

Schedule D

ARTICLES AMENDMENT RESOLUTION

BE IT RESOLVED THAT:

1. the articles (the "**Articles**") of Atlantic Power Corporation (the "**Corporation**") be and are hereby amended by removing the following section in the Articles:

" 13.2 Residency of Directors

25% of the directors shall be resident Canadians provided that if the number of directors is fewer than three, at least one shall be a resident Canadian"

And replacing it with the following section:

" 13.2 Residency of Directors

[Intentionally Removed]"

2. the Articles be and are hereby amended by removing the following section in the Articles:

" 11.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is two persons, present in person, each being a shareholder entitled to vote thereat or a duly appointed proxy for a shareholder so entitled."

And replacing it with the following section:

" 11.3 Quorum

Subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders shall consist of at least two persons present in person holding or representing by proxy not less than 25 percent of the outstanding shares of the Company entitled to be voted at the meeting."

3. the Articles be and are hereby amended by removing the following section in the Articles:

" 17.10 Quorum

The quorum necessary for the transaction of the business of the directors may be set by the directors and, if not so set, is deemed to be a majority of the number directors, provided that where the number of directors of the Company is two directors, both directors must be present to constitute a meeting."

And replacing it with the following section:

" 17.10 Quorum

The quorum necessary for the transaction of the business of the directors shall be a majority of the number directors, provided that where the number of directors

of the Company is two directors, both directors must be present to constitute a meeting.''

4. any one director or officer of the Corporation is hereby authorized and empowered to execute or cause to be executed, whether under the seal of the Corporation or otherwise and to deliver or cause to be delivered, all such documents and instruments and to do or cause to be done all such other acts and things as such director or officer may determine to be necessary or desirable in order to carry out the intent of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents and other instruments or the doing of any such act or thing.