

Edgar Filing: ENCORE CLEAN ENERGY INC - Form 8-K

ENCORE CLEAN ENERGY INC  
Form 8-K  
October 25, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

October 24, 2005

\_\_\_\_\_  
Date of Report (Date of earliest event reported)

ENCORE CLEAN ENERGY, INC.

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

NEVADA

000-26047

65-0609891

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission File  
Number)

\_\_\_\_\_  
(IRS Employer  
Identification No.)

Suite 610, 375 Water Street  
Vancouver, BC Canada

V6B 5C6

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

(604) 215-2500 Registrant's

\_\_\_\_\_  
telephone number, including area code

Not Applicable

\_\_\_\_\_  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 8 - OTHER EVENTS

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### ITEM 8.01 COMPLETION OF REINCORPORATION IN NEVADA

On October 21, 2005, the Certificate Of Merger Of Encore Clean Energy Inc.(a Delaware Corporation) into Encore Clean Energy Inc.(a Nevada Corporation) was filed with the state of Delaware, thus completing the relocation of the Company's state of incorporation from Delaware to Nevada. We received notice confirming this filing on October 24, 2005.

The reincorporation of the Company in Nevada was approved by the Company's shareholders at the Company's Annual Meeting on October 5, 2005, all as described in the Proxy Statement (as amended) for that meeting as filed with the SEC on September 13, 2005.

Articles of Merger between the Delaware and Nevada corporations were filed in Nevada on October 17, 2005.

The Company's state of incorporation is now Nevada and its Articles of Incorporation and ByLaws are those presented to and approved by the Shareholders at the annual shareholders meeting.

### SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS.

NONE

### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENCORE CLEAN ENERGY, INC.

Date: October 24, 2005

By: /s/ Daniel Hunter

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Daniel Hunter  
Chief Executive Officer and Chief  
Financial Officer