

ARTICLES OF INCORPORATION
WYRULEC COMPANY

KNOW ALL MEN BY THESE PRESENTS:

~~That we, F. R. Pearson, L. R. Brewer, R. V. Allen, Emery Bright, and T. J. Lisle, desiring to form a Company, the object of which shall be to aid the industrial, and productive interest of the country but without the purpose of direct gain to the Company, have associated ourselves together under the provision of Article 1, Chapter 28, Wyoming Revised Statutes, 1931, for the purpose of forming such company, and do hereby certify:~~

That we, Dewey Hageman, Jack Preston, Julie Kilty, Kenda Knudsen, and Clay Peterson, the Board of Directors of Wyrulec Company ("Company"), following approval by the members of the Company pursuant to W.S. 17-19-1003(a)(ii), and W.S. 17-19-1006, do hereby Amend and Restate the Company's Articles of Incorporation as follows:

ARTICLE - I

~~The Company shall be, A MUTUAL BENEFIT COOPERATIVE UTILITY, NAMED "WYRULEC COMPANY"~~

The name of the Company is Wyrulec Company. The Company is a mutual benefit corporation and a cooperative utility under the Wyoming Nonprofit Corporation Act, W.S. 17-19-101 et. seq., and the Wyoming Cooperative Utilities Act, W.S. 17-20-101 et. seq.

ARTICLE - II

~~The purposes for which the Company is formed are 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 in order to carry out and accomplish any or all of such purposes the Company is authorized:~~

- a) ~~To construct, erect, purchase, lease or in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange and mortgage plants, buildings, works, machinery, equipment, supplies transmission and distribution lines or systems and any and all other real and personal property;~~
- b) ~~To acquire, own, hold, exercise and to the extent permitted by law, mortgage, pledge,~~

~~hypothecate or in any manner dispose of, franchises, rights, privileges, licenses and easements;~~

- ~~e) ————— To assist its members to wire their premises and to install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character and in connection therewith to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of all kinds and character and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer and otherwise dispose of notes and other evidences of indebtedness and all security therefore;~~
- ~~d) ————— To borrow money and to make and issue bonds, notes, bills of exchange, debentures and other evidences of indebtedness secured and unsecured, for moneys borrowed or in payment for property acquired and to secure the payment of any such notes, bonds, bills of exchange, debentures or other evidences of indebtedness by mortgage or mortgages or deed or deeds of trust upon, or by the pledge of other lien upon any and all of the property of the Company; and~~
- ~~e) ————— To do all such acts and things as may be useful, necessary or convenient for the accomplishment of the purposes in the Article expressed or any of them; provided however, that all the operations and business of the Company shall be on a nonprofit basis and for the use and benefit of its members as such;~~
- ~~f) ————— In addition to the foregoing specific powers and in no wise limitation, thereof, our said Company shall have, use and exercise all the powers proper to exercised by it which are exercised by corporations generally under the laws of Wyoming.~~

The street address of the Company's registered office is 3978 Highway 26 85, Torrington, Wyoming, 82240, and the name of the registered agent is Stanley R. Schilreff.

ARTICLE - III

Section 1 ————— The Corporation is formed without any purpose of direct gain to itself and shall have no capital stock.

Section 2 ————— Any person, firm, corporation or body politic may become a member of the Corporation by:

- ~~a) — Paying the membership fees, which amount is specified in the By laws;~~
- ~~b) — Agreeing to comply with and be bound by the Certificate of Incorporation of the Corporation, the By laws 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 or it has been accepted for membership by the board of directors or the members.~~

~~The By laws may provide for appeal by the applicant to a meeting of the members. No person, firm, corporation or body politic may own more than one (1) membership in this corporation.~~

~~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 3 — Each member shall, as soon as electric energy shall be available, purchase from the Corporation all electric energy purchased for use on the premises referred to in the application of such member for membership, and shall pay thereof at such times and at such rates as determined and fixed, from time to time, by resolution of the board of directors; provided that the electric energy which the Corporation shall furnish to any member may be limited to such an amount as the board of directors shall from time to time determine and that each member shall pay to the Corporation such minimum amounts as shall be fixed by the board of directors from time to time, regardless of the amount of electric energy used. Production or other use of electric energy on such premises, regardless of the source thereof, by means of facilities, may be interconnected with the Corporation's facilities, and shall be subject to the appropriate regulations as shall be fixed from time to time by the Corporation.~~

~~Section 4 — The private property of the members of the Corporation shall be exempt from execution from debts of the Corporation and no member shall be individually liable or responsible for any debts or liabilities of the Corporation.~~

~~Section 5 — The board of directors of the Corporation may, by the affirmative vote of not less than two thirds (2/3rds) of the members thereof, expel any member who shall have violated~~

~~or refused to comply with any of the provisions of the Certificate of Incorporation of the Corporation or the By laws or any rules and 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 6 — Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the Corporation and upon compliance with such terms and conditions as the board of directors may prescribe.~~

~~Section 7 —~~

~~— a) — Membership in the Corporation 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 terminate. Termination of membership in any manner shall operate as a release of all right, title and interest of the member in the property and assets of the Corporation; provided, however, that such termination of membership shall not release the member from the debts and liabilities of such member to the Corporation.~~

~~(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 2 of this article. Such transfer shall be made and recorded on the books of the Corporation.~~

~~(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; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the Corporation.~~

~~Section 8 — Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present all questions shall be decided by the vote of the majority of the~~

~~members voting thereon in person or by proxy, except as otherwise provided by law, the Certificate of Incorporation, or the By laws. If a husband and wife hold a joint membership, they shall be jointly entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members.~~

The Company was formed on October 2, 1936. and the incorporators on that date were:

F. R. Pearson, L. R. Brewer, R. V. Allen, Emery Bright, and T. J. Lisle.

ARTICLE - IV

~~The term of the corporate existence of the Corporation shall be perpetual.~~

The Company will and does have members.

ARTICLE - V

~~The business and affairs of the said corporation shall be under the direction and management of a board of not less than five (5) nor more than nine (9) directors who shall have the exclusive power to make such prudential By laws as they may deem necessary for the governance of the business and affairs of the Corporation and its officers, agents, servants, and employees.~~

Upon dissolution, the Company shall distribute the gains from the sale of any appreciated assets to all persons who were members during the period that the organization owned the assets in proportion to the amount of business done by such members during that period, insofar as is practicable.

ARTICLE - VI

~~The operations of the Corporation shall be carried on in the County of Goshen, in the State of Wyoming, and in such other counties in the State of Wyoming and in the United States, as the board of directors may from time to time decide. The principal office and place of business of the Corporation shall be in the Town of Lingle, in Goshen County, in the State of Wyoming, and the Corporation may maintain offices at such other place or places in the State of Wyoming and in the United States as the board of directors may from time to time decide.~~

The purposes for which the Company is formed are to generate, manufacture, purchase, acquire, and accumulate electric energy for its members, and to transmit, distribute, furnish, and sell such electric energy to its members only, and to engage in all other lawful activities attendant to those purposes and as necessary to fulfill them.

ARTICLE - VII

~~The Certificate of Incorporation shall be altered, amended and repealed by the members only at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal.~~

As a mutual benefit corporation and cooperative electric utility company, the Company is an exempt organization under Section 501(c)(12) of the Internal Revenue Code, as amended, and shall at all times operate so as to qualify for this exemption.

ARTICLE - VIII

~~The By laws may provide and make provisions for the division of the territory served by the Cooperative or Corporation into districts served or to be served by the Cooperative and for the nomination and election of one (1) director from each district.~~

The term of the corporate existence of the Company shall be perpetual.

ARTICLE - IX

The business and affairs of the said corporation shall be under the direction and management of a board of not less than five (5) nor more than nine (9) directors.

ARTICLE - X

The operations of the Company shall be carried on in the County of Goshen, in the State of Wyoming, and in such other counties in the State of Wyoming and in the United States, as the board of directors may from time to time decide.

ARTICLE - XI

These Amended and Restated Articles may be amended and restated in accordance with the laws of the state of Wyoming.

These Amended and Restated Articles of Incorporation were unanimously approved by the board of directors and were adopted on _____ by the members. The number of memberships outstanding and entitled to vote on the amendment were _____. The number of votes casts for and against the amendment were _____.

BY: _____

Dewey Hageman

Jack Preston

Julie Kilty

Kenda Knudsen

Clay Peterson

~~Article III, Section 2: (a); Article IV; Article V; and Article VII—amended February 21, 1978~~
~~Article III, Section 3—amended February 25, 1992.~~
~~Article I—amended February 22, 1994~~

~~Article V and Article VIII—amended March 28, 2006~~