

AMENDED MEMORANDUM OF ASSOCIATION  
OF  
STUDENT ENERGY

1. The name of the Company is STUDENT ENERGY.
2. The objectives of the Company are:
  - (a) to advance education of the public and particularly of post-secondary students about world energy systems and energy related issues through bi-annual conferences held in cooperation with participating universities;
  - (b) to provide an energy literacy website that will serve as a resource for post-secondary students to learn about the energy sector.
3. The Company is prohibited from paying any dividends on any part of its income to its members and the Company is prohibited from making any part of its resources payable to or otherwise available for the benefit of any of its members. All profits, if any, or any other income will be used to promote the Company's objectives. Nothing herein shall prevent the payment in good faith of reasonable remuneration to any member, director, employee or consultant of the Company in return for any services actually rendered to the Company, nor to prevent the payment of reasonable operating expenses and proper rent for premises leased to the Company.
4. The liability of the members is limited.
5. The number of members of the Company shall be as provided in the Articles of Association of the Company.
6. The Company is authorized to issue one thousand (1,000) shares without nominal or par value.

