-4 Exhibit C-4 “Financial Arrangements,” provide copies of the applicant's financial to satisfy collateral requirements to conduct retail electric/gas business activity (e.g., parental or third party guarantees, contractual arrangements, credit agreements, etc.).

Renewal applicants can fulfill the requirements of Exhibit C-4 by providing a current statement from an Ohio local distribution utility (LDU) that shows that the applicant meets the LDU’s collateral requirements.

First time applicants or applicants whose certificate has expired as well as renewal applicants can meet the requirement by one of the following methods:

1. The applicant itself stating that it is investment grade rated by Moody’s, Standard & Poor’s or Fitch and provide evidence of rating from the rating agencies.
2. Have a parent company or third party that is investment grade rated by Moody’s, Standard & Poor’s or Fitch guarantee the financial obligations of the applicant to the LDU(s).
3. Have a parent company or third party that is not investment grade rated by Moody’s, Standard & Poor’s or Fitch but has substantial financial wherewithal in the opinion of the Staff reviewer to guarantee the financial obligations of the applicant to the LDU(s). The guarantor company’s financials must be included in the application if the applicant is relying on this option.
4. Posting a Letter of Credit with the LDU(s) as the beneficiary.

If the applicant is not taking title to the electricity or natural gas, enter “N/A” in Exhibit C-4. An N/A response is only applicable for applicants seeking to be certified as an aggregator or broker.

C-5 Exhibit C-5 “Forecasted Financial Statements,” provide two years of forecasted income statements for the applicant’s **ELECTRIC related business activities in the state of Ohio Only**, along with a list of assumptions, and the name, address, email address, and telephone number of the preparer. The forecasts should be in an annualized format for the two years succeeding the Application year.

- C-6 Exhibit C-6 “Credit Rating,”** provide a statement disclosing the applicant’s credit rating as reported by two of the following organizations: Duff & Phelps, Dun and Bradstreet Information Services, Fitch IBCA, Moody’s Investors Service, Standard & Poors, or a similar organization. In instances where an applicant does not have its own credit ratings, it may substitute the credit ratings of a parent or affiliate organization, provided the applicant submits a statement signed by a principal officer of the applicant’s parent or affiliate organization that guarantees the obligations of the applicant. If an applicant or its parent does not have such a credit rating, enter “N/A” in Exhibit C-6.
- C-7 Exhibit C-7 “Credit Report,”** provide a copy of the applicant’s credit report from Experian, Dun and Bradstreet or a similar organization. An applicant that provides an investment grade credit rating for Exhibit C-6 may enter “N/A” for Exhibit C-7.
- C-8 Exhibit C-8 “Bankruptcy Information,”** provide a list and description of any reorganizations, protection from creditors or any other form of bankruptcy filings made by the applicant, a parent or affiliate organization that guarantees the obligations of the applicant or any officer of the applicant in the current year or within the two most recent years preceding the application.
- C-9 Exhibit C-9 “Merger Information,”** provide a statement describing any dissolution or merger or acquisition of the applicant within the two most recent years preceding the application.
- C-10 Exhibit C-10 “Corporate Structure,”** provide a description of the applicant’s corporate structure, not an internal organizational chart, including a graphical depiction of such structure, and a list of all affiliate and subsidiary companies that supply retail or wholesale electricity or natural gas to customers in North America. If the applicant is a stand-alone entity, then no graphical depiction is required and applicant may respond by stating that they are a stand-alone entity with no affiliate or subsidiary companies.

Matthew Brackin President
Signature of Applicant & Title

State of Virginia; County of Fairfax;

Sworn and subscribed before me this 22nd day of April, 2020, by Matthew Brackin.

Jennifer L Facen-Vaughn 7754432
Signature of official administering oath

Month Year
Jennifer L Facen-Vaughn
Electronic Notary Public
Print Name and Title

My commission expires on 11/30/2021

Notarized online using audio-video communication

AFFIDAVIT

State of Massachusetts .

Malden ss.
(Town)

County of Middlesex :

Matthew Brackin, Affiant, being duly sworn/affirmed according to law, deposes and says that:

He/She is the President (Office of Affiant) of Selected Power Inc. (Name of Applicant);

That he/she is authorized to and does make this affidavit for said Applicant,

1. The Applicant herein, attests under penalty of false statement that all statements made in the application for certification are true and complete and that it will amend its application while the application is pending if any substantial changes occur regarding the information provided in the application.
2. The Applicant herein, attests it will timely file an annual report with the Public Utilities Commission of Ohio of its intrastate gross receipts, gross earnings, and sales of kilowatt-hours of electricity pursuant to Division (A) of Section 4905.10, Division (A) of Section 4911.18, and Division (F) of Section 4928.06 of the Revised Code.
3. The Applicant herein, attests that it will timely pay any assessments made pursuant to Sections 4905.10, 4911.18, or Division F of Section 4928.06 of the Revised Code.
4. The Applicant herein, attests that it will comply with all Public Utilities Commission of Ohio rules or orders as adopted pursuant to Chapter 4928 of the Revised Code.
5. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, and its Staff on any utility matter including the investigation of any consumer complaint regarding any service offered or provided by the Applicant.
6. The Applicant herein, attests that it will fully comply with Section 4928.09 of the Revised Code regarding consent to the jurisdiction of Ohio Courts and the service of process.
7. The Applicant herein, attests that it will comply with all state and/or federal rules and regulations concerning consumer protection, the environment, and advertising/promotions.
8. The Applicant herein, attests that it will use its best efforts to verify that any entity with whom it has a contractual relationship to purchase power is in compliance with all applicable licensing requirements of the Federal Energy Regulatory Commission and the Public Utilities Commission of Ohio.
9. The Applicant herein, attests that it will cooperate fully with the Public Utilities Commission of Ohio, the electric distribution companies, the regional transmission entities, and other electric suppliers in the event of an emergency condition that may jeopardize the safety and reliability of the electric service in accordance with the emergency plans and other procedures as may be determined appropriate by the Commission.
10. If applicable to the service(s) the Applicant will provide, the Applicant herein, attests that it will adhere to the reliability standards of (1) the North American Electric Reliability Council (NERC), (2) the appropriate regional reliability council(s), and (3) the Public Utilities Commission of Ohio. (Only applicable if pertains to the services the Applicant is offering)

11. The Applicant herein, attests that it will inform the Commission of any material change to the information supplied in the application within 30 days of such material change, including any change in contact person for regulatory purposes or contact person for Staff use in investigating customer complaints.

That the facts above set forth are true and correct to the best of his/her knowledge, information, and belief and that he/she expects said Applicant to be able to prove the same at any hearing hereof.

Matthew Brackin President
Signature of Affiant & Title

State of Virginia; County of Fairfax;
Sworn and subscribed before me this 22nd day of April, 2020 by Matthew Brackin.
Month Year

Jennifer L Facen-Vaughn
Signature of official administering oath

Jennifer L Facen-Vaughn
Print Name and Title
Electronic Notary Public

My commission expires on 11/30/2021

Notarized online using audio-video communication



Selected Power Inc.
Exhibit A-12 “Principal Officers, Directors & Partners”

Matthew Brackin – President

Address: 51 Pleasant St. #222 Malden, Massachusetts 02148

Direct Telephone Number: 617-221-9187

Selected Power Inc.

Exhibit A-13 “Company History”

Selected Power Inc. was formed on 3/30/2020 in the State of Massachusetts. The company’s primary business interest is to act as an electric and/or natural gas broker assisting clients in procuring electricity and/or natural gas from wholesale energy suppliers.

Selected Power Inc.
Exhibit A-14 “Articles of Incorporation and Bylaws”



The Commonwealth of Massachusetts
William Francis Galvin

Minimum Fee: \$250.00

Secretary of the Commonwealth, Corporations Division
 One Ashburton Place, 17th floor
 Boston, MA 02108-1512
 Telephone: (617) 727-9640

Articles of Organization

(General Laws, Chapter 156D, Section 2.02; 950 CMR 113.16)

Identification Number: 001432693

ARTICLE I

The exact name of the corporation is:

SELECTED POWER INC

ARTICLE II

Unless the articles of organization otherwise provide, all corporations formed pursuant to G.L. C156D have the purpose of engaging in any lawful business. Please specify if you want a more limited purpose:

ARTICLE III

State the total number of shares and par value, if any, of each class of stock that the corporation is authorized to issue. All corporations must authorize stock. If only one class or series is authorized, it is not necessary to specify any particular designation.

Class of Stock	Par Value Per Share Enter 0 if no Par	Total Authorized by Articles of Organization or Amendments		Total Issued and Outstanding
		<i>Num of Shares</i>	<i>Total Par Value</i>	
CNP	\$0.00000	100	\$0.00	100

G.L. C156D eliminates the concept of par value, however a corporation may specify par value in Article III. See G.L. C156D Section 6.21 and the comments thereto.

ARTICLE IV

If more than one class of stock is authorized, state a distinguishing designation for each class. Prior to the issuance of any shares of a class, if shares of another class are outstanding, the Business Entity must provide a description of the preferences, voting powers, qualifications, and special or relative rights or privileges of that class and of each other class of which shares are outstanding and of each series then established within any class.

ARTICLE V

The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are:

Note: The preceding six (6) articles are considered to be permanent and may be changed only by filing appropriate articles of amendment.

ARTICLE VII

The effective date of organization and time the articles were received for filing if the articles are not rejected within the time prescribed by law. If a *later* effective date is desired, specify such date, which may not be later than the *90th day* after the articles are received for filing.

Later Effective Date: Time:

ARTICLE VIII

The information contained in Article VIII is not a permanent part of the Articles of Organization.

a,b. The street address of the initial registered office of the corporation in the commonwealth and the name of the initial registered agent at the registered office:

Name: MATTHEW BRACKIN
No. and Street: 12 MANDALAY DR
City or Town: PEABODY State: MA Zip: 01960 Country: USA

c. The names and street addresses of the individuals who will serve as the initial directors, president, treasurer and secretary of the corporation (an address need not be specified if the business address of the officer or director is the same as the principal office location):

Title	Individual Name First, Middle, Last, Suffix	Address (no PO Box) Address, City or Town, State, Zip Code
PRESIDENT	MATTHEW BRACKIN	12 MANDALAY DR PEABODY, MA 01960 USA
TREASURER	MATTHEW BRACKIN	12 MANDALAY DR PEABODY, MA 01960 USA
SECRETARY	MATTHEW BRACKIN	12 MANDALAY DR PEABODY, MA 01960 USA
DIRECTOR	MATTHEW BRACKIN	12 MANDALAY DR PEABODY, MA 01960 USA

d. The fiscal year end (i.e., tax year) of the corporation:
December

e. A brief description of the type of business in which the corporation intends to engage:

MARKETING

f. The street address (post office boxes are not acceptable) of the principal office of the corporation:

No. and Street: 51 PLEASANT ST
#222

No. and Street: 12 MANDALAY DR

City or Town: PEABODY

State: MA

Zip: 01960

Country: USA

which is

☐ its principal office

☐ an office of its transfer agent

☐ an office of its secretary/assistant secretary

☒ its registered office

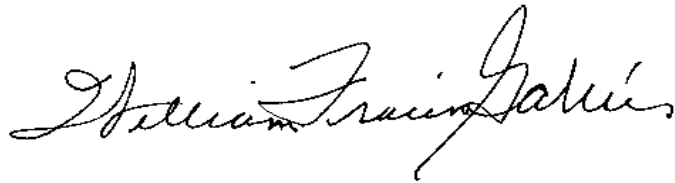
Signed this 30 Day of March, 2020 at 4:49:21 PM by the incorporator(s). *(If an existing corporation is acting as incorporator, type in the exact name of the business entity, the state or other jurisdiction where it was incorporated, the name of the person signing on behalf of said business entity and the title he/she holds or other authority by which such action is taken.)*

MATTHEW BRACKIN PRESIDENT

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

March 30, 2020 04:45 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive, flowing style with a large initial 'W' and 'G'.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth

BYLAWS OF SELECTED POWER INC

ARTICLE I - BUSINESS AND PURPOSE

The Corporation is established to engage in any lawful business or enterprise. By way of example and without limitation the Corporation may engage in any lawful business.

In the performance of its business, the Corporation shall have all powers granted by the general Corporation laws of the state of Massachusetts. Specifically, and without limitation, the Corporation shall have the power to engage generally in any and all phases of the business of owning, holding, managing, controlling, acquiring, purchasing, disposing of, or otherwise dealing in or with any interest or rights in any real or personal property. The foregoing shall include but is not limited to the power to invest and trade in the securities markets including without limitation the right to buy, sell, trade, barter, or otherwise exchange, acquire, and dispose of stocks, bonds, commodities, futures, options, puts, calls (including naked puts and calls), or other vehicles of public or private companies, mutual funds, or other entities, whether such be for the Corporation's own account or on the account of a customer or client of the Corporation; where the Corporation engages in such activities on behalf of a client or customer, said transactions may be conducted through banking or brokerage accounts in the Corporation's own name or in the name of said client or customer. The business and purpose shall include the conducting and engaging in such activities as is necessary or useful in connection with the foregoing.

ARTICLE II - OFFICES

The registered office of the Corporation shall be located in the city of Malden, in the State of Massachusetts. The Corporation may also maintain offices at such other places within or outside of the State of Massachusetts, as the Board of Directors may, from time to time, determine or deem necessary.

ARTICLE III - MEETING OF SHAREHOLDERS

ANNUAL MEETINGS:

The annual meeting of the shareholders of the Corporation shall be held in June of each year at such date, time, and location as shall be determined, from time to time, by the Directors.

SPECIAL MEETINGS:

Special meetings of the shareholders may be called by the Board of Directors or President of the Corporation and shall be held at such date, time, and location as shall be determined, from time to time, by the Board of Directors or officer calling said meeting.

PLACE OF MEETINGS:

Meetings of shareholders shall be held at the registered office of the Corporation, or at such other places, within or outside the State of Massachusetts as the Directors may from time to time fix. If no designation is made, the meeting shall be held at the Corporation's registered office in the State of Massachusetts.

NOTICE OF MEETINGS:

Written or printed notice of each meeting of shareholders, whether annual or special, signed by the President, Vice President, or Secretary, stating the time when and place where it is to be held, as well as the purpose or purposes for which the meeting is called shall be served either personally, by mail or by electronic communication including, but not limited to, electronic mail by or at the direction of the President, the Secretary, or the officer or the person calling the meeting, not less than 30 nor more than 60 days before the date of the meeting, unless the lapse of the prescribed time shall have been waived before or after the taking of such action, upon each shareholder of record entitled to vote at such meeting, and to any other shareholder to whom the giving of notice may be required by law. If mailed, such notice shall be deemed to be given when deposited in

the United States mail, addressed to the shareholder as it appears on the share transfer records of the Corporation or to the current address, which a shareholder has delivered to the Corporation in a written notice.

Further notice of an annual or special meeting to a shareholder is not required under the following circumstances

- when notice of two consecutive annual or special meetings, and all notices of meetings or of the taking of action by written consent without a meeting of the shareholder during the period between those two consecutive annual meetings; or
- all, and at least two payments sent by first-class mail of dividends or interest on securities during a 12-month period

have been mailed addressed to him or her at his or her address as shown on the records of the Corporation and have been returned undeliverable.

QUORUM:

Except as otherwise provided herein, or by law, or in the Articles of Incorporation (such Articles and any amendments thereof being hereinafter collectively referred to as the "Articles of Incorporation"), a quorum shall be present at all meetings of shareholders of the Corporation, if the holders of a majority of the shares entitled to vote on that matter are represented at the meeting in person or by proxy.

The subsequent withdrawal of any shareholder from the meeting, after the commencement of a meeting, or the refusal of any shareholder represented in person or by proxy to vote, shall have no effect on the existence of a quorum, after a quorum has been established at such meeting.

Despite the absence of a quorum at any meeting of shareholders, the shareholders present may adjourn the meeting.

VOTING AND ACTING:

Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, any corporate action, the affirmative vote of the majority of shares entitled to vote on that matter and represented either in person or by proxy at a meeting of shareholders at which a quorum is present, shall be the act of the shareholders of the Corporation.

Except as otherwise provided by statute, the Certificate of Incorporation, or these Bylaws, at each meeting of shareholders, each shareholder of the Corporation entitled to vote thereat, shall be entitled to one vote for each share registered in his/her name on the books of the Corporation.

Where appropriate communication facilities are reasonably available, any or all shareholders shall have the right to participate in any shareholders' meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

PROXIES:

Each shareholder entitled to vote or to express consent or dissent without a meeting, may do so either in person or by proxy, so long as such proxy is executed in writing by the shareholder himself, his/her authorized officer, director, employee, or agent, or by causing the signature of the stockholder to be affixed to the writing by any reasonable means, including, but not limited to, a facsimile signature, or by his/her attorney-in-fact annexed thereto and duly authorized in writing. Every proxy shall be revocable at will unless the proxy conspicuously states that it is irrevocable and the proxy is coupled with an interest. A telegram, telex, cablegram, or similar transmission by the shareholder, or a photographic, photo static, or facsimile, shall be treated as a valid proxy, and treated as a substitution of the original proxy, so long as such transmission is a complete reproduction executed by the shareholder. If it is determined that the telegram, cablegram or other electronic transmission is valid, the persons appointed by the Corporation to count the votes of shareholders and determine the validity of proxies and ballots or other persons making those determinations must specify the information upon which they relied. No proxy shall be valid after the expiration of six months from the date of its execution, unless otherwise provided in the proxy. Such instrument shall be exhibited to the Secretary at the meeting and shall be filed with the records of the Corporation. If any shareholder designates two or more persons to act as proxies, a majority of those persons present at the meeting, or, if one is present, then that one has and may exercise all of the powers conferred by the shareholder upon all of the persons so designated unless the shareholder provides otherwise.

ACTION WITHOUT A MEETING:

Unless otherwise provided for in the Articles of Incorporation, any action to be taken at any annual or special shareholders' meeting, may be taken without a meeting, without prior notice, and without a vote if written consents are signed by a majority of the shareholders of the Corporation, except, however, if a different proportion of voting power is required by law, the Articles of Incorporation, or these Bylaws, and that proportion of written consent that is required. Such written consents must be filed with the minutes of the proceedings of the shareholders of the Corporation. Any meeting required or authorized to be held by these articles may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this/her section constitutes presence in person at the meeting.

ARTICLE IV - BOARD OF DIRECTORS**NUMBER, TERM, ELECTION AND QUALIFICATIONS:**

The Board of Directors or shareholders all have the power, in the interim between annual and special meetings of the shareholders, to increase or decrease the number of Directors of the Corporation. A Director need not be a shareholder of the Corporation unless the Certificate of Incorporation of the Corporation or these Bylaws so require.

Except as may otherwise be provided herein or in the Articles of Incorporation, the members of the Board of Directors of the Corporation shall be elected at the first annual shareholders' meeting and at each annual meeting thereafter, unless their terms are staggered in the Articles of Incorporation of the Corporation or these Bylaws, by a plurality of the votes cast at a meeting of shareholders, by the holders of shares entitled to vote in the election.

The first Board of Directors shall hold office until the first annual meeting of shareholders and until their successors have been duly elected and qualified or until there is a decrease in the number of Directors. Thereafter, Directors will be elected at the annual meeting of shareholders and shall hold office until the annual meeting of the shareholders next succeeding his/her election, unless their terms are staggered in the Articles of Incorporation of the Corporation (so long as at least one-fourth (1/4) in number of the Directors of the Corporation are elected at each annual shareholders' meeting) or these Bylaws, or until his/her prior death, resignation or removal. Any Director may resign at any time upon written notice of such resignation to the Corporation.

All Directors of the Corporation shall have equal voting power unless the Articles of Incorporation of the Corporation provide that the voting power of individual Directors or classes of Directors are greater than or less than that of any other individual Directors or classes of Directors, and the different voting powers may be stated in the Articles of Incorporation or may be dependent upon any fact or event that may be ascertained outside the Articles of Incorporation if the manner in which the fact or event may operate on those voting powers is stated in the Articles of Incorporation. If the Articles of Incorporation provide that any Directors have voting power greater than or less than other Directors of the Corporation, every reference in these Bylaws to a majority or other proportion of Directors shall be deemed to refer to majority or other proportion of the voting power of all the Directors or classes of Directors, as may be required by the Articles of Incorporation.

DUTIES AND POWERS:

The Board of Directors shall be responsible for the control and management of the business and affairs, property, and interests of the Corporation, and may exercise all powers of the Corporation, except such as those stated under Massachusetts state law, in the Articles of Incorporation or by these Bylaws expressly conferred upon or reserved to the shareholders or any other person or persons named therein. The board shall be responsible for making all major and significant legal, tax, and financial decisions including, but not limited, to the following:

- Opening bank and brokerage accounts and establishing lines of credit, margin accounts, and other borrowing authority;
- Establishing written employment agreements and contractor agreements for a duration in excess of 2 year(s), or where the amount to be paid hereunder exceeds \$5,000.00 or where any portion of the compensation is based in any manner upon the Corporation's profitability or financial performance;

- Amendments to the Articles of Incorporation or Bylaws;
- Shareholder agreement, voting trusts, or proxies to which the Corporation is a party;
- Tax elections, including but not limited to the election for Internal Revenue Code (IRC) sub-chapter S §475, or otherwise;
- The purchase or sale of a business or significant interest therein;
- The purchase, sale, lease, or donation of property (real or personal, tangible or intangible) used in the operation of the business, including but not limited to office buildings/space, computer systems, vehicles, patents, trademarks, or copyrights;
- Reorganizations, mergers, and acquisitions;
- Loans, refinancing, and issuance of bonds;
- Declaration of dividends; stock splits; stock issuance; redemption or retirement of corporate shares;
- Liquidation or dissolution of the Corporation;
- The establishment, termination, increase, or decrease in employee benefit plans including but not limited to pension and profit sharing plans; life, health medical, and dental insurance plans; child care plans; educational plans; or others;
- The initiation, defense, settlement, compromise, or termination of lawsuits and claims;
- Indemnification of Directors, Officers, or others;
- Change of Registered Agent or Registered Office;
- Filling vacancies on the Board of Directors or Officers;
- Establishing and terminating committees; appointing and removing members from committees;
- Salary and compensation matters pertaining to corporate officers; Ratification of prior corporate acts by Directors and Officers.

REGULAR MEETINGS; NOTICE:

A regular meeting of the Board of Directors shall be held either within or outside the State of Massachusetts at such time and at such place as the Board shall fix.

No notice shall be required of any regular meeting of the Board of Directors and, if given, need not specify the purpose of the meeting; provided, however, that in case the Board of Directors shall fix or change the time or place of any regular meeting when such time and place was fixed before such change, notice of such action shall be given to each director who shall not have been present at the meeting at which such action was taken within the time limited, and in the manner set forth in these Bylaws with respect to special meetings, unless such notice shall be waived in the manner set forth in these Bylaws.

SPECIAL MEETINGS; NOTICE:

Special meetings of the Board of Directors shall be held at such time and place as may be specified in the respective notices or waivers of notice thereof.

Except as otherwise required by statute, written notice of special meetings shall be mailed directly to each Director, addressed to him at his/her residence or usual place of business, or delivered orally, with sufficient time for the convenient assembly of Directors thereat, or shall be sent to him at such place by telegram, facsimile or

email, or shall be delivered to him personally not later than the day before the day on which the meeting is to be held. If mailed, the notice of any special meeting shall be deemed to be delivered on the second day after it is deposited in the United States mail, so addressed, with postage prepaid. If notice is given by telegram, it shall be deemed to be delivered when the telegram is delivered to the telegraph company. A notice, or waiver of notice, except as required by these Bylaws, need not specify the business to be transacted at or the purpose or purposes of the meeting.

Notice of any special meeting shall not be required to be given to any Director who shall attend such meeting without protesting prior thereto or at its commencement, the lack of notice to him, or who submits a signed waiver of notice, whether before or after the meeting. Notice of any adjourned meeting shall not be required to be given.

CHAIRPERSON:

The Chairperson of the Board, if any and if present, shall preside at all meetings of the Board of Directors. If there shall be no Chairperson, or he or she shall be absent, then the President shall preside, and in his/her absence, any other director chosen by the Board of Directors shall preside.

QUORUM AND ADJOURNMENTS:

At all meetings of the Board of Directors, or any committee thereof, the presence of a majority of the entire Board, or such committee thereof, shall constitute a quorum for the transaction of business, except as otherwise provided by law, by the Certificate of Incorporation, or these Bylaws.

A majority of the directors present at the time and place of any regular or special meeting, although less than a quorum, may adjourn the same from time to time without notice, whether or not a quorum exists. Notice of such adjourned meeting shall be given to Directors not present at time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other Directors who were present at the adjourned meeting.

MANNER OF ACTING:

At all meetings of the Board of Directors, each director present shall have one vote, irrespective of the number of shares of stock, if any, which he or she may hold.

Except as otherwise provided by law, by the Articles of Incorporation, or these Bylaws, action approved by a majority of the votes of the Directors present at any meeting of the Board or any committee thereof, at which a quorum is present shall be the act of the Board of Directors or any committee thereof.

Any action authorized in writing made prior or subsequent to such action, by all of the Directors entitled to vote thereon and filed with the minutes of the Corporation, shall be the act of the Board of Directors, or any committee thereof, and have the same force and effect as if the same had been passed by unanimous vote at a duly called meeting of the Board or committee for all purposes.

Where appropriate communications facilities are reasonably available, any or all directors shall have the right to participate in any Board of Directors meeting, or a committee of the Board of Directors meeting, by means of conference telephone or any means of communications by which all persons participating in the meeting are able to hear each other.

VACANCIES:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, any vacancy in the Board of Directors occurring by reason of an increase in the number of directors or by reason of the death, resignation, disqualification, removal, or inability to act of any director, or other cause, shall be filled by an affirmative vote of a majority of the remaining directors, though less than a quorum of the Board or by a sole remaining Director, at any regular meeting or special meeting of the Board of Directors called for that purpose, except whenever the shareholders of any class or classes or series thereof are entitled to elect one or more Directors by the Certificate of Incorporation of the Corporation, vacancies and newly created directorships of such class or classes or series may be filled by a majority of the Directors elected by such class or classes or series thereof then in office, or by a sole remaining Director so elected.

Unless otherwise provided for by law, the Articles of Incorporation or these Bylaws, when one or more Directors shall resign from the board and such resignation is effective at a future date, a majority of the directors then in office, including those who have so resigned, shall have the power to fill such vacancy or vacancies, the vote otherwise to take effect when such resignation or resignations shall become effective.

RESIGNATION:

A Director may resign at any time by giving written notice of such resignation to the Corporation.

REMOVAL:

Unless otherwise provided for by the Articles of Incorporation, one or more or all the Directors of the Corporation may be removed with or without cause at any time by a vote of two-thirds of the shareholders entitled to vote thereon, at a special meeting of the shareholders called for that purpose, unless the Articles of Incorporation provide that Directors may only be removed for cause, provided however, such Director shall not be removed if the Corporation states in its Articles of Incorporation that its Directors shall be elected by cumulative voting and there are a sufficient number of shares cast against his/her or her removal, which if cumulatively voted at an election of Directors would be sufficient to elect him or her. If a Director was elected by a voting group of shareholders, only the shareholders of that voting group may participate in the vote to remove that Director.

COMPENSATION:

The Board of Directors may authorize and establish reasonable compensation of the Directors for services to the Corporation as Directors, including, but not limited to, attendance at any annual or special meeting of the Board.

COMMITTEES:

Unless otherwise provided for by the Articles of Incorporation of the Corporation, the Board of Directors may from time to time designate from among its members one or more committees, and alternate members thereof, as they deem desirable, each consisting of one or more members, with such powers and authority (to the extent permitted by law and these Bylaws) as may be provided in such resolution. Unless the Articles of Incorporation or Bylaws state otherwise, the Board of Directors may appoint natural persons who are not Directors to serve on such committees authorized herein. Each such committee shall serve at the pleasure of the Board and, unless otherwise stated by law, the Certificate of Incorporation of the Corporation or these Bylaws, shall be governed by the rules and regulations stated herein regarding the Board of Directors. Any meeting required or authorized to be held by this/her article may be conducted by means of a telephone conference, or similar method of communication by which all persons participating in this/her meeting can hear each other. Participation in a meeting pursuant to this/her section constitutes presence in person at the meeting.

ARTICLE V - OFFICERS

NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE:

The Corporation's officers shall have such titles and duties as shall be stated in these Bylaws or in a resolution of the Board of Directors which is not inconsistent with these Bylaws. The officers of the Corporation shall consist of a president, secretary, and treasurer, and also may have one or more vice presidents, assistant secretaries, and assistant treasurers, and such other officers as the Board of Directors may from time to time deem advisable. Any officer may hold two or more offices in the Corporation.

The officers of the Corporation shall be elected by the Board of Directors at the regular annual meeting of the Board following the annual meeting of shareholders.

Each officer shall hold office until the annual meeting of the Board of Directors next succeeding his/her election, and until his/her successor shall have been duly elected and qualified, subject to earlier termination by his/her or her death, resignation or removal.

DESIGNATION OF OFFICERS:

Chairman of the Board – The Chairman of the Board shall preside at the meetings of the stockholders and the Board of Directors, and shall see that all orders and resolutions of the Board of Directors are carried into effect.

President – The President shall be the chief executive officer of the Corporation and shall have active management of the business of the Corporation. He or she shall execute on behalf of the Corporation all instruments requiring such execution except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Corporation.

Secretary – The Secretary shall act under the direction of the President and shall have custody of and maintain all corporate records except the financial records. He or she shall authenticate all non-financial records and documents of the Corporation. Subject to the direction of the President he or she shall attend all meetings of the Board of Directors and all meetings of the stockholders and record the proceedings. He or she shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all annual and special meetings of the stockholders and Board of Directors, and shall perform such other duties as may be prescribed by the President or the Board of Directors.

Treasurer – The Treasurer shall act under the direction of the President. Subject to the direction of the President, he or she shall have custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation. He or she shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. He or she shall disburse the funds of the Corporation as may be ordered by the President of the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his/her transactions as the Treasurer and of the financial condition of the Corporation

RESIGNATION:

Any officer may resign at any time by giving written notice of such resignation to the Corporation.

REMOVAL:

Any officer elected by the Board of Directors may be removed, either with or without cause, and a successor elected by the Board at any time, and any officer or assistant officer, if appointed by another officer, may likewise be removed by such officer.

VACANCIES:

A vacancy, however caused, occurring in the Board and any newly created Directorships resulting from an increase in the authorized number of Directors may be filled by the Board of Directors.

BONDS:

The Corporation may require any or all of its officers or Agents to post a bond, or otherwise, to the Corporation for the faithful performance of their positions or duties.

COMPENSATION:

The compensation of the officers of the Corporation shall be fixed from time to time by the Board of Directors. Any meeting required or authorized to be held by this article may be conducted by means of a telephone conference or similar method of communication by which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

ARTICLES VI - BOOKS AND RECORDS

BOOKS AND RECORDS:

The Corporation shall keep as permanent records the minutes of all meetings of its shareholders and Board of Directors; a record of all actions taken by the shareholders or Board of Directors without a meeting; and, a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the above named Corporation. The Corporation shall also continuously maintain accurate accounting records. Furthermore, the Corporation shall maintain the following:

- A record of its shareholders in a form that permits preparation of a list of the names and addresses of all shareholders in alphabetical order by class of shares showing the number and series of shares held by each;

- The Corporation's Articles or Restated Articles of Incorporation and all amendments thereto currently in effect;
- The Corporation's Bylaws or Restated Bylaws and all amendments thereto currently in effect;
- Resolutions adopted by the Board of Directors creating one or more classes or series of shares and fixing their relative rights, preferences, and limitations if shares issued pursuant to those resolutions are outstanding;
- The minutes of all shareholders' meetings and records of all actions taken by shareholders without a meeting, including the financial statements furnished to shareholders as may be required under Massachusetts law;
- A list of the names and business street addresses of the Corporation's current directors and officers; and
- A copy of the above named Corporation's most recent annual report delivered to the Department of State for the Corporation's State of Incorporation.

Any books, records and minutes may be in written form or in any other form capable of being converted into written form.

SHAREHOLDER'S INSPECTION RIGHTS:

A shareholder of the Corporation (including a beneficial owner whose shares are held in a voting trust or a nominee on behalf of a beneficial owner) may inspect and copy, during regular business hours at the Corporation's principal office, any of the corporate records required to be kept pursuant to these Bylaws, or the Articles of Incorporation, or as may be required by law, if said shareholder gives the above named Corporation written notice of such demand at least 60 business days before the date on which the shareholder wishes to inspect and copy. The foregoing right of inspection is subject, however, to such other restrictions as are applicable under Massachusetts Law, including, but not limited to, the inspection of certain records being permitted only if the demand for inspection is made in good faith and for a proper purpose (as well as the shareholder describing with reasonable particularity the purpose and records desired to be inspected and such records are directly connected with the purpose). Notice as required herein shall be directed to the Secretary of the Corporation.

FINANCIAL INFORMATION:

Unless modified by resolution of the shareholders within 90 days of the close of each fiscal year, the Corporation shall furnish the shareholders annual financial statements required by state and federal law which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries as appropriate. This includes a balance sheet as of the end of the fiscal year, an income statement for that year, and a statement of cash flows for that year. If financial statements are prepared on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis. If the annual financial statements are reported on by a public accountant, said accountant's report shall accompany said statements. If said annual financial statements are not reported on by a public accountant, then the statements shall be accompanied by a statement of the president or other person responsible for the above named Corporation's accounting records (i) stating his/her reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation; and (ii) describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year. The annual financial statements shall be mailed to each shareholder of the above named Corporation within 30 days after the close of each fiscal year or within such additional time as is reasonably necessary to enable the above named Corporation to prepare same.

OTHER REPORTS TO SHAREHOLDERS:

The Corporation shall report any indemnification or advanced expenses to any director, officer, employee, or agent (for indemnification relating to litigation or threatened litigation) in writing to the shareholders with or before the notice of the next shareholders' meeting, or prior to such meeting if the indemnification or advance occurs after the giving of such notice but prior to the time such meeting is held. Said report shall include a statement specifying the persons paid, the amounts paid, and the nature and status (at the time of such payment) of the litigation or threatened litigation.

Additionally, if the Corporation issues or authorizes the issuance of shares for promises to render services in the future, the above named Corporation shall report in writing to the shareholders the number of shares authorized or issued and the consideration received by the Corporation, with or before the notice of the next shareholders' meeting.

ARTICLE VII - SHARES OF STOCK

CERTIFICATE OF STOCK:

The shares of the Corporation shall be represented by certificates or shall be uncertificated shares.

Certificated shares of the Corporation shall be signed, (either manually or by facsimile), by officers or agents designated by the Corporation for such purposes, and shall certify the number of shares owned by him in the Corporation. Whenever any certificate is countersigned or otherwise authenticated by a transfer agent or transfer clerk, and by a registrar, then a facsimile of the signatures of the officers or agents, the transfer agent or transfer clerk or the registrar of the Corporation may be printed or lithographed upon the certificate in lieu of the actual signatures. If the Corporation uses facsimile signatures of its officers and agents on its stock certificates, it cannot act as registrar of its own stock, but its transfer agent and registrar may be identical if the institution acting in those dual capacities countersigns or otherwise authenticates any stock certificates in both capacities. If any officer who has signed or whose facsimile signature has been placed upon such certificate, shall have ceased to be such officer before such certificate is issued, it may be issued by the Corporation with the same effect as if he were such officer at the date of its issue.

If the Corporation issues uncertificated shares as provided for in these Bylaws, within a reasonable time after the issuance or transfer of such uncertificated shares, and at least annually thereafter, the Corporation shall send the shareholder a written statement certifying the number of shares owned by such shareholder in the Corporation.

Except as otherwise provided by law, the rights and obligations of the holders of uncertificated shares and the rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

LOST OR DESTROYED CERTIFICATES:

The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen, or destroyed if the owner:

- so requests before the Corporation has notice that the shares have been acquired by a bona fide purchaser,
- files with the Corporation a sufficient indemnity bond; and
- satisfies such other requirements, including evidence of such loss, theft, or destruction, as may be imposed by the Corporation.

TRANSFERS OF SHARES:

Transfers or registration of transfers of shares of the Corporation shall be made on the stock transfer books of the Corporation by the registered holder thereof, or by his/her attorney duly authorized by a written power of attorney; and in the case of shares represented by certificates, only after the surrender to the Corporation of the certificates representing such shares with such shares properly endorsed, with such evidence of the authenticity of such endorsement, transfer, authorization and other matters as the Corporation may reasonably require, and the payment of all stock transfer taxes due thereon.

The Corporation shall be entitled to treat the holder of record of any share or shares as the absolute owner thereof for all purposes and, accordingly, shall not be bound to recognize any legal, equitable, or other claim to, or interest in, such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise expressly provided by law.

RECORD DATE:

The Board of Directors may fix, in advance, which shall not be more than sixty days before the meeting or action requiring a determination of shareholders, as the record date for the determination of shareholders entitled

to receive notice of, or to vote at, any meeting of shareholders, or to consent to any proposal without a meeting, or for the purpose of determining shareholders entitled to receive payment of any dividends, or allotment of any rights, or for the purpose of any other action. If no record date is fixed, the record date for shareholders entitled to notice of meeting shall be at the close of business on the day preceding the day on which notice is given, or, if no notice is given, the day on which the meeting is held, or if notice is waived, at the close of business on the day before the day on which the meeting is held.

The Board of Directors may fix a record date, which shall not precede the date upon which the resolution fixing the record date is adopted for shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights of shareholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action.

A determination of shareholders entitled to notice of or to vote at a shareholders' meeting is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date for the adjourned meeting.

FRACTIONS OF SHARES/SCRIP:

The Board of Directors may authorize the issuance of certificates or payment of money for fractions of a share, either represented by a certificate or uncertificated, which shall entitle the holder to exercise voting rights, receive dividends and participate in any assets of the Corporation in the event of liquidation, in proportion to the fractional holdings; or it may authorize the payment in case of the fair value of fractions of a share as of the time when those entitled to receive such fractions are determined; or it may authorize the issuance, subject to such conditions as may be permitted by law, of scrip in registered or bearer form over the manual or facsimile signature of an officer or agent of the Corporation, or its agent for that purpose, exchangeable as therein provided for full shares, but such scrip shall not entitle the holder to any rights of shareholder, except as therein provided. The scrip may contain any provisions or conditions that the Corporation deems advisable. If a scrip ceases to be exchangeable for full share certificates, the shares that would otherwise have been issue-able as provided on the scrip are deemed to be treasury shares unless the scrip contains other provisions for their disposition.

ARTICLE VIII - DIVIDENDS

Dividends may be declared and paid out of any funds available therefore, as often, in such amounts, and at such time or times as the Board of Directors may determine, and shares may be issued pro rata and without consideration to the Corporation's shareholders or to the shareholders of one or more classes or series.

Shares of one class or series may not be issued as a share dividend to shareholders of another class or series unless:

- so authorized by the Articles of Incorporation;
- a majority of the shareholders of the class or series to be issued approve the issue; or
- there are no outstanding shares of the class or series of shares that are authorized to be issued.

ARTICLE IX - INDEMNIFICATION

RIGHT OF INDEMNIFICATION:

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, hearing or suit, of any kind whether civil, administrative or criminal, by reason of the fact that he/she or a person of whom he/she is the legal representative is or was a director or officer of the Corporation or is or was serving at the request of the Corporation or for its benefit as a director or officer of another Corporation, or as a representative in an enterprise of any kind, shall be indemnified and held harmless to the fullest extent legally permissible under the General Corporation Law of the State of Massachusetts. This indemnification shall include all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the Corporation. Such right of

indemnification shall be a contract right which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any Bylaw, agreement, vote of stockholders, provisions of law, or otherwise, as well as their rights under this Article.

INSURANCE FOR INDEMNIFICATION:

The Board of Directors may direct the Corporation to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation. Or on behalf of any person who is or was serving at the request of the Corporation as a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another Corporation, or as its representative in a partnership, joint venture, trust, or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person.

AMENDMENT:

The Board of Directors may from time to time adopt further Bylaws with respect to indemnification and may amend these and such Bylaws to provide at all times the fullest indemnification permitted by the General Corporation Law of the State of Massachusetts.

ARTICLE X - FISCAL YEAR

The fiscal year of the Corporation will end on December 31. Notwithstanding, the foregoing, the fiscal year shall be subject to change by the Board of Directors from time to time, subject to applicable law.

ARTICLE XI - CORPORATE SEAL

The corporate seal, if any, shall be in such form as shall be prescribed and altered, from time to time, by the Board of Directors. The use of a seal or stamp by the Corporation on corporate documents is not necessary and the lack thereof shall not in any way affect the legality of a corporate document.

ARTICLE XII - AMENDMENTS

BY SHAREHOLDERS:

All Bylaws of the Corporation shall be subject to alteration or repeal, and new Bylaws may be made, by a majority vote of the shareholders at the time entitled to vote in the election of Directors even though these Bylaws may also be altered, amended, or repealed by the Board of Directors.

BY DIRECTORS:

The Board of Directors shall have power to make, adopt, alter, amend, and repeal, from time to time, Bylaws of the Corporation.

ARTICLE XIII - WAIVER OF NOTICE

Whenever any notice is required to be given by law, the Articles of Incorporation or these Bylaws, a written waiver signed by the person or persons entitled to such notice, whether before or after the meeting by any person, shall constitute a waiver of notice of such meeting.

ARTICLE XIV - INTERESTED DIRECTORS AND OFFICERS

No contract or transaction shall be void or voidable if such contract or transaction is between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other Corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, when such Director or Officer is present at or participates in the meeting of the Board, or the committee of the shareholders which authorizes the contract or transaction, or his/her, her, or their votes are counted for such purpose, if:

- the material facts as to his/her, her, or their relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee and are noted in the minutes of such

meeting, and the Board or committee in good faith authorizes the contract or transaction by the affirmative votes of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

- the material facts as to his/her, her or their relationship or relationships or interest or interests and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the shareholders; or
- the contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified, by the Board of Directors, a committee of the shareholders; or
- the fact of the common directorship, office, or financial interest is not disclosed or known to the Director or Officer at the time the transaction is brought before the Board of Directors of the Corporation for such action.

Such interested Directors may be counted when determining the presence of a quorum at the Board of Directors' or committee meeting authorizing the contract or transaction.

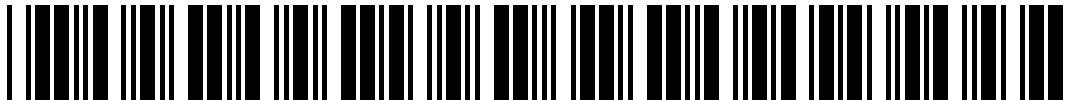
ARTICLE XV - ANNUAL LIST OF OFFICERS, DIRECTORS AND REGISTERED AGENT

The Corporation shall, within sixty days after the filing of its Articles of Incorporation with the Secretary of State, and annually thereafter on or before the last day of the month in which the anniversary date of incorporation occurs each year, file with the Secretary of State a list of its President, Secretary, and Treasurer, and all of its Directors, along with the post office box or street address, either residence or business, and a designation of its registered agent in the state of Massachusetts. Such list shall be certified by an officer of the Corporation.

APPROVED AND ADOPTED on March 30, 2020.

Matthew Brock - President
(Secretary Signature)

Selected Power Inc.
Exhibit A-15 “Secretary of State”



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
04/17/2020	202010702912	FOREIGN FOR PROFIT CORPORATION - LICENSE (FLF)	99.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

SELECTED POWER INC.
51 PLEASANT ST. #222
MALDEN, MA 01960

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Frank LaRose
4460817

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

SELECTED POWER INC.

and, that said business records show the filing and recording of:

Document(s)

FOREIGN FOR PROFIT CORPORATION - LICENSE

Effective Date: 04/16/2020

Document No(s):

202010702912

Authorization to transact business in Ohio is hereby given, until surrender, expiration or cancellation of this license.



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
17th day of April, A.D. 2020.

Ohio Secretary of State

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show SELECTED POWER INC., a Massachusetts corporation, having qualified to do business within the State of Ohio on April 16, 2020 under License No. 4460817 is currently in GOOD STANDING upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 17th day of April, A.D. 2020.*

A handwritten signature in blue ink that reads "Frank LaRose".

Ohio Secretary of State

Validation Number: 202010801366

Selected Power Inc.

Exhibit B-1 “Jurisdictions of Operation”

New Hampshire Electric License Number: DM 20-047

New Hampshire Gas License Number: DM 20-048

Massachusetts Electric License: Pending approval from DPU

Massachusetts Gas License: Pending approval from DPU

Maine Electric License: Pending approval from DPU

Illinois Electric License: Pending approval from DPU

Illinois Gas License: Pending approval from DPU

Virginia Electric License: Pending approval from DPU

Virginia Gas License: Pending approval from DPU

Selected Power Inc.

Exhibit B-2 “Experience & Plans”

Experience:

Selected Power Inc. is a newly formed company. However, as the President, I have been in the energy industry for ten years. Most of my time was spent on the residential side running sales offices for some of the largest energy retailers in North America. I have a great deal of experience in helping commercial customers of all sizes with their energy needs. I've helped clients in MA, NY, DE, PA, NJ, RI, MD. I've taken pride in always doing what's been best for the customer. Also, up hearing to every guideline and regulation of every market, I've operated in.

Plan for contracting with customers, providing contracted services:

Selected Power Inc. already has clients that do business in Ohio. Contingent upon license approval I will be able to assist those clients at their Ohio locations.

Providing billing statements:

All billing will be handled by the local distribution company.

Responding to customer inquiries and complaints:

Customers are welcome to call Selected Power Inc.'s Toll-Free number of 855-879-4100. Or they can email myself directly at mbrackin@selectedpower.com

Selected Power Inc.

Exhibit B-3 “Summary of Experience”

Summary of Experience:

Selected Power Inc. President Matthew Brackin has assisted all rate classes of customers (residential, small & medium commercial, large commercial) in the following markets over the past 10 years: New York, Massachusetts, New Hampshire, Delaware, Pennsylvania, and Maryland. The customers that I helped contract in 2018 had a combined annual usage of 10,000 MWh.

Selected Power Inc.

Exhibit B-4 “Disclosure of Liabilities and Investigations”

Selected Power Inc. does not have any existing, pending or past rulings, judgements, contingent liabilities, revocation or authority, regulatory investigations, or any other matter that could adversely impact financial or operational status or ability to provide the services it is seeking to be certified to provide.

Selected Power Inc.

Exhibit C-1 “Annual Reports”

Since Selected Power Inc. was recently formed on 3/30/2020 there are no financial documents to show yet. However, I do have my Certificate of Good Standing from the Department of Revenue from Massachusetts which is attached. Also, I can provide any other information requested of me from the Commission.



Commonwealth of Massachusetts
Department of Revenue
Geoffrey E. Snyder, Commissioner

mass.gov/dor

Letter ID: L1554358848
Notice Date: April 6, 2020
Case ID: 0-000-530-690



CERTIFICATE OF GOOD STANDING AND/OR TAX COMPLIANCE



MATTHEW BRACKIN
SELECTED POWER INC.
51 PLEASANT ST # 222
MALDEN MA 02148-4904

Why did I receive this notice?

The Commissioner of Revenue certifies that, as of the date of this certificate, SELECTED POWER INC. is in compliance with its tax obligations under Chapter 62C of the Massachusetts General Laws.

This certificate doesn't certify that the taxpayer is compliant in taxes such as unemployment insurance administered by agencies other than the Department of Revenue, or taxes under any other provisions of law.

This is not a waiver of lien issued under Chapter 62C, section 52 of the Massachusetts General Laws.

What if I have questions?

If you have questions, call us at (617) 887-6400 or toll-free in Massachusetts at (800) 392-6089, Monday through Friday, 8:30 a.m. to 4:30 p.m..

Visit us online!

Visit mass.gov/dor to learn more about Massachusetts tax laws and DOR policies and procedures, including your Taxpayer Bill of Rights, and MassTaxConnect for easy access to your account:

- Review or update your account
- Contact us using e-message
- Sign up for e-billing to save paper
- Make payments or set up autopay

Edward W. Coyle, Jr., Chief
Collections Bureau

Selected Power Inc. Exhibit C-2 “SEC Filings”

Selected Power Inc. is not required to file with the SEC because it is not a public company.

Selected Power Inc. Exhibit C-3 “Financial Statements”

Since Selected Power Inc. was recently formed on 3/30/2020 there are no financial documents to show yet. Also, I can provide any other information requested of me from the Commission.

Selected Power Inc.
Exhibit C-4 “Financial Arrangements”

N/A.

Selected Power Inc.

Exhibit C-5 “Forecasted Financial Statements”

Preparer: Matthew Brackin – President

Email: mbrackin@selectedpower.com

Address: 51 Pleasant St. #222 Malden, Massachusetts 02148

Telephone Number: 617-221-9187

2021:

Forecasted Revenue: \$2500

Expenses: \$200

Net Income: \$2300

2021:

Forecasted Revenue: \$2500

Expenses: \$200

Net Income: \$2300

**Selected Power Inc.
Exhibit C-6 “Credit Rating”**


See attached.

TransUnion Credit Report

Report Date: 04/17/2020


MATTHEW BRACKIN
12 MANDALAY DR
PEABODY, MA 01960

5 Late Accounts

Account Name		Balance
 ETHIC		\$0.00
Account holder	ETHIC	
Original creditor	—	
Account number	xxxxx0911	
Date opened	Sep 2011	
Balance	\$0.00	
Credit limit	\$0.00	
Account type	120+day Late Payment	
Revolving	No	
Open	No	
Authorized user	No	

Payment History



 BANK OF AMERICA		\$0.00
Account holder	BANK OF AMERICA	
		Payment History

Revolving Yes

Open	Yes
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Authorized user Yes

 SYNCB/SCOREREWARDS

\$0.00

Account holder

Original creditor

Account number xxxxxx6029

Date opened Jun 2013

Balance	\$0.00
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Credit limit	\$800.00
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Account type	Credit
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Revolving Yes

Open No

Authorized user No

 SYNCB/SLEEPYS

\$0.00

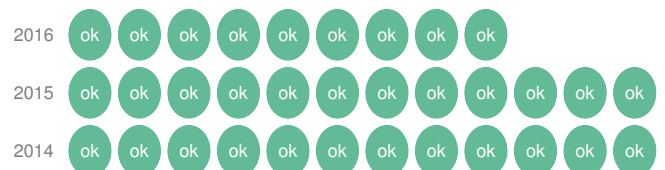
Account holder	SYNCB/SLEEPYS
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Original creditor

Payment History



Payment History



Account number	xxxxx0238
Date opened	Feb 2012
Balance	\$0.00
Credit limit	\$1,500.00
Account type	Credit
Revolving	Yes
Open	No

Authorized user No

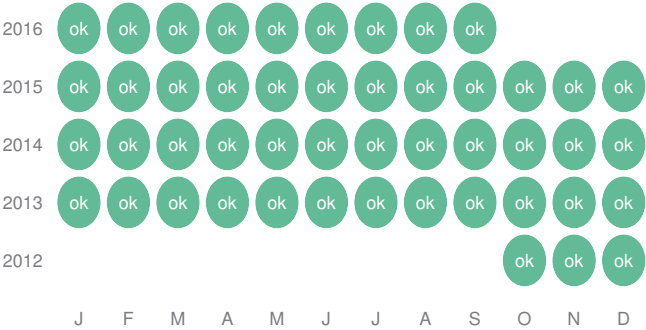


SYNCB/ASHLEY HOMESTORES

\$0.00

Account holder	SYNCB/ASHLEY HOMESTORES
Original creditor	—
Account number	xxxxx2546
Date opened	Oct 2011
Balance	\$0.00
Credit limit	\$2,000.00
Account type	Credit
Revolving	Yes
Open	No

Payment History



Authorized user No

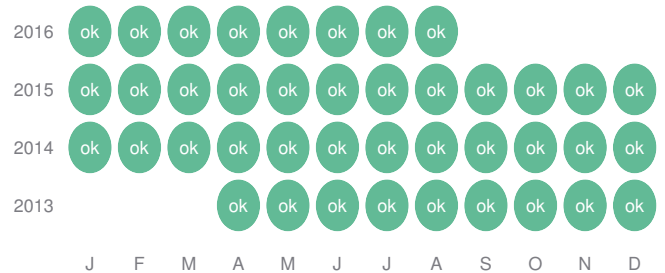
 KAY JEWELERS

\$0.00

Account holder	KAY JEWELERS
Original creditor	—
Account number	xxxxxx3555
Date opened	Apr 2013
Balance	\$0.00
Credit limit	\$2,842.00
Account type	Credit
Revolving	Yes
Open	No

Authorized user No

Payment History



 CAPITAL ONE / BEST BUY

\$0.00

Account holder	CAPITAL ONE / BEST BUY
Original creditor	—
Account number	xxxxxx7382
Date opened	Jan 2012

Payment History



Balance	\$0.00
Credit limit	\$500.00
Account type	Credit
Revolving	Yes
Open	No

Authorized user No



BROOKLINE BANK

\$0.00

Account holder	BROOKLINE BANK
Original creditor	—
Account number	xxxxx9797
Date opened	May 2006
Balance	\$0.00
Credit limit	\$0.00
Account type	Credit
Revolving	No
Open	No

Authorized user No



COMENITY BANK/AMSGNFRN

\$0.00

Account holder	COMENITY BANK /AMSGNFRN
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Original creditor	—
Account number	xxxxxx2085
Date opened	Sep 2007
Balance	\$0.00
Credit limit	\$1,000.00
Account type	Credit
Revolving	Yes
Open	No
Authorized user	No

3 Collections

Account Name	Balance
 COLLECTION	\$0.00

Original creditor	COLLECTION
Account number	xxxxxx4405
Date opened	Jun 2017
Balance	\$0.00
Credit limit	\$0.00
Account type	Collection
Revolving	No

Open	Yes
Authorized user	No



AMERICAN EXPRESS

\$12,874.00

Original creditor	—
Account number	xxxxx4513
Date opened	Nov 2018
Balance	\$12,874.00
Credit limit	\$0.00
Account type	Charge Off
Revolving	No
Open	Yes
Authorized user	No



CAPITAL ONE AUTO FINANCE

\$0.00

Original creditor	—
Account number	xxxxx1001
Date opened	Jan 2011
Balance	\$0.00
Credit limit	\$0.00
Account type	Charge Off

Revolving	No
Open	Yes
Authorized user	No

2 Public Records

Court Name	Balance
 MACYS DEPARTMENT STORES	\$0.00

Court name	MACYS DEPARTMENT STORES
Docket number	xxxxx1360
Record type	Settlement Accepted
Date filed	Apr 2013
Balance	\$0.00

 JPMCB CARD SERVICES	\$0.00
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Court name	JPMCB CARD SERVICES
Docket number	xxxxx1081
Record type	Settlement Accepted
Date filed	Oct 2005
Balance	\$0.00

0 Inquiries

Inquiries Name

Date

Selected Power Inc.
Exhibit C-7 “Credit Reports”

N/A.

Selected Power Inc.
Exhibit C-8 “Bankruptcy Information”

Selected Power Inc. has never filed for bankruptcy.

Selected Power Inc.
Exhibit C-9 “Merger Information”

Selected Power Inc. has never had any dissolutions, mergers, or acquisitions.

Selected Power Inc.

Exhibit C-10 “Corporate Structure”

Selected Power Inc. has no affiliates or subsidiary companies and acts as a stand-alone entity.

This foregoing document was electronically filed with the Public Utilities

Commission of Ohio Docketing Information System on

4/24/2020 1:52:00 PM

in

Case No(s). 20-0936-EL-AGG

Summary: Application In the matter of the application of Selected Power Inc. for a certificate as an Electric Broker. electronically filed by Mr. Matthew Brackin on behalf of Selected Power Inc.