

Bylaws For
Western Carolina Solar, LLC

The following Bylaws adopted by the Members/Organizers (a.k.a. Members or Board) at a meeting in the Town of Spruce Pine, in the County of Mitchell, in the State of North Carolina, on the 13th day of April, 2016, shall govern the business of the corporation except as the same may be from time to time abridged or amended.

ARTICLE I
NAME AND OFFICES

Section 1. NAME. The name of this corporation is Western Carolina Solar, LLC.

Section 2. OFFICES. The principal office of the corporation shall be in the County of Mitchell, in the Town of Spruce Pine, in the State of North Carolina. The corporation may also have offices at such other places as the Board of Members may from time to time designate.

ARTICLE II
STATEMENT OF PURPOSES

Section 1. The Corporation is organized for the following purposes:

- a. To study and research the use of renewable energy sources; including but not limited to solar, wind, ocean waves, thermal energy (geysers, deep wells, etc.), and to develop, conduct prototyping, testing and other such steps as required pursuant to the manufacture, sales and installation of equipment.
- b. To manufacture, sell and install said equipment.

ARTICLE III
MEMBERS AND MEETING OF MEMBERS

Section 1. Membership. Western Carolina Solar, LLC is a closed corporation, meaning no stock will be issued or made available for public issuance and is solely operated by its five (5) organizing members.

- a. The above stated membership structure may be modified, with all members in agreement, at any time in the future.
- b. Member salaries and other compensation may be established at the pleasure of the Board.

Section 2. Annual Meeting. An annual meeting of the Board shall be held for the primary purpose of voting for or re-confirming the officers of the Board. Location shall be set by majority choice.

Section 3. Special meetings can be called by any member and may be held at any time and place that is convenient to the members.

Section 4. Severance of a member. Should it be necessary for a member to be removed from the corporation for any reason, that action will require a majority vote of the four other members present at a called meeting.

- a. In the case of the demise (death) of a member, said member's holdings in the corporation shall be assigned to the surviving spouse or designated family member. This process will be at the discretion of the remaining members: electing the spouse or designee as a replacement Board member, evaluating the gross corporate worth of the deceased and issuing cash funds in that amount to the survivor(s), dispersing salary as stated in Article III, Section 1:b to the survivor(s) on a regular basis, but without voting rights, or by other means of settlement that is amenable to the Board.
- b. If a member removes himself from the Board and/or severs his relationship with the corporation or is removed by Board action, his holdings shall be dispersed in a similar fashion as shown in the preceding paragraph, with the Board deciding the process.

ARTICLE IV MEMBERS/ORGANIZERS

Section 1. The number of members is fixed at five (5), however this may be amended by an affirmative vote of all members present at an annual meeting.

- a. Vacancies, as may occur as described above in Article III, Section 4, may be filled at the pleasure of the Board at a called meeting at such time and place as is convenient for all remaining members, not to exceed one year.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary/Treasurer and any other officers as required. The Board may also establish multiple Vice Presidents for the various divisions of the company.

- a. Any member has the right to call a special meeting of the Board, for any reason.
- b. The Secretary shall keep the minutes of each meeting and make them available, upon request, at meetings.
- c. The Treasurer shall keep the financial books of the organization and provide a report at meetings, upon request. The Treasurer serves in an un-bonded capacity. The Treasurer, at the Board's pleasure, may hire or secure a person to assist in the day-to-day accounting of the finances of the organization.

Section 2. Salaries. The salaries of all officers/members shall be affixed by vote of the Board.

Section 3. Term. The terms of all officers are unlimited, however those terms and members holding stated offices should be confirmed annually, as stated in Article III, Section 2. If an officer elects to vacate an office a special election may be called to fill any of the three major offices shown in Section 1, above.

ARTICLE XVIII
CORPORATE SEAL

The corporate seal, if used, shall be in such form as may be prescribed by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

BOARD OF MEMBERS/ORGANIZERS:

Jason Lonon

Wayne Peight

Kenneth E. Schlabach

Nathan J. Schlabach

Daniel M. True

CERTIFICATE

I, Nathan J. Schlabach, Secretary of Western Carolina Solar, LLC, do hereby certify that the foregoing is a true, correct and complete copy of the Bylaws of Western Carolina Solar, LLC, on this 13th day of April, 2016.

Nathan J. Schlabach, Secretary