BYLAWS
OF
BROWNSTONE ENERGY CORPORATION

ARTICLE I.
NAME

The name of the corporation shall be Brownstone Energy Corporation (hereinafter "**Brownstone Energy**").

ARTICLE II.
PURPOSE

The purpose of Brownstone Energy is to provide clean, reliable and affordable energy to the emerging markets as a solar energy provider. Our shared prosperity vision is to alleviate poverty for the emerging markets through affordable energy.

ARTICLE III.
OFFICES

Section 1. The principal office of the corporation shall be located at Fort Valley in Peach County, Georgia.

Section 2. The corporation may have offices at such other places, either within or without the State of Georgia, as the Board of Directors may designate or as the affairs of the corporation may require from time to time.

ARTICLE IV.
BOARD OF DIRECTORS

Section 1. The business and affairs of the corporation shall be managed by the Board of Directors.

Section 2. The number of directors constituting the Board of Directors shall not be less than seven (7). Each director shall hold office until his/her death, resignation, retirement, removal, disqualification, or his/her successor shall have been elected and qualified. Directors need not be residents of the State of Georgia.

Section 3. Any Director may be removed at anytime with or without cause by a majority vote from the Board. If any directors are removed, new directors may be elected at the same meeting.

Section 4. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors even though less than a quorum, or by the sole remaining director. A director elected to fill vacancy shall be elected for the unexpired term of his/her predecessor in office. Any directorship to be filled by reason of an increase in the authorized number of directors shall be filled only by election at an annual meeting or at a special meeting for that purpose.

Section 5. There may be a Chairman of the Board of Directors elected by the directors at any meeting of the Board. The Chairman shall preside at all meetings of the Board of Directors and perform such other duties as may be directed by the Board.

Section 6. Board of Directors may receive minimal compensation for their services not to exceed six percent of grant funds/loans.

ARTICLE V.
MEETINGS OF DIRECTORS

Section 1. A regular meeting of the Board of Directors shall be held at the same place of the annual meeting.

Section 2. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors.

Section 3. Regular meetings of the Board of Directors may be held without notice. The person or persons calling a special meeting of the Board of Directors shall, at least two days before the meeting, give notice thereof by any usual means of communication. Such notice need not specify the purpose for which the meeting is called.

Section 4. Any director may waive notice of any meeting. The attendance by a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5. A majority of the number of directors fixed by these bylaws shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 6. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting or unless he shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

Section 7. Action taken by a majority of the directors without a meeting is nevertheless Board action if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken.

Section 8. The Board of Directors, by resolution adopted by a majority of the number of directors fixed by these bylaws, may designate three or more directors to constitute an Executive Committee and other committees, each of which, to the extent authorized by law and provided in such resolution, shall have and may exercise all of the authority of the Board of Directors in the management of the corporation. The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility or liability imposed upon it or him/her by law.

ARTICLE VI.
OFFICERS

Section 1. The officers of the corporation shall consist of a President, a Secretary, a Treasurer and such Vice-Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as the Board of Directors may from time to time elect. Any two or more offices may be held by the same person, but no officer may act in more than one capacity where actions of two or more officers are required.

Section 2. The officers of the corporation shall be elected by the Board of Directors and each officer shall hold office until his/her death, resignation, retirement, removal, disqualification or his/her successor shall have been elected and qualified.

Section 3. The compensation of all officers of the corporation shall be fixed by the Board of Directors and no officers of the corporation shall serve the corporation in any other capacity and receive compensation therefore unless such additional compensation is authorized by the Board of Directors.

Section 4. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the corporation will be served thereby; but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5. The Board of Directors may by resolution require any officer, agent, or employee of the corporation to give bond to the corporation, with sufficient sureties, conditioned on the faithful performance of the duties of his/her respective office or position, and comply with such other conditions as may from time to time be required by the Board of Directors.

Section 6. The President shall be principal executive officer of the corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. He/She shall, when present, preside at all meetings. He/She shall sign, with the Secretary, an Assistant Secretary, or any other proper officer of the corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer of agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general he/she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 7. In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-Presidents in the order of their length of service as the Vice-Presidents, unless otherwise determined by the Board of Directors, shall be subject to all the restrictions upon the President. Any Vice-President, may sign, with the Secretary or an Assistant Secretary, important documents concerning the corporation; and shall perform such other duties as from time to time may be assigned to him/her by the President or Board of Directors.

Section 8. The Secretary shall: (a) keep the minutes of the meetings, of the Board of Directors and of all Executive Committees in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) be custodian to the corporate records; (d) keep a post office address of each Board of Director; (e) sign with the President, or Vice-President, important documents, the issuance of which shall have been authorized by the Board of Directors; (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. In the absence of the Secretary or in the event of his/her death, inability or refusal to act, the Assistant Secretaries in the order of their length of service as Assistant Secretary, unless otherwise determined by the Board of Directors, shall perform the duties of the Secretary, and when so acting shall have all the powers of and be subject to all the restrictions upon the Secretary. They shall perform such other duties as be assigned to them by the Secretary, by the President, or by the Board of Directors. Any Assistant Secretary may sign, with the President or a Vice-President, important documents of the corporation.

Section 10. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for the moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such depositories as shall be selected in accordance with the provisions of Section 4 of Article VII of these bylaws; (b) prepare, or cause to be prepared, a true statement of the corporation's assets and liabilities as of the close of each fiscal year, all in reasonable detail, which statement shall be made and filed at the corporation's registered office or principal place of business in the State of Georgia within four months after the end of such fiscal year and thereat kept available for a period of at least ten years; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors, or by these bylaws.

Section 11. In the absence of the Treasurer or in the event of his/her death, inability or refusal to act, the Assistant Treasurers in the order of their length of services as Assistant Treasurer, unless otherwise determined by the Board of Directors, shall perform the duties of the Treasurer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Treasurer. They shall perform such other duties as may be assigned to them by the Treasurer, by the President, or by the Board of Directors.

Section 12. Any Senior Vice-President, Vice-President, or Assistant Vice-President shall have, by virtue of his/her office, and by authority of the bylaws, the authority from time to time to act as an Assistant Secretary of the corporation, and to such extent, said officers are appointed to the office of Assistant Secretary.

ARTICLE VII.
CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. All checks, drafts, or other orders for the payment of money, issued in the name of the corporation, shall be signed by such officer or officers, agent or agents of the corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. All funds of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such depositories as the Board of Directors may select.

ARTICLE VIII.
GENERAL PROVISIONS

Section 1. Any person who at anytime serves or has served as a director, officer employee, or agent of the corporation, or in such capacity at the request of the corporation for any other corporation, partnership, joint venture, trust or other enterprise, shall have a right to be indemnified by the corporation to the fullest extent permitted by law against (a) reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative, and whether or not brought by or on behalf of the corporation, seeking to hold him liable by reason of the fact that he/she is or was acting in such capacity, and (b) reasonable payments made by him/her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he/she may have become liable in any such action, suit or proceeding.

The Board of Directors of the corporation shall take all such action as may be necessary and appropriate to authorize the corporation to pay the indemnification required by this bylaw, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due him/her and giving notice to, and obtaining approval by the corporation.

Any person who at anytime after the adoption of this bylaw serves or has served in any of the aforesaid capacities for or on behalf of the corporation shall be deemed to be doing or to have done so in reliance upon, and as consideration for, the right of indemnification provided herein. Such right shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart from the provision of this bylaw.

Section 2. The fiscal year of the corporation shall be fixed by the Board of Directors.

Section 3. Except as otherwise provided herein, these bylaws may be amended or repealed and new bylaws may be adopted by the affirmative vote of a majority of the directors then holding office at any regular or special meeting of the Board of Directors.