

**ARTICLES OF INCORPORATION
OF CLARKE ELECTRIC COOPERATIVE, INC.
STATE OF IOWA, CLARKE COUNTY**

We, whose names are hereunto subscribed, hereby associate ourselves into an incorporated cooperative association under the provisions of Chapter 390 - G1 of the Code of 1935 of the State of Iowa, assuming all of the powers, rights and privileges granted to, and all of the duties and obligations imposed upon, incorporated cooperative associations by said chapter, and for such purposes do adopt the following Articles of Incorporation:

ARTICLE I

(Amended October 9, 1940, to read:)

The name of the Cooperative shall be **Clarke Electric Cooperative, Inc.**

ARTICLE II

The principal office of the Cooperative shall be located at Osceola, in the county of Clarke, State of Iowa.

ARTICLE III

The Cooperative is organized under the provisions of Chapter 390-G1 of the Code of 1935 of the State of Iowa.

ARTICLE IV

The purposes for which the Cooperative is formed are:

- (a) to generate, manufacture, purchase, acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, and to construct, erect, purchase, lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric

transmission and distribution lines or systems necessary, convenient or useful for carrying out

- and accomplishing any or all of the foregoing purposes;
- (b) to acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights-of-way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative;
 - (c) to purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Cooperative to accomplish any or all of its purposes;
 - (d) to assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor;
 - (e) to borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Cooperative; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the Cooperative, wheresoever situated, acquired or to be acquired;
 - (f) to become a member of any federated cooperative association whose membership is restricted to incorporated cooperative associations; and
 - (g) Amended September 10, 1990, to read:
To construct, erect, purchase, lease as lessee and in any manner, acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and communication, telecommunications, engineering, computer, master billings, centralized printing, land and industrial development, group purchasing, inventory control, telephone, water supply, waste management, television and/or transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes. The Cooperative may do and perform any and all acts and things, and to have and to exercise any and all powers, as may

be necessary or convenient to accomplish any or all of the foregoing purposes as set forth in this article and in this section, or as may be permitted by the provisions of the laws under which the association is formed; and to exercise any of its powers anywhere.

ARTICLE V

The duration of the Cooperative shall be perpetual.

ARTICLE VI

The name, occupation and post office address of each of the incorporators of the Cooperative are:

<u>Name</u>	<u>Occupation</u>	<u>Post Office Address</u>
A. F. Klein	Farmer	New Virginia, Iowa
H. E. Arnold	Farmer	Murray, Iowa
Charles McPhetridge	Farmer	Weldon, Iowa
Lester M. Forbes	Farmer	Osceola, Iowa
Rex McClintock	Farmer	Osceola, Iowa
E. F. Gaumer	Farmer	Murray, Iowa
Arcel Luce	Farmer	Osceola, Iowa
Thomas Mitchell	Farmer	Murray, Iowa
Dewey Cornell	Farmer	New Virginia, Iowa

ARTICLE VII

Section 1.

Any person, firm, corporation or body politic may become a member in the Cooperative by:

- (a) paying the membership fee hereinafter specified;
- (b) agreeing to purchase from the Cooperative electric energy as specified in the Bylaws of the Cooperative; and
- (c) agreeing to comply with and be bound by these Articles of Incorporation and the Bylaws of the Cooperative and any amendments thereto and such rules and regulations as may from time to time be adopted by the Board of Directors;

provided, however, that no person, firm, corporation or body politic shall become a member unless and until he, she or it has been accepted for membership by the Board of Directors or the members. The Bylaws of the Cooperative may provide the procedure for such action. The Bylaws of the Cooperative may fix such other terms and conditions upon which persons shall be admitted to and retain membership in the Cooperative not inconsistent with these Articles of Incorporation or the Act under which it is organized.

A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b) and (c).

Section 2

The Cooperative shall have no capital stock but membership in the Cooperative shall be evidenced by a certificate of membership. The membership fee in the Cooperative shall be Five Dollars (\$5.00) and no certificate of membership shall be issued until such membership fee shall have been paid in full.

Section 3

The private property of the members of the Cooperative shall be exempt from execution for the debts of the Cooperative and no member shall be individually liable or responsible for any debts or liabilities of the Cooperative.

Section 4

The Board of Directors of the Cooperative may, by the affirmative vote of not less than two-thirds (2/3) of the members thereof, expel any member who shall have violated or refused to comply with any of the provisions of these Articles of Incorporation or the Bylaws of the Cooperative or any rules or regulations adopted from time to time by the Board of Directors. Any member so expelled may be reinstated as a member by a vote of the members at any annual or special meeting of the members. The action of the members with respect to any such reinstatement shall be final.

Section 5

Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the Cooperative and upon compliance with such terms and conditions as the Board of Directors may prescribe.

Section 6

- (a) Membership in the Cooperative and a certificate representing the same shall not be transferable, except as hereinafter otherwise provided, and upon the death, cessation of existence, expulsion or withdrawal of a member the membership of such member shall thereupon terminate, and the certificate of membership of such member shall be surrendered forthwith to the Cooperative. In case of termination of membership due to voluntary cessation of utilizing the Cooperative's services, a member shall not be entitled to repayment of his membership fee. In cases of expulsion the Cooperative shall pay an amount equal to the membership fee paid by him, within sixty (60) days thereafter. In cases of death or ineligibility, it shall pay such value to him or his personal representative within two years thereafter, without interest. Interest shall not in any case be paid upon the value of the membership. Any termination of membership for any reason shall not release the member from the debts or liabilities of such member to the Cooperative.
- (b) A membership may be transferred by a member to himself or herself and his or her spouse, as the case may be, jointly upon the written request of such member and compliance by such husband and wife jointly with the provisions of subdivisions (b) and (c) of Section 1 of this article. Such transfer shall be made and recorded on the books of the Cooperative and such

joint membership noted on the original certificate representing the membership so transferred.

- (c) When a membership is held jointly by a husband and wife, upon the death of either such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally issued solely to him or her, as the case may be, and the joint membership certificate may be surrendered by the survivor and upon the recording of such death on the books of the Cooperative, the certificate may be reissued to and in the name of such survivor; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Cooperative.

ARTICLE VIII

The first regular meeting of the members of the Cooperative shall be held on the 27th day of November, 1939, at the hour of 8 p.m. in the city or town in which the principal office of the Cooperative is located, and thereafter regular annual meetings of the members shall be held at such time and place as shall be fixed in the Bylaws.

ARTICLE IX

Section 1

The business and affairs of the Cooperative shall be managed by a board of nine (9) directors, which shall exercise all of the powers of the Cooperative except such as are by law or by these Articles of Incorporation or by the Bylaws conferred upon or reserved to the members.

Section 2

At the first regular meeting to be held on the date specified in Article VIII of these Articles of Incorporation, directors shall be elected by and from the members of the Cooperative to serve until the next succeeding regular annual meeting of the members as fixed in the Bylaws of the Cooperative, or until their successors shall have been elected and shall have qualified. Thereafter, at each annual meeting of the members, directors shall be elected by ballot by and from the members to serve until the next annual meeting of the members, or until their successors shall have been elected and shall have qualified, subject to the provisions of these Articles of Incorporation and the Bylaws with respect to the removal of directors. No member shall be eligible to become or remain a director or to hold any position of trust in the Cooperative who is not a bona fide resident in the area served by the Cooperative, or who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative. The Bylaws of the Cooperative may provide additional qualifications not in conflict with law or these Articles of Incorporation. Nothing in this section contained shall, or shall be construed to affect in any manner whatsoever the validity of any action taken at any meeting of the Board of

Directors.

Section 3

The Bylaws may provide for a procedure for nominations. In that case a ballot marked "Ballot for Directors" containing the names of all the nominees for the Board of Directors, alphabetically arranged and stating the residence of each, shall be mailed with the notice of the meeting. The secretary shall also mail with the notice of the meeting a statement of the number of directors to be elected. Such statement of the Secretary shall also inform the members of the manner in which they may vote by mail for directors as provided in this section. Any member who is absent from any such meeting may vote by mail for directors by marking on the ballot an "X" opposite the names of the number of candidates equal to the number of directors to be elected and enclosing the ballot in a sealed envelope bearing [the member's name] and addressed to the secretary. When such ballot so enclosed is received by mail from any absent member, it shall be accepted and counted as a vote for directors by ballot of such absent member at such meeting. If a husband and wife hold a joint membership and are absent from any such meeting, they may vote by mail for directors by jointly marking and enclosing the ballot hereinabove provided for. Notwithstanding anything in this section contained, failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of directors.

Section 4

Subject to the provisions of these Articles of Incorporation, vacancies occurring in the Board of Directors between annual meetings of the members of the Cooperative shall be filled by a majority vote of the remaining directors, and directors thus selected shall serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified.

Section 5

Any member may bring charges against an officer or director by filing them in writing with the secretary, together with a petition signed by ten per centum (10%) of the members, requesting the removal of the officer or director in question. The removal shall be voted upon at the next regular or special meeting of the members and any vacancy created by such removal may be filled by the members at such meeting. The director or officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against him shall have the same opportunity.

(Amended September 10, 1984, to add Section 6.)

Section 6

Amended September 11, 1995, to read:

No director shall be eligible for re-election to the Board of Directors who has served five or more consecutive three year terms as a director.

ARTICLE X

Section 1

No dividends shall be paid upon memberships in the Cooperative. Subject to the provisions of any mortgage or deed of trust given or assumed by the Cooperative, the Board of Directors shall, after the expiration of each fiscal year and after paying or making provision for the payment of all obligations and expenses of the Cooperative property chargeable against its revenues and receipts for such fiscal year, apply the unexpended revenues and receipts for such fiscal year as follows:

- (a) to provide a reasonable reserve for maintenance depreciation, obsolescence, bad debts, or contingent losses or expenses;
- (b) Amended September 10, 1990, to read:
At least ten percent (10%) of the remaining earnings must be added to surplus until surplus equals either thirty percent (30%) of the total of all capital paid in for stock or memberships, plus all unpaid patronage dividends, plus certificates of indebtedness payable upon liquidation, earnings from non-member business, and earnings arising from the earnings of other Cooperative organizations of which the association is a member, or \$1,000, whichever is greater. No addition shall be made to surplus when it exceeds either fifty percent (50%) of the total or \$1,000, whichever is greater.
- (c) not less than one per centum (1%) nor more than five per centum (5%) of such earnings in excess of reserves may be placed in an educational fund, to be used as the directors deem suitable for teaching or promoting cooperation and the effective use of electricity; and
- (d) all remaining net earnings shall be allocated to a revolving fund and shall be credited to the account of each member ratably in proportion to the business he has done with the Cooperative during such year; such credits are herein referred to as "deferred patronage refunds."

Amended September 10, 1990, to add:

- (e) The directors shall determine the percentage or the amount of said allocation that currently shall be paid in cash, provided that so long as there are unpaid deferred patronage dividends for prior years, the amount currently payable in cash shall not exceed twenty percent (20%) of said allocation. All said remaining allocation not so paid in cash shall be transferred to a revolving fund and credited to said members and subscribers.

Section 2

The members may, at any meeting, control the amount to be allocated to surplus or educational fund within the limits specified in Section 1 of this Article X.

Section 3

Amended September 9, 1977, to read: The Directors may use the revolving fund to pay the obligations of or add to the capital of the Cooperative. In such event, the deferred patronage dividends credited to members shall constitute a charge upon the revolving fund and future additions thereto and on the corporate

assets subordinate to creditors then or thereafter existing. Deferred patronage dividends for any year shall have priority over those for any subsequent year, except as provided elsewhere in these Articles of Incorporation and except that the Directors may, at their discretion, pay deferred patronage dividends of deceased natural persons who are members without reference to the order to priority herein described.

Section 4

The Cooperative may issue certificates for deferred patronage refunds, but such a certificate shall be non-transferable except to a party eligible to, and accepted for, membership who becomes the owner or operator of the real property formerly owned or operated by a member and served by the Cooperative.

Section 5

Credits or certificates referred to in Sections 3 and 4 of this Article X shall not mature until the dissolution or liquidation of the Cooperative, but shall be callable by the Cooperative at any time in the order of priority specified in Section 3 of this Article X.

ARTICLE XI

Amended September 10, 1990, to read:

Section 1

The Cooperative may not sell, mortgage, lease or otherwise dispose of any of its property other than:

- a) Property which, in the judgement of the Board of Directors, is or will be neither necessary nor useful in operating and maintaining the Cooperative's system, provided, however, that sales of such property shall not in any one year exceed in value ten per centum of the value of all of the property of the Cooperative;
- b) Services of all kinds, including electric energy;
- c) Personal property, acquired for resale;
- d) Dispositions made in the usual and regular course of business;

provided, however, that notwithstanding anything herein contained, the Board of Directors, without authorization by the members, shall have full power and authority to borrow money from United States of America or any agency or instrumentality thereof, or from a national financing institution, organized on a cooperative plan for the purpose of financing its members' programs, projects and undertakings, in which the Cooperative holds membership and in connection with such borrowing to authorize the making and issuance of bonds, notes or other evidences of indebtedness and, to secure the payment thereof, to authorize the delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges, licenses, franchises, and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, all upon such terms and conditions as the Board of Directors shall determine.

Section 2

A sale, lease, exchange or other disposition of all or substantially all of the property and assets of the

Cooperative, with or without the good will, if not made in the usual and regular course of business, may be made upon terms and conditions and for such consideration which may consist in whole or in part of money or property, real or personal, including shares of any other Cooperative association organized under the statutes of the State of Iowa, as long as such sale, lease, exchange or other disposition is authorized in the following manner:

- a) The Board of Directors of the Cooperative shall adopt a resolution recommending the sale, lease, exchange or other disposition and directing the submission thereof to a vote at a meeting of the membership, which may be either an annual or special meeting.
- b) Written or printed notice of the proposal shall be given to each member of record entitled to vote at the meeting within the time and in the manner provided by these Articles of Incorporation for the giving of notice of meetings of members and whether the meeting be an annual or special meeting, shall state that the purpose, or one of the purposes of the meeting is to consider the proposed sale, lease exchange or other disposition of substantially all of the property and assets of this Cooperative.
- c) At the meeting the membership may authorize the sale, lease, exchange or other disposition any may fix, or may authorize the Board of Directors to fix, any and all of the terms and conditions thereof and the consideration to be received by this Cooperative. Such authorization shall be approved if two-thirds (2/3) of the members vote affirmatively on a ballot on which a majority of all voting members of the Cooperative participate.
- d) After the authorization by the vote of members, the Board of Directors of the Cooperative may nevertheless in its discretion abandon the sale, lease, exchange or other disposition of assets, subject to the rights of third parties under any contracts relating thereto without further action or approval by the members.

ARTICLE XII

Upon dissolution or liquidation, the assets of the Cooperative shall be applied to the payment of liquidation expenses and then to the payment of all obligations of the Cooperative other than patronage refunds or certificates issued therefor. The remainder of such assets shall be distributed in the following order of priority:

- (a) payment of any deferred patronage refund or certificate issued therefor, and if the assets are insufficient to pay all such patronage refunds or certificates issued therefor they shall be prorated to the payment of all such deferred patronage refunds or certificates issued therefor;
- (b) payment to members of the membership fee paid by them; and
- (c) the remaining assets shall be distributed among the members according to law.

Amended September 10, 1990, to add new Article XIII and renumber Articles XIII and XIV to new XIV and XV

respectively.

ARTICLE XIII

Except as otherwise provided by Iowa law, a director, officer, employee, or member of the Cooperative is not liable on the debts or obligations, and a director, officer, member or other volunteer is not personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Cooperative, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

The Cooperative may indemnify any present or former director, officer, employee, member or volunteer in the manner and in the instances authorized in Section 496A.4A Iowa Code (1987) as amended.

ARTICLE XIV

Amended September 10, 1990, to read:

The directors, by a vote of seventy-five percent (75%) of the directors, may adopt alter, amend or repeal Bylaws for the Cooperative, and the same shall remain in force until altered, amended, or repealed by a vote of seventy-five percent (75%) of the members present or represented at any annual meeting or special meeting of the members.

ARTICLE XV

The Cooperative may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by law.

**AMENDMENT TO ARTICLES OF INCORPORATION
FARMERS ELECTRIC COOPERATIVE, INC.**

**of
Osceola, Iowa**

ARTICLE I of Articles of Incorporation amended so as to read as follows:

ARTICLE I

The name of the Cooperative shall be Clarke Electric Cooperative, Inc.

Dated October 9, 1940.

AMENDMENT TO THE ARTICLES OF INCORPORATION

CLARKE ELECTRIC COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENT:

That at the Annual Meeting of the Members of Clarke Electric Cooperative, Inc., a Cooperative corporation duly organized under the laws of the State of Iowa, held at the headquarters building in Osceola, Iowa, on the 10th day of September, 1965, after notice thereof had been duly given to all of the Members of the Cooperative, which said notice stated that the following Amendment to the Articles of Incorporation would be considered at said meeting, and at which a requisite quorum of the members of the Cooperative were present, the following Amendment to the Articles of Incorporation was adopted by a vote of the members as hereinafter certified with said Amendment:

RESOLVED, that Article X, Section 3 of the Articles of Incorporation of the Cooperative be amended by striking said Section 3 and substituting the following in lieu thereof:

No. 3. "The Directors may use a revolving fund to pay the obligations or add to the capital of the Association. In such event the deferred patronage dividends credited to members shall constitute a charge upon the revolving fund and future additions thereto, and on the corporate assets subordinate to creditors then or thereafter existing. Deferred patronage dividends for any year shall have priority over those for any subsequent year, except that the Directors may, at their discretion, pay deferred patronage dividends of deceased members or patrons without reference to the order of priority herein prescribed, and except as otherwise provided in these Articles of Incorporation."

Members voting AYE: 221

Members voting NAY: 23

NUMBER OF MEMBERS

That on said 10th Day of September, 1965, there were 322 members present and entitled to vote at the annual meeting of members of this Cooperative.

AMENDMENT TO THE ARTICLES OF INCORPORATION
CLARKE ELECTRIC COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENT:

That at a Special Meeting of the members of Clarke Electric Cooperative, Inc., a cooperative corporation duly organized under the laws of the State of Iowa, held at the Headquarters building in Osceola, Iowa, on the 22nd day of May, 1972, after notice thereof had been duly given to all the members of the Cooperative, which said notice stated that the following Amendment to the Articles of Incorporation would be considered at said meeting, and at which a requisite quorum of the members of the Cooperative were present, the following Amendment to the Articles of Incorporation was adopted by a vote of the members as hereinafter certified with said Amendment:

RESOLVED that Article XI of the Articles of Incorporation be amended to give the Board of Directors the same authorization to borrow money from the National Rural Utility Cooperative Finance Corporation that now exists to borrow money from the Rural Electrification Administration by amending said Article XI to read as follows:

Article XI

"The Cooperative may not sell, lease or otherwise dispose of all or any substantial portion of its property unless such sale lease or other disposition is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Cooperative, and unless the notice of such proposed sale, lease or other disposition shall have been contained in the notice of the meeting; provided, however, that notwithstanding anything herein contained, the Board of the Cooperative, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the board shall determine, to secure any indebtedness of the Cooperative; provided further that the Board may upon the authorization of a majority of those members of the Cooperative present at a meeting of the members thereof, sell, lease, or otherwise dispose of all or a substantial portion of its property to another Cooperative or foreign corporation doing business in this State pursuant to the Act under which this cooperative is incorporated."

Members voting AYE: 116

Members voting NAY: 12

NUMBER OF MEMBERS

That on said 22nd day of May, 1972, there were 50 members present and entitled to vote at the Special Meeting of Members of this Cooperative.

AUTHORIZATION TO EXECUTE

Upon motion duly made and seconded and unanimously carried, the President and Secretary of the Corporation were duly authorized to sign, execute, acknowledge, file, record and do all things which are necessary or by law required, to execute, complete and carry into effect the above Amendment to the Articles of Incorporation of said Corporation.

AMENDMENT TO THE ARTICLES OF INCORPORATION

CLARKE ELECTRIC COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENT:

That at the Annual Meeting of the Members of Clarke Electric Cooperative, Inc., a cooperative corporation duly organized under the laws of the State of Iowa, held at the office of the Cooperative in Osceola, Iowa, on the 9th day of September, 1977, after notice thereof had been duly given to all of the members of the Cooperative, which said notice stated that the following Amendment to the Articles of Incorporation would be considered at said meeting, and at which a requisite quorum of the members of the Cooperative were present, the following Amendment to the Articles of Incorporation was adopted by a vote of the members as hereinafter certified with said Amendment:

BE IT RESOLVED that Section 3 of Article X of the Articles of Incorporation be amended as follows:
"The Directors may use the revolving fund to pay the obligations of or add to the capital of the Cooperative. In such event, the deferred patronage dividends credited to members shall constitute a charge upon the revolving fund and future additions thereto and on the corporate assets subordinate to creditors then or thereafter existing. Deferred patronage dividends for any year shall have priority over those for any subsequent year, except as provided elsewhere in these Articles of Incorporation and except that the Directors may, at their discretion, pay deferred patronage dividends of deceased natural persons who are members without reference to the order to priority herein described."

Members voting AYE: 149

Members voting NAY: 43

NUMBER OF MEMBERS

That on said 9th day of September, 1977, there were 192 members present and entitled to vote at the Annual Meeting of members of this Cooperative.

AUTHORIZATION TO EXECUTE

Upon motion duly made, seconded and unanimously carried, the President and Secretary of the Corporation were duly authorized to sign, execute, acknowledge, file, record and do all things which are necessary or by law required, to execute, complete and carry into effect the above Amendment to the Articles of Incorporation of said Corporation.

**AMENDMENT TO ARTICLES OF INCORPORATION
CLARKE ELECTRIC COOPERATIVE, INC.**

KNOW ALL MEN BY THESE PRESENT:

That at the Annual Meeting of the Members of Clarke Electric Cooperative, Inc., a cooperative corporation duly organized under the laws of the State of Iowa, held at the cooperative headquarters in Osceola, Iowa, on the 10th day of September, 1984, after notice thereof had been duly given to all of the Members of the Cooperative, the following Amendment to the Articles of Incorporation was adopted by the vote of the Members as hereinafter certified with said Amendment:

BE IT RESOLVED that Article IX of the Articles of Incorporation of the Cooperative be amended by adding the following new Section 6, which section shall read as follows:

"No director shall be eligible for re-election to the Board of Directors who has served three or more consecutive three year terms as a director."

Members voting AYE: 219

Members voting NAY: 63

NUMBER OF MEMBERS

That on said 10th day of September, 1984, there were 282 Members present or represented and entitled to vote at the Annual Meeting of this Cooperative.

AMENDMENT TO ARTICLES OF INCORPORATION

CLARKE ELECTRIC COOPERATIVE, INC.

KNOW ALL MEN BY THESE PRESENT:

That at the Annual Meeting of the members of Clarke Electric Cooperative, Inc., a cooperative corporation duly organized under the laws of the State of Iowa, held at the Clarke Community High School in Osceola, Iowa, on the 10th day of September, 1990, pursuant to notice given to all of the members of said Cooperative, the following Amendments to the Articles of Incorporation were adopted by a vote of the members as hereinafter certified with said Amendment:

Amend Article IV, Section (g) of the Articles of Incorporation by striking said Section (g) and inserting in lieu thereof the following:

To construct, erect, purchase, lease as lessee and in any manner, acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and communication, telecommunications, engineering, computer, master billings, centralized printing, land and industrial development, group purchasing, inventory control, telephone, water supply, waste management, television and/or transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes. The Cooperative may do and perform any and all acts and things, and to have and to exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes as set forth in this article and in this section, or as may be permitted by the provisions of the laws under which the association is formed; and to exercise any of its powers anywhere.

Members Voting AYE: 175

Members Voting NAY: 36

Amend Article X, Section 1, subsection (b) by striking said section (b) and inserting in lieu thereof the following:

At least ten percent (10%) of the remaining earnings must be added to surplus until surplus equals either thirty percent (30%) of the total of all capital paid in for stock or memberships, plus all unpaid patronage dividends, plus certificates of indebtedness payable upon liquidation, earnings from non-member business, and earnings arising from the earnings of other Cooperative organizations of which the association is a member, or \$1,000, whichever is greater. No addition shall be made to

surplus when it exceeds either fifty percent (50%) of the total or \$1,000, whichever is greater.

Members Voting AYE: 174

Members Voting NAY: 32

Amend Article X, Section 1, by adding new subsection (e) as follows:

(e) The directors shall determine the percentage or the amount of said allocation that currently shall be paid in cash, provided that so long as there are unpaid deferred patronage dividends for prior years, the amount currently payable in cash shall not exceed twenty percent (20%) of said allocation. All said remaining allocation not so paid in cash shall be transferred to a revolving fund and credited to said members and subscribers.

Members Voting AYE: 194

Members Voting Nay: 18

Amend Article XI by striking said Article and inserting in lieu thereof the following:

ARTICLE XI

Section 1. The Cooperative may not sell, mortgage, lease or otherwise dispose of any of its property other than:

- a) Property which, in the judgement of the Board of Directors, is or will be neither necessary nor useful in operating and maintaining the Cooperative's system, provided, however, that sales of such property shall not in any one year exceed in value ten per centum of the value of all of the property of the Cooperative;
- b) Services of all kinds, including electric energy;
- c) Personal property, acquired for resale;
- d) Dispositions made in the usual and regular course of business;

provided, however, that notwithstanding anything herein contained, the Board of Directors, without authorization by the members, shall have full power and authority to borrow money from United States of America or any agency or instrumentality thereof, or from a national financing institution, organized on a cooperative plan for the purpose

of financing its members' programs, projects and undertakings, in which the Cooperative holds membership and in connection with such borrowing to authorize the making and issuance of bonds, notes or other evidences of indebtedness and, to secure the payment thereof, to authorize the delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of any or all of the property, assets, rights, privileges,

licenses, franchises, and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, all upon such terms and conditions as the Board of Directors shall determine.

Section 2. A sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Cooperative, with or without the good will, if not made in the usual and regular course of business, may be made upon terms and conditions and for such consideration which may consist in whole or in part of money or property, real or personal, including shares of any other Cooperative association organized under the statutes of the State of Iowa, as long as such sale, lease, exchange or other disposition is authorized in the following manner:

a) The Board of Directors of the Cooperative shall adopt a resolution recommending the sale, lease, exchange or other disposition and directing the submission thereof to a vote at a meeting of the membership, which may be either an annual or special meeting.

b) Written or printed notice of the proposal shall be given to each member of record entitled to vote at the meeting within the time and in the manner provided by these Articles of Incorporation for the giving of notice of meetings of members and whether the meeting be an annual or special meeting, shall state that the purpose, or one of the purposes of the meeting is to consider the proposed sale, lease exchange or other disposition of substantially all of the property and assets of this Cooperative.

c) At the meeting the membership may authorize the sale, lease, exchange or other disposition any may fix, or may authorize the Board of Directors to fix, any and all of the terms and conditions thereof and the consideration to be received by this Cooperative. Such authorization shall be approved if two-thirds (2/3) of the members vote affirmatively on a ballot on which a majority of all voting members of the Cooperative participate.

d) After the authorization by the vote of members, the Board of Directors of the Cooperative may nevertheless in its discretion abandon the sale, lease, exchange or other disposition of assets, subject to the rights of third parties under any contracts relating thereto without further action or approval by the members.

Members Voting AYE: 182

Members Voting NAY: 21

Amend the Articles of Incorporation of the Cooperative by renumbering Articles XIII and XIV as Articles XIV and XV respectively, and inserting as new Article XIII the following:

ARTICLE XIII

Except as otherwise provided by Iowa law, a director, officer, employee, or member of the Cooperative is not liable on the debts or obligations, and a director, officer, member or other volunteer is not personally liable in that capacity for a claim based upon an act or omission of the person performed in the discharge of the person's duties, except for a breach of the duty of loyalty to the Cooperative, for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or for a transaction from which the person derives an improper personal benefit.

The Cooperative may indemnify any present or former director, officer, employee, member or volunteer in the manner and in the instances authorized in Section 496A.4A Iowa Code (1987) as amended.

Members Voting AYE: 186

Members Voting NAY: 21

Amend renumbered Article XIV pertaining to amendment of Bylaws by striking said Article and inserting in lieu thereof the following:

The directors, by a vote of seventy-five percent (75%) of the directors, may adopt alter, amend or repeal Bylaws for the Cooperative, and the same shall remain in force until altered, amended, or repealed by a vote of seventy-five percent (75%) of the members present or represented at any annual meeting or special meeting of the members.

Members Voting AYE: 175

Members Voting NAY: 36

NUMBER OF MEMBERS

That on said 10th day of September, there were 212 members present or represented and entitled to vote at said Annual Meeting of members.

AUTHORIZATION TO EXECUTE

Upon motion duly made, seconded and unanimously carried, the president and Secretary of the Cooperative were duly authorized to sign, execute, acknowledge, file, record and do all things necessary or by law required, to execute, complete and carry into effect the above Amendments to the Articles of Incorporation of said Cooperative.

**AMENDMENT TO ARTICLES OF INCORPORATION
CLARKE ELECTRIC COOPERATIVE, INC.**

KNOW ALL MEN BY THESE PRESENT:

That at the Annual Meeting of the members of Clarke Electric Cooperative, Inc., a cooperative corporation duly organized under the laws of the State of Iowa, held at the Clarke Community High School in Osceola, Iowa, on the 11th day of September, 1995, after notice thereof had been duly given to all the members of the Cooperative, the following Amendment to the Articles of Incorporation was adopted by the vote of the members as hereinafter certified with said Amendment:

Amend Article IX, Section 6, of the Articles of Incorporation to read as follows:

"No director shall be eligible for re-election to the Board of Directors who has served five (5) or more consecutive three-year terms as a director."

Members Voting Aye: 205

Members Voting Nay: 97

Uncommitted Ballots: 2

NUMBER OF MEMBERS

That on said 11th day of September, 1995, there were 304 members present or represented and entitled to vote at the Annual Meeting of the Cooperative.

AUTHORIZATION

Upon motion duly made, seconded and unanimously carried, the President and Secretary of the Cooperative were duly authorized to sign, execute, acknowledge, file, record and do all things necessary or by law required, to execute, complete and carry into effect the above amendments to the Articles of Incorporation of said corporation.

**ARTICLES OF INCORPORATION
OF FARMERS ELECTRIC COOPERATIVE, INC.**

STATE OF IOWA, CLARKE COUNTY

We, whose names are hereunto subscribed, hereby associate ourselves into an incorporated cooperative association under the provisions of Chapter 390 - G1 of the Code of 1935 of the State of Iowa, assuming all of the powers, rights and privileges granted to, and all of the duties and obligations imposed upon, incorporated cooperative associations by said chapter, and for such purposes do adopt the following Articles of Incorporation:

ARTICLE I

The name of the Cooperative shall be **Farmers Electric Cooperative, Inc.**

ARTICLE II

The principal office of the Cooperative shall be located at Osceola, in the county of Clarke, State of Iowa.

ARTICLE III

The Cooperative is organized under the provisions of Chapter 390-G1 of the Code of 1935 of the State of Iowa.

ARTICLE IV

The purposes for which the Cooperative is formed are:

- (a) to generate, manufacture, purchase, acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, and to construct, erect, purchase, lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes;
- (b) to acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights-of-way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Cooperative;

- (c) to purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Cooperative to accomplish any or all of its purposes;
- (d) to assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor;
- (e) to borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Cooperative; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the Cooperative, wheresoever situated, acquired or to be acquired;
- (f) to become a member of any federated cooperative association whose membership is restricted to incorporated cooperative associations; and
- (g) To do and perform, either for itself or its members, any and all acts and things, and to have and exercise any and all powers as may be necessary or convenient to accomplish any or all of the foregoing purposes, or as may be permitted by the provisions of the laws under which the Cooperative is formed; and to exercise any of its powers anywhere.

ARTICLE V

The duration of the Cooperative shall be perpetual.

ARTICLE VI

The name, occupation and post office address of each of the incorporators of the Cooperative are:

<u>Name</u>	<u>Occupation</u>	<u>Post Office Address</u>
A. F. Klein	Farmer	New Virginia, Iowa
H. E. Arnold	Farmer	Murray, Iowa
Charles McPhetridge	Farmer	Weldon, Iowa

Lester M. Forbes	Farmer	Osceola, Iowa
Rex McClintock	Farmer	Osceola, Iowa
E. F. Gaumer	Farmer	Murray, Iowa
Arcel Luce	Farmer	Osceola, Iowa
Thomas Mitchell	Farmer	Murray, Iowa
Dewey Cornell	Farmer	New Virginia, Iowa

ARTICLE VII

Section 1.

Any person, firm, corporation or body politic may become a member in the Cooperative by:

- (a) paying the membership fee hereinafter specified;
- (b) agreeing to purchase from the Cooperative electric energy as specified in the Bylaws of the Cooperative; and
- (c) agreeing to comply with and be bound by these Articles of Incorporation and the Bylaws of the Cooperative and any amendments thereto and such rules and regulations as may from time to time be adopted by the Board of Directors;

provided, however, that no person, firm, corporation or body politic shall become a member unless and until he, she or it has been accepted for membership by the Board of Directors or the members. The Bylaws of the Cooperative may provide the procedure for such action. The Bylaws of the Cooperative may fix such other terms and conditions upon which persons shall be admitted to and retain membership in the Cooperative not inconsistent with these Articles of Incorporation or the Act under which it is organized.

A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b) and (c).

Section 2

The Cooperative shall have no capital stock but membership in the Cooperative shall be evidenced by a certificate of membership. The membership fee in the Cooperative shall be Five Dollars (\$5.00) and no certificate of membership shall be issued until such membership fee shall have been paid in full.

Section 3

The private property of the members of the Cooperative shall be exempt from execution for the debts of the Cooperative and no member shall be individually liable or responsible for any debts or liabilities of the Cooperative.

Section 4

The Board of Directors of the Cooperative may, by the affirmative vote of not less than two-thirds (2/3) of the members thereof, expel any member who shall have violated or refused to comply with any of the provisions of these Articles of Incorporation or the Bylaws of the Cooperative or any rules or regulations

adopted from time to time by the Board of Directors. Any member so expelled may be reinstated as a member by a vote of the members at any annual or special meeting of the members. The action of the members with respect to any such reinstatement shall be final.

Section 5

Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the Cooperative and upon compliance with such terms and conditions as the Board of Directors may prescribe.

Section 6

- (a) Membership in the Cooperative and a certificate representing the same shall not be transferable, except as hereinafter otherwise provided, and upon the death, cessation of existence, expulsion or withdrawal of a member the membership of such member shall thereupon terminate, and the certificate of membership of such member shall be surrendered forthwith to the Cooperative. In case of termination of membership due to voluntary cessation of utilizing the Cooperative's services, a member shall not be entitled to repayment of his membership fee. In cases of expulsion the Cooperative shall pay an amount equal to the membership fee paid by him, within sixty (60) days thereafter. In cases of death or ineligibility, it shall pay such value to him or his personal representative within two years thereafter, without interest. Interest shall not in any case be paid upon the value of the membership. Any termination of membership for any reason shall not release the member from the debts or liabilities of such member to the Cooperative.
- (b) A membership may be transferred by a member to himself or herself and his or her spouse, as the case may be, jointly upon the written request of such member and compliance by such husband and wife jointly with the provisions of subdivisions (b) and (c) of Section 1 of this article. Such transfer shall be made and recorded on the books of the Cooperative and such joint membership noted on the original certificate representing the membership so transferred.
- (c) When a membership is held jointly by a husband and wife, upon the death of either such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally issued solely to him or her, as the case may be, and the joint membership certificate may be surrendered by the survivor and upon the recording of such death on the books of the Cooperative, the certificate may be reissued to and in the name of such survivor; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Cooperative.

ARTICLE VIII

The first regular meeting of the members of the Cooperative shall be held on the 27th day of

November, 1939, at the hour of 8 p.m. in the city or town in which the principal office of the Cooperative is located, and thereafter regular annual meetings of the members shall be held at such time and place as shall be fixed in the Bylaws.

ARTICLE IX

Section 1

The business and affairs of the Cooperative shall be managed by a board of nine (9) directors, which shall exercise all of the powers of the Cooperative except such as are by law or by these Articles of Incorporation or by the Bylaws conferred upon or reserved to the members.

Section 2

At the first regular meeting to be held on the date specified in Article VIII of these Articles of Incorporation, directors shall be elected by and from the members of the Cooperative to serve until the next succeeding regular annual meeting of the members as fixed in the Bylaws of the Cooperative, or until their successors shall have been elected and shall have qualified. Thereafter, at each annual meeting of the members, directors shall be elected by ballot by and from the members to serve until the next annual meeting of the members, or until their successors shall have been elected and shall have qualified, subject to the provisions of these Articles of Incorporation and the Bylaws with respect to the removal of directors. No member shall be eligible to become or remain a director or to hold any position of trust in the Cooperative who is not a bona fide resident in the area served by the Cooperative, or who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to the Cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative. The Bylaws of the Cooperative may provide additional qualifications not in conflict with law or these Articles of Incorporation. Nothing in this section contained shall, or shall be construed to affect in any manner whatsoever the validity of any action taken at any meeting of the Board of Directors.

Section 3

The Bylaws may provide for a procedure for nominations. In that case a ballot marked "Ballot for Directors" containing the names of all the nominees for the Board of Directors, alphabetically arranged and stating the residence of each, shall be mailed with the notice of the meeting. The secretary shall also mail with the notice of the meeting a statement of the number of directors to be elected. Such statement of the Secretary shall also inform the members of the manner in which they may vote by mail for directors as provided in this section. Any member who is absent from any such meeting may vote by mail for directors by marking on the ballot an "X" opposite the names of the number of candidates equal to the number of directors to be elected and enclosing the ballot in a sealed envelope bearing his and addressed to the secretary. When such ballot so enclosed is received by mail from any absent member, it shall be accepted and counted as a vote for directors by ballot of such absent member at such meeting. If a husband and wife hold a joint

membership and are absent from any such meeting, they may vote by mail for directors by jointly marking and enclosing the ballot hereinabove provided for. Notwithstanding anything in this section contained, failure to comply with any of the provisions of this section shall not affect in any manner whatsoever the validity of any election of directors.

Section 4

Subject to the provisions of these Articles of Incorporation, vacancies occurring in the Board of Directors between annual meetings of the members of the Cooperative shall be filled by a majority vote of the remaining directors, and directors thus selected shall serve until the next annual meeting of the members or until their successors shall have been elected and shall have qualified.

Section 5

Any member may bring charges against an officer or director by filing them in writing with the secretary, together with a petition signed by ten per centum (10%) of the members, requesting the removal of the officer or director in question. The removal shall be voted upon at the next regular or special meeting of the members and any vacancy created by such removal may be filled by the members at such meeting. The director or officer against whom such charges have been brought shall be informed in writing of the charges previous to the meeting and shall have an opportunity at the meeting to be heard in person or by counsel and to present evidence; and the person or persons bringing the charges against him shall have the same opportunity.

Section 6

"No director shall be eligible for re-election to the Board of Directors who has served five (5) or more consecutive three-year terms as a director."

ARTICLE X

Section 1

No dividends shall be paid upon memberships in the Cooperative. Subject to the provisions of any mortgage or deed of trust given or assumed by the Cooperative, the Board of Directors shall, after the expiration of each fiscal year and after paying or making provision for the payment of all obligations and expenses of the Cooperative property chargeable against its revenues and receipts for such fiscal year, apply the unexpended revenues and receipts for such fiscal year as follows:

- (a) to provide a reasonable reserve for maintenance depreciation, obsolescence, bad debts, or contingent losses or expenses;
- (b) at least ten per centum (10%) of the remaining net earnings must be added to surplus until surplus equals either: (1) thirty per centum (30%) of the total of all capital paid in for memberships, plus all unpaid patronage dividends (hereinafter called "patronage refunds"), plus certificates of indebtedness payable upon liquidation, or (2) one thousand dollars

(\$1,000), whichever is greater; no additions shall be made to surplus whenever it exceeds either fifty per centum (50%) of such total, or one thousand dollars (\$1,000), whichever is greater;

- (c) not less than one per centum (1%) nor more than five per centum (5%) of such earnings in excess of reserves may be placed in an educational fund, to be used as the directors deem suitable for teaching or promoting cooperation and the effective use of electricity; and
- (d) all remaining net earnings shall be allocated to a revolving fund and shall be credited to the account of each member ratably in proportion to the business he has done with the Cooperative during such year; such credits are herein referred to as "deferred patronage refunds."

Section 2

The members may, at any meeting, control the amount to be allocated to surplus or educational fund within the limits specified in Section 1 of this Article X.

Section 3

The Directors may use the revolving fund to pay the obligations or add to the capital of the Cooperative. In such event the deferred patronage refunds credited to members shall constitute a charge upon the revolving fund and future additions thereto, and on the corporate assets subordinate

to creditors then or thereafter existing. Deferred patronage refunds for any year shall have priority over those for any subsequent year, except as provided in Article XII of these Articles of Incorporation.

Section 4

The Cooperative may issue certificates for deferred patronage refunds, but such a certificate shall be non-transferable except to a party eligible to, and accepted for, membership who becomes the owner or operator of the real property formerly owned or operated by a member and served by the Cooperative.

Section 5

Credits or certificates referred to in Sections 3 and 4 of this Article X shall not mature until the dissolution or liquidation of the Cooperative, but shall be callable by the Cooperative at any time in the order of priority specified in Section 3 of this Article X.

ARTICLE XI

The Cooperative may not sell, mortgage, lease or otherwise dispose of any of its property other than:

- a) Property which, in the judgement of the Board of Directors, is or will be neither necessary nor useful in operating and maintaining the Cooperative's system, provided, however, that sales of such property shall not in any one year exceed in value ten per centum of the value of all of

- the property of the Cooperative;
- b) Services of all kinds, including electric energy;
 - c) Personal property, acquired for resale, unless such sale, mortgage, lease, or other disposition or encumbrance is authorized at a meeting of the members by the affirmative vote of at least two-thirds (2/3) of the members voting thereon at such meeting in person or by mail, and the notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting, provided, however, that notwithstanding anything herein contained, the Board of Directors, without authorization by the members, shall have full power and authority to borrow money from United States of American or any agency or instrumentality thereof and in connection with such borrowing to authorize the making and issuance of bonds, notes or other evidences of indebtedness and, to secure the payment thereof, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbrancing of any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Cooperative, whether acquired or to be acquired, and wherever situated, all upon such terms and conditions as the Board of Directors shall determine.

ARTICLE XII

Upon dissolution or liquidation, the assets of the Cooperative shall be applied to the payment of liquidation expenses and then to the payment of all obligations of the Cooperative other than patronage refunds or certificates issued therefor. The remainder of such assets shall be distributed in the following order of priority:

- (a) payment of any deferred patronage refund or certificate issued therefor, and if the assets are insufficient to pay all such patronage refunds or certificates issued therefor they shall be prorated to the payment of all such deferred patronage refunds or certificates issued therefor;
- (b) payment to members of the membership fee paid by them; and
- (c) the remaining assets shall be distributed among the members according to law.

ARTICLE XIII

The Board of Directors shall adopt the first set of Bylaws. The Bylaws as adopted may be altered, amended or repealed by the members at any regular or special meeting, provided the notice of any such meeting contains a copy of the proposed alteration, amendment or repeal.

ARTICLE XIV

The Cooperative may amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereinafter prescribed by law.

