

Articles of Organization  
BerkShares, Inc.  
Filed February 27, 2006

ARTICLE I

*The name of the corporation is:*  
BerkShares, Inc.

ARTICLE II

*The purpose of the corporation is to engage in the following business activities:*

Special instructions

The purpose of BerkShares, inc. Is to initiate, encourage and administer educational programs for the furtherance of regional economic self-reliance in the southern part of Berkshire county in the commonwealth of Massachusetts. In furtherance of such purposes but not in limitation thereof to:

- A. Research and document the natural and human resources available in the southern Berkshire region which will provide the basis for self-reliance in the area of food, shelter, energy, environmental protection, employment, transportation, healthcare, education, cultural activities, and social services.
- B. Encourage the full use of these resources and encourage the creation of new jobs through the research and development of small scale activities and enterprises.
- C. Develop educational and practical programs, workshops, public meetings, and discussions.
- D. Research and develop local means of exchange to further greater regional self-reliance.
- E. Make short or long term loans, secured and unsecured, which contribute or encourage economic regional self-reliance.
- F. Make grants or otherwise distribute funds to groups and organizations which are carrying out the purposes of BerkShares, inc.
- G. Acquire, develop and conserve natural resources.

ARTICLE III

*A corporation may have one or more classes of members. If it does, the designation of such classes, the manner of election or appointments, the duration of membership and the qualifications and*

February 27, 2006

*rights, including voting rights, of the members of each class, may be set forth in the by-laws of the corporation or may be set forth below:*

There is only one class of members.

#### ARTICLE IV

*Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or members, or of any class of members, are as follows: (If there are no provisions state "NONE")*

A. To accept gifts and money, securities and personal and real property from any firm, person, corporations, trust, association, organization or agency, of any kind and nature, public, governmental or private, to invest and reinvest the funds of the corporation, to borrow money and to issue evidences of indebtedness, therefore, and to secure the same by mortgage, pledge or otherwise.

B. In general, to perform and do, either directly or indirectly and either alone or in conjunction or cooperation with other persons and organizations of every kind and nature, all acts and things incidental to or in furtherance of the accomplishment of the purposes of the corporation, and to use and exercise all powers conferred from time to time by the laws of the commonwealth of Massachusetts upon corporation organized under chapter 180 of the Massachusetts general laws.

C. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, 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 in article two, above hereof.

No substantial part of the activities of the corporation shall be 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 in behalf of any candidate for public office.

D. Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated with similar purposes to the corporation.

E. In the carrying out of its activities, the organization will not discriminate in any way on the basis of race, religion, age, or sex.

## ARTICLE V

*The by-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk or other presiding, financial or recording officers, whose names are set out on the following page, have been duly elected.*

## ARTICLE VI

*The effective date of organization of the corporation shall be the date approved and filed by the Secretary of the Commonwealth. If a later effective date is desired, specify such date which shall not be more than thirty days after the date of filing.*

## ARTICLE VII

*The information contained in Article VII is not a permanent part of the Articles of Organization*

a. The street address of the principal office of the corporation in Massachusetts is:

140 JUG END ROAD, SOUTH EGREMONT, MA 01258 USA

b. The name, residential address and post office address of each director and officer is as follows:

Susan C. Witt, president  
140 Jug End Road, South Egremont, MA 01258 USA  
140 Jug End Road, Great Barrington, MA 01230 USA

Christopher R. Lindstrom, treasurer  
140 Jug End Road, South Egremont, MA 01258 USA  
140 Jug End Road, Great Barrington, MA 01230 USA

Eric Harris-Braun, clerk  
19 Berkshire Ridge Road Canaan, NY 12029 USA  
19 Berkshire Ridge Road Canaan, NY 12029 USA

c. The fiscal year (i.e., tax year) of the corporation shall end on the last day of the month of: December

d. The name and business address of the resident agent, if any, of the corporation is:

SUSAN C WITT  
140 JUG END ROAD  
GREAT BARRINGTON, MA 01230 USA

February 27, 2006