

**BASIN ELECTRIC
POWER COOPERATIVE**

1717 EAST INTERSTATE AVENUE
BISMARCK, NORTH DAKOTA 58503-0564
PHONE: 701-223-0441
FAX: 701-557-5336



November 23, 2011

RECEIVED

NOV 25 2011

PUBLIC SERVICE COMMISSION

Darrell Nitschke
Executive Secretary
North Dakota Public Service Commission
600 East Boulevard Ave, Dept. 408
Bismarck, ND 58505-0480

Re: Williston Tie Project

Dear Mr. Nitschke:

As requested, enclosed please find certified copies of the Certificate of Good Standing and Articles of Incorporation for Basin Electric Power Cooperative.

If you need additional information or have any questions, please feel free to contact me at cjacobson@bepc.com or (701) 557-5413.

Sincerely,

A handwritten signature in black ink, appearing to read "Casey J. Jacobson".

Casey J. Jacobson
Attorney

cjj/ds
enclosures

cc: Cris Miller, Basin Electric w/o enclosures

3 PU-08-113 Filed 11/25/2011 Pages: 92
Corporate papers
Basin Electric Power Cooperative

State of North Dakota

SECRETARY OF STATE



CERTIFICATE OF GOOD STANDING OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that BASIN ELECTRIC POWER COOPERATIVE, a North Dakota COOPERATIVE ASSOCIATION, was incorporated in this office on May 5, 1961 and, according to the records of this office as of this date, has paid all fees due this office as required by North Dakota statutes governing a North Dakota COOPERATIVE ASSOCIATION.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Good Standing to

BASIN ELECTRIC POWER COOPERATIVE

Issued: November 21, 2011

A handwritten signature in cursive script, reading "Alvin A. Jaeger".

Alvin A. Jaeger
Secretary of State

10# 1720400
file# 72192

ARTICLES OF INCORPORATION
OF
BASIN ELECTRIC POWER COOPERATIVE

We whose names are hereunto subscribed, hereby associate ourselves into an incorporated cooperative association under the provisions of Chapters 10-13 and 10-15 of the Code of North Dakota, 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 BASIN ELECTRIC POWER COOPERATIVE.

The principal office of the Cooperative shall be located at Columbus, in Burke County, State of North Dakota.

The name and address of the Agent of the Cooperative upon whom process may be served is Henry Swenson,
Columbus, North Dakota.

ARTICLE II

The purpose or purposes for which the Cooperative is organized are to engage in rural electrification and:

(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 and non-members, 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 easement 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 borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured for monies 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 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:

(e) To make advances and to extend credit to or for the account of its members and to take any form of obligations or security therefor, to acquire, hold, transfer or pledge any note or other obligation,

and to make any contract, endorsement or guaranty deemed desirable incident to the transfer or pledge of any such obligation, note or security; and

(f) 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 Act under which the Cooperative is formed.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers of this Cooperative, and this Cooperative is authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon associations of the character of this Cooperative by the laws of the State of North Dakota, now or hereafter in force.

ARTICLE -III.

The duration of the Cooperative shall be perpetual.

ARTICLE IV.

The property of the members of the Cooperative shall not be subject to the payment of, and no member shall be individually liable for, the corporate debts of the Cooperative.

ARTICLE V.

Section 1. The Cooperative shall have no stock, but membership in the Cooperative shall be evidenced by a Membership Certificate. Membership in the Cooperative shall be of three classes as follows:

a. Class "A" Membership. Any incorporated cooperative association organized under the laws of North Dakota, or under a similar cooperative law in any other State, which limits its membership to similarly organized cooperative associations for the purpose among others of constructing, operating and maintaining in rural areas transmission and distribution lines or systems for the transmission or distribution of electric energy, or which are or shall be engaged in any activity directly or indirectly related to any activity in which the Cooperative is engaged, may become a Class "A" Member. Each Class "A" Member shall, as soon as electric energy becomes available, purchase electric energy from the Cooperative to the extent that it is available and is required to meet its electric requirements in excess of existing generation capacities or contracts for the purchase of electric power and energy. Each Class "A" Member shall pay therefor monthly at rates or on a basis to be determined from time to time in accordance with the bylaws subject to contracts hereafter entered into between the Member and the Cooperative. Each Class "A" Member shall pay to the Cooperative all other amounts per month regardless of the amount of electric energy consumed, as shall be fixed by the Board of Directors from time to time. Each Class "A" Member shall also pay all amounts owed to the Cooperative as and when the same shall become due and payable.

b. Class "B" Membership. Any municipality, body politic or subdivision thereof may become a Class "B" Member. Class "B" Members shall be eligible to contract for temporary firm electric power not required for the foreseeable requirements of Class "A" Members, and for secondary, interchange, economy and dump energy in accordance with contracts to be entered into from time to time and for specific periods, and shall pay therefor in accordance with the contract between such Class "B" Member and the Cooperative.

c. Class "C" Membership. Any person, firm, association or corporation may become a Class "C" Member. Class "C" Members shall be eligible to contract for temporary firm electric power not required for the foreseeable requirements of Class "A" and Class "B" Members, and for secondary, interchange, economy and dump energy in accordance with contracts to be entered into from time to time and for specific periods, and shall pay therefor in accordance with the contract between such Class "C" Member and the Cooperative.

Section 2. Only members holding a Class "A" Membership shall be eligible to vote at any meeting of the Members of the Cooperative, and each such member shall have only one vote. The vote of each corporate member of the Cooperative shall be cast only by its duly authorized representative, evidenced by an instrument in writing, executed by its President and Secretary under its corporate seal, pursuant to a resolution duly adopted by its Board of Directors.

Section 3. The membership fee for each class of membership in the Cooperative shall be as follows:

- a. Class "A" Membership: \$500.00
- b. Class "B" Membership: \$ 50.00
- c. Class "C" Membership: \$ 25.00

The membership fee shall not be refunded upon termination of membership for any reason, except expulsion. No membership certificate in the Cooperative shall be issued for less than the appropriate membership fee, nor until such membership fee has been fully paid for in cash. No dividend shall be paid upon the fee paid for membership in the Cooperative.

Section 4. The undersigned incorporators shall be members in the Cooperative. In addition to the undersigned incorporators, any person, firm, association, corporation or body politic or subdivision thereof, upon payment of the appropriate fee for the membership applied for, may become a member in BASIN ELECTRIC POWER COOPERATIVE by:

- (a) Executing a written application for membership therein;
- (b) Agreeing to purchase electric power and energy from the Cooperative in accordance with Section 1(a) hereof, if the application is for a Class "A" Membership; and
- (c) Agreeing to comply with and be bound by the Articles of Incorporation and By-laws of the Cooperative, and any rules and regulations adopted by the Board of Directors.

PROVIDED, HOWEVER, that no person, firm, association, corporation or body politic or subdivision thereof, except the incorporators of the Cooperative, shall become a member unless and until he or it has been accepted for membership by the Board of Directors or the Members. No member may hold more than one membership in the Cooperative. Membership in the Cooperative shall not be transferable.

Section 5. The Board of Directors of the Cooperative may, by the affirmative vote of not less than two-thirds of the members of the Board of Directors, expel any member of the Cooperative, including the undersigned incorporators hereof, which shall have wilfully violated or refused to comply with any of the provisions of these Articles of Incorporation or the By-laws of the Cooperative or any rules or regulations promulgated by the Board of Directors or which shall have ceased to engage in or carry on in a substantial degree the business which made it eligible for membership in the Cooperative or, in respect of the undersigned incorporators, which shall have ceased to engage in or carry on in a substantial degree the business of

transmitting, distributing and selling electric energy, or which shall have failed to pay any debt or obligation due the Cooperative when the same shall have become due and payable. Any member so expelled who undertakes to comply with all of the provisions of these Articles of Incorporation, the By-Laws, and all rules and regulations promulgated by the Board of Directors may be reinstated as a member by a vote of the members at any annual or special meeting of the members. Except in the instance of fresh violations or refusals to comply with the provisions of these Articles of Incorporation and of the By-Laws and of any rules or regulations promulgated by the Board of Directors, or the substantial cessation of the business which makes a cooperative eligible for membership in the Cooperative, the action of the members with respect to any such reinstatement shall be final.

Section 6. If the corporate existence of a member shall expire, or it shall be dissolved, or it should be expelled from the Cooperative, its membership shall forthwith be cancelled. In case of the expulsion of a member, the Cooperative shall pay it the value of its membership as shown by the books of the Cooperative on the date of cancellation but not more than the original issuing price of such membership. Such payment shall be made within sixty (60) days after such expulsion. Interest shall not, in any case, be paid upon the value of membership determined as hereinabove provided.

Section 7. A member may withdraw from membership upon compliance with such equitable terms and conditions as the Board of Directors may prescribe; provided, however, that no member shall be permitted to withdraw until it has met all its contractual obligations to the Cooperative.

ARTICLE VI.

Section 1. The business and affairs of the Association shall be managed by a Board of not less than seven nor more than fifteen Directors; provided, that the By-Laws may authorize the Board of Directors to appoint an Executive Committee from their own number to exercise such of the powers and functions of the Board as the Board may by resolution prescribe. The Directors shall be chosen from the officers or members of the incorporated cooperative associations which shall be members of the Cooperative, provided that one Director of the Cooperative shall be selected from the officers or members of each member-association so that each member-association shall have one representative on the Board of Directors of the Cooperative. In case of an increase or decrease in the number of Class "A" members in the Cooperative above or below the number specified herein, the Articles of Incorporation of the Cooperative shall be amended by increasing or decreasing, as the case may be, the number of Directors to the end that the Board of Directors shall consist of one Director from each member-association. The Directors of the Cooperative shall be elected by ballot by the member-associations acting by and through their respective authorized representatives.

No person shall be eligible to become or remain a Director or to hold a position of trust in the Cooperative who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to any member of the Cooperative, or to a cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative, or to the members of any corporate member of the Cooperative. The By-Laws 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 2. At the first regular annual meeting of the members of the Cooperative to be held on the date specified in Section 1 of Article VII of these Articles of Incorporation, Directors shall be elected to serve until the next succeeding regular annual meeting of the members of the Cooperative and until their respective successors shall have been elected and qualified. Thereafter Directors shall be elected at each regular annual meeting to hold office until the next regular annual meeting of members, and until their successors shall have been elected and qualified. In the event the Articles of Incorporation of the Cooperative are amended by increasing the number of Directors as hereinbefore provided in Section 1 of this Article VI, then and in that event, the members of the Cooperative shall, upon such amendment becoming effective, elect one additional Director from the officers or members of each additional member of the Cooperative, to hold office until the next succeeding regular annual meeting of the members of the Cooperative, and until their successors shall have been elected and qualified. No person shall continue to be a Director of the Cooperative after the incorporated cooperative association of which such person is an officer or member, shall have ceased to be a member of the Cooperative, or after such person shall have ceased to be an officer or member of the member-association he represents.

Section 3. Subject to the provisions of Section 4 of this Article VI, any vacancy in the Board of Directors shall be filled by a majority vote of the remaining Directors, and the Director thus elected shall be an officer or member of the member-association of which the Director whose place is to be filled was an officer or member, and shall serve until the next regular annual meeting of members of the Cooperative, and until his successor shall have been elected and qualified.

Section 4. Any member may bring charges against a Director by filing them in writing with the Secretary, together with a petition signed by at least three members, requesting the removal of the Director in question. The removal shall be voted upon at the next regular or special meeting of the members. The Director 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. Any vacancy pursuant to this Section 4 may be filled at the same meeting at which such vacancy is created and the Director so elected shall be an officer or member of the member-association of which the person removed as Director was an officer or member, and shall hold office until the next succeeding regular annual meeting of the members of the Cooperative, and until his successor shall have been elected and qualified. In case of failure to fill such vacancy at such meeting, the Board of Directors may fill the vacancy at any subsequent meeting of the Board in the manner and for the term specified in Section 3 of this Article.

ARTICLE VII.

Section 1. The first regular annual meeting of the Members of the Cooperative shall be held on the 15th day of October, 1961. Thereafter, the regular annual meetings of the members shall be held on such date as shall be fixed by the By-Laws.

Section 2. The Directors may call special meetings of members and shall do so upon written demand of three of the members of the Cooperative.

ARTICLE VIII.

Section 1. Subject to the obligations of the Cooperative with respect to moneys borrowed and to the provisions of any mortgage or other security given to secure such obligations, the Directors shall annually dispose of the revenues of the Cooperative as follows:

- (a) Payment of all operating and maintenance expenses.
- (b) Payment of interest on obligations issued or assumed in the performance of the purposes for which the Cooperative is organized.
- (c) Provide reasonable reserves for depreciation, obsolescence, bad debts, contingent losses or expenses, improvement of the generation and transmission system, and new construction to be required by the generation and transmission system of the Cooperative.
- (d) All remaining excess revenues shall be allocated to a revolving fund and shall be credited to the account of each member ratably in proportion to the business done by the member with the Cooperative during such year. Such revenues shall be returned from time to time to the members of the Cooperative in cash, in abatement of current charges for electrical energy, or otherwise as the Board of Directors may determine. The Board of Directors may use the revolving fund to pay the obligations or add to the capital of the Cooperative, and in such event, such credits to the 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.

ARTICLE IX.

Upon dissolution or liquidation, the assets of the Cooperative shall be applied: First, to pay liquidation expenses; Second, to pay obligations of the Cooperative other than the credits to members provided for in Section 1 (d) of Article VIII of these Articles of Incorporation; and the remainder of such assets shall be distributed to the Class "A" Members of the Cooperative in the proportion that the total credits made to each of such Class "A" Members under the provisions of Section 1 (d) of Article VIII of these Articles of Incorporation bears to the total of such credits made to such Class "A" Members during the existence of the Cooperative.

ARTICLE X.

The names and addresses of the Incorporators are as follows:

- Arthur Jones
Britton, S. Dak.
- John Irving
Mount Ayr, Iowa
- Dennis Lindberg
Odebolt, Iowa
- Henry Swenson
Columbus, North Dakota
- O. H. Graygaard
Hawick, Minnesota
- Norman E. Andrew
Jefferson, Iowa
- Oliver G. Rose
Neeland, S. Dak.
- Jacob Nordberg
Jacobson, Minnesota
- C. R. Theisen
Lambert, Montana
- Alfred J. Lien
Platte, S.D.
- Henry Meyerink
Platte, S. D.
- Floyd Rasmussen
Platte, S.D.

Frank Wright
Tuxton, S.D.

Oscar Forstenson
Dawson, Minn.

Eddie H. Inke
Montevideo, Minnesota

Lloyd D. Winbrick
Wheaton, Minnesota

Vernon C. Johnson
Lake Andes, S.D.

Walter H. Lohr
Raymond, S.D.
Ralph Dennis
Canova, S.D.

Ted Anderson
Mitchell, S.D.

Walter Smith
Grand Rapids, Minn.

R.H. St. Cyr
Sidney, Mont.

John J. Hyde
Creston, Iowa

E. J. Dickinson
Lehars, Iowa

R. S. Platte
Columbus, N.D.

Richard Stoltenburg
Watertown, S.D.

Otto Richter
South Shore, S.D.

Harvey Bly
Brandon, S.D.

N. H. VanOrsdel
Marion, S.D.

George H. Hunter
Madison, S.D.

L. H. Jacobson
Rapid City, S.D.

H. A. Pinkerton
Redfield, S.D.

Clarence Johnson
Sturgis, S.D.

Roger F. Johnson
Amarour, S.D.

Austin G. Zander
Watertown, S.D.

Charles E. Jenett
Wibaux, Mont.

Lloyd Aten
Taber, S.D.

Ralph A. Sapp
Lake Preston, S.D.

Mr. Hattie
Sundall, S.D.

Pat Plummer
Baker, Mont.

Roger H. Giles
Lake Preston, S.D.

Wayward Opsahl
Carpenter, S.D.

Harold Mahr
Stanley, N.D.

Lyle Heiott
Timber Lake, S.D.

Leon Birdsall
Berthold, N.D.

Edward R. Riley
Salem, S.D.

Arthur Gabel
Spencer, S.D.

Donald Waugh
Salem, S.D.

O.H. Benjamin, Jr.
Valley City, N.D.

Wm. H. Nisdon
Des Moines, Iowa

Mrs. V. T. Hanlon
Madison, S.D.

Ranson Knutson
Ralph, S.D.

Ted Anderson
Mitchell, S.D.

Otto A. Schneider
McLaughlin, S.D.

Herbert Heber
Hamelton, N.D.

Fritjof Fossum
Claire City, S.D.

C. Peter Eggen
Sisseton, S.D.

Otto Kraff
Cavour, S.D.

Edward E. Wolter
Anoka, Minn.

Ellwood H. Johnson
Minneapolis, Minn.

Albert C. Hauffe
Leola, S.D.

George W. Corong
Linton, N.D.

Robert E. Monahan
DeSmet, S.D.

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Harlan M. Severson
Madison, S.D.

V. T. Hanlon
Madison, S.D.

Elmer Jorgenson
Lenmon, S.D.

Leroy D. Schecher
Eison, S.D.

G. T. Johnson
Shade Hill, S.D.

Alfred Anderson
Eison, S.D.

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ARTICLE XI.

The first Board of Directors shall be composed of eight members. The names and addresses of the incorporators who shall serve as Directors and manage the affairs of the Cooperative until the first meeting of the Members or until their successors are elected and qualified are:

NAME	ADDRESS
Norman H. Andrew	Jefferson, Iowa
Arthur Jones	Britton, South Dakota
Jacob Nordberg	Jacobson, Minnesota
Dennis Lindberg	Cadwell, Iowa
O. W. Gravgaard	Hartel, Minnesota
Oliver G. Rose	Haskell, South Dakota
John Irving	Ht. Ayr, Iowa
Henry Swanson	Columbus, North Dakota

ARTICLE XII.

Section 1. The first By-Laws of the Cooperative shall be adopted by the Board of Directors. Thereafter, the By-Laws of the Cooperative may be amended, altered or repealed by the Members at any regular or special meeting. The notice of the meeting of Members at which such action is taken shall contain notice of the proposed amendment, alteration or repeal.

Section 2. The By-Laws of the Cooperative may define and fix other duties and responsibilities of the Members, and prescribe other terms and conditions upon which Members shall be admitted to and retain membership in the Cooperative, provide for methods of voting, quorum requirements, and any other matters relating to the internal organization and management of the Cooperative: PROVIDED, such provisions shall not be inconsistent with these Articles of Incorporation, or the act under which the Cooperative is organized.

Section 3. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with these Articles of Incorporation or the By-Laws of the Cooperative, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

ARTICLE XIII.

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

- (a) property which, in the judgment of the Board of Directors 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;

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(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, 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 America 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 XIV.

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

INCORPORATORS:

NAME	ADDRESS
Richard Lewis	Burlington S. Dak.
John D. Loring	Wheaton Minn.
Dennis Lindbergh	Oriskany Iowa
Henry D. Loring	Platte Minn.
G. H. Grayson	Harrisburg Minn.
Thomas A. Cochran	Jefferson Iowa
Oliver G. Poir	Wheaton S. Dak.
John Lindbergh	Harrison Minn.
C. P. Schuman	Lambert, Mont.
Henry Meyrick	Platte S. Dak.
Alfred J. Klein	Platte S.D.
Thorvald A. Rasmussen	Platte S. Dak.
Frank Wright	Trenton S. Dak.
Oscar Thomsen	Dunbar Minnesota
Eddie N. Lake	Wheaton Minnesota
Bernard J. Larson	Lake Arthur S. Dak.
Clayton D. Zumbach	Wheaton Minnesota
John H. Beckwith	Harrison S. Dak.
Ralph Dennis	Canova S. Dakota
Walter M. Lake	Raymond S. Dak.

INCORPORATORS:

NAME	ADDRESS
Walter Smith	Wood River, Minn
R. M. St. Cyr	Sidney, Montana
John G. Steyer	Creston, Iowa
E. J. Dickerson	Le Mars, Iowa
R. J. Potts	Columbus, No. Dak
Otto Richter	South Shore S.D.
Richard St. John	Watertown S.D.
W. H. Van Orsdel	Mission S.D.
Harvey Bly	Brandon So. Dak
L. H. Jacobson	Rapid City, So Dak
George M. Hunter	Waggoner, S.D.
Charles D. Hines	Sturgis S. Dak
W. H. Pundt	Redfield S. Dak.
Arthur H. Rand	Watertown, S. Dak
Frank A. Johnson	Arrowsmith S.D.
Frank Peterson	Tabor, S. Dak.
Charles E. West	Wibaux Montana
Wm. Rank	Leadville S. Dak
Robert W. Smith	Lake Preston S. Dak
Prigent W. Giles	Lake Preston S. Dak

INCORPORATORS:

NAME

ADDRESS

Otto A Schneider	McLaughlin So Dak
Otto Kraft	Caroux S.D.
Fritz Larson	Clare City S.D.
Herbert Weber	Wagstaff N. Dak
Le Peter Eggan	Sisseton S. Dak
Walter Krause	Tesla So. Dak.
Edmond H. Johnson	Minneapolis, Minnesota
Edward H. Miller	Arkham, Minnesota
George M. Canning	Tinton 4. Dak
Harlan M. Severson	MADISON, S. D.
Robert E. Markman	De Smet, S. D.
V. T. Hanson	Madison, S. Dak
Henry D. Scherer	Bison, S. Dak
Elmer Joergensen	Leominster, S. Dak.
Robert Anderson	Bison So. Dak.
H. J. Johnson	Shade Hill So Dak

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ACKNOWLEDGMENT.

STATE OF NORTH DAKOTA)
) SS:
COUNTY OF BURLEIGH)

BE IT REMEMBERED, That on this 5th day of May, A.D., 1961, before me, the undersigned, a Notary Public in and for Burleigh County, North Dakota, personally appeared Arthur Jones, John Irving, Dennis Lindberg, Henry Stenson, O. N. Gravgard, Norman H. Andrew, Oliver G. Rose, Jacob Nordberg, C. R. Tholson, Alfred J. Lion, Henry Keyorink, Floyd Rasmussen, Frank Wright, Oscar Forstenson, Eddie H. Lake, Loyd D. Zimbrick, Vernon C. Johnson, Walter M. Lohr, Ralph Dennis, Ted Anderson, Walter Smith, R. W. St. Cyr, John J. Hyde, E. J. Dickinson, R. S. Platte, Richard Stoltenburg, Otto Richter, Harvey Bly, W. H. Van Orsdel, George H. Hunter, L. N. Jacobson, H. A. Pinkerton, Clarence Johnson, Roger F. Johnson, Austin G. Zander, Charles E. Jewett, Loyd Aten, Ralph A. Sapp, Wm. Raabe, Pat Plummer, Roger W. Giles, Maynard Opsahl, Harold Nahr, Lyle Herriott, Leon Birdsall, Bernard R. Riley, Arthur Gabel, Donald Maugh, O. N. Benjamin, Jr., Wm. H. Wisdom, Mrs. V. T. Hanlon, Ranson Knutson, Ted Anderson, Otto A. Schneider, Herbert Weber, Fritjof Fossum, C. Peter Eggen, Otto Kraff, Edward E. Wolter, Ellwood H. Johnson, Albert C. Hauffe, George W. Cornog, Robert E. Monkman, Harlan H. Severson, J. T. Hanlon, Elmer Jorgenson, Leroy D. Schecher, G. T. Johnson, and Alfred Anderson, to me personally known to be the identical persons who signed and executed the foregoing instrument, and they did each acknowledge to me that they signed and executed the same as their voluntary act and deed.

WITNESS My hand and seal at Bismarck, North Dakota, this 5th day of May, A.D., 1961.

Margaret Kronick
MARGARET KRONICK
NOTARY PUBLIC IN AND FOR
BURLEIGH COUNTY, STATE OF NORTH DAKOTA.

(NOTARIAL SEAL.)

My Commission Expires
October 22, 1963.

Certificate No 17611

STATE OF NORTH DAKOTA)
Department of State)
Filed for record the *57th*
day of *May* 19*61*
Bruce McNeil
SECRETARY OF STATE

DEPUTE

Rec'd 16.00

Certificate No. 12611

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State of North Dakota

CERTIFICATE OF INCORPORATION OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation to

BASIN ELECTRIC POWER COOPERATIVE

and attaches hereto a duplicate original of the Articles of Incorporation.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this FIFTH day of MAY A. D., 19 61

SEAL

BEN MEIER
Secretary of State.

By _____
Deputy.

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AMENDMENT TO ARTICLES OF INCORPORATION OF
BASIN ELECTRIC POWER COOPERATIVE

KNOW ALL MEN BY THESE PRESENTS:

That at the special annual meeting of the members of Basin Electric Power Cooperative, a cooperative corporation duly organized under the laws of the State of North Dakota, held on the 1st day of November, 1961, 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 all of the members of the Cooperative were present, the following Amendment to the Articles of Incorporation was adopted by the vote of the members as herein-after certified with said Amendment:

"RESOLVED, that Article V, Section 1, Paragraph A of the Articles of Incorporation of the Cooperative be amended by deleting from lines 11 to 15, inclusive, the words:

'Purchase electric energy from the Cooperative to the extent that it is available and is required to meet its electric requirements in excess of existing generation capacities or contracts for the purchase of electric power and energy."

and the following words substituted therefor:

'Purchase from the Cooperative such electric power and/or energy required by the member, as it shall contract for."

Members voting AYE: 6

Members voting NAY: 0

NUMBER OF MEMBERS

That on said 1st day of November, 1961, the Corporation consisted of six members, paid up and in good standing.

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

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necessary or by law required, to execute, complete and carry into effect the above Amendment to the Articles of Incorporation of said Corporation.

CERTIFICATE

We, Arthur Jones and Dennis Lindberg, Chairman and Secretary respectively of said meeting of the members held on the 1st day of November, A.D., 1961, do hereby certify the above to be a true and correct statement of the proceedings of the said meeting of the members of said corporation held as aforesaid.

Arthur Jones
Chairman
Dennis Lindberg
Secretary

EXECUTION

In conformity with the above resolution and pursuant to the authority therein granted, we, Arthur Jones and Dennis Lindberg, the President and Secretary, respectively, of said Corporation, have executed this instrument and do hereby certify that we have signed, executed and acknowledged the same for and on behalf of said corporation this 1st day of November, A.D., 1961.

Arthur Jones
President
Dennis Lindberg
Secretary

(CORPORATE SEAL)

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[Handwritten signature]

ACKNOWLEDGEMENT

STATE OF MINNESOTA }
COUNTY OF HENNEPIN } SS:

BE IT REMEMBERED, that on this 12 day of December, A.D. 1961, before me, a Notary Public in and for Hennepin County, Minnesota, personally appeared Arthur Jones and Dennis Lindberg, being to me personally known, who being by me duly sworn, did say that they are the president and Secretary, respectively, of Basin Electric Power Cooperative; that the foregoing instrument was signed and executed by them on behalf of said Corporation by authority of its members; and that they acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it voluntarily executed and by them voluntarily executed for and on behalf of said Corporation.

Robert Olson

NOTARY PUBLIC IN AND FOR
HENNEPIN COUNTY, MINNESOTA
ROBERT O. OLSON
Notary Public, Hennepin County, Minn.
My Commission Expires April 10, 1963.

(NOTARIAL SEAL)

My Commission expires
April 10, 1963

Certificate No. 1105
OF NORTH DAKOTA }
Department of State }
I hereby record this 69
day of February 1962
Ben Miller
SECRETARY OF STATE

Feb 12 1962

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No. 1105



CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE

Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE -

GENERAL AMENDMENT

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, SIXTH day of FEBRUARY 1962

SEAL

BEN MEIER
Secretary of State

File No. 7219 C

DUPLICATE

By _____
Deputy

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AMENDMENTS TO ARTICLES OF INCORPORATION OF
BASIN ELECTRIC POWER COOPERATIVE

KNOW ALL MEN BY THESE PRESENTS:

That at a special meeting of the members of Basin Electric Power Cooperative, a cooperative corporation duly organized under the laws of the State of North Dakota, held at the Leamington Hotel, Minneapolis, Minnesota, on the 12th day of April, 1962, after notice thereof had been duly given to all of the members of the Cooperative, which said notice stated that the following Amendments 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 Amendments to the Articles of Incorporation were adopted by the vote of the members as hereinafter certified with said Amendments:

AMENDMENT NO. 1

"RESOLVED, that Article V, Sections 1, as amended, 2, 3 and 4, of the Articles of Incorporation of the Cooperative be amended by striking said Sections 1, as amended, 2, 3 and 4, and substituting the following in lieu thereof:

'Section 1. The Cooperative shall have no stock, but membership in the Cooperative shall be evidenced by a membership certificate. Membership in the Cooperative shall be of two classes as follows:

a. Class "A" Membership. Any incorporated cooperative association organized under the laws of North Dakota, or under a cooperative law in any other State, for the purpose, among other things, of constructing, operating and maintaining electric transmission and distribution lines or systems may become a Class "A" Member, and shall contract to purchase electric service from the Cooperative's 200 Megawatt generating unit as soon as and to the extent that electric service becomes available and is needed to meet such Member's electric requirements in excess of such Member's existing generation capacities or contracts for the purchase of electric service. Class "A" Members may also purchase any other class of electric service, if available.

Each Class "A" Member shall pay for such power and/or energy monthly at rates or on a basis to be determined from time to time in accordance with the By-Laws, subject to contracts hereinafter entered into between the Cooperative and the Member. Each Class "A" Member shall pay to the Cooperative all other amounts per month, regardless of the amount of electric energy consumed, as

shall be fixed by the Board of Directors from time to time. Each Class "A" Member shall also pay all amounts owed to the Cooperative as and when the same shall become due and payable.

b. Class "B" Membership. Any municipality, body politic or subdivision thereof, any Government Agency, and any incorporated cooperative association organized under the laws of North Dakota or under a cooperative law in any other state for the purpose among other things of constructing, operating and maintaining electric transmission and distribution lines or systems, may become a Class "B" Member, and shall contract for such electric service as the Cooperative may have available for sale and not required for the foreseeable requirements of Class "A" Members.

Section 2. Each Member holding a Class "A" or Class "B" Membership shall be eligible to vote at any annual meeting of Members of the Cooperative, and each such member shall be entitled to only one vote. The vote of each corporate member of the Cooperative shall be cast only by its duly authorized representative, evidence by an instrument in writing, executed by its President and Secretary under its corporate seal, pursuant to a resolution duly adopted by its Board of Directors or other governing body. The vote of any Government Agency having no governing board or body shall be cast by its duly authorized representative, evidenced by an instrument in writing, executed by its chief executive.

Section 3. The membership fee for each class of membership in the Cooperative shall be as follows:

- a. Class "A" Membership: \$500.00
- b. Class "B" Membership: 50.00

The membership fee shall not be refunded upon termination of membership for any reason, except expulsion. No membership certificate in the Cooperative shall be issued for less than the appropriate membership fee, nor until such membership fee has been fully paid for in cash. No dividend shall be paid upon the fee paid for membership in the Cooperative.

Section 4. The undersigned incorporators shall be members in the Cooperative only until the acceptance of applications for Class "A" or Class "B" Members. Any party eligible for a class of membership as provided for in Section 1 of this Article V of these Articles of Incorporation, upon payment of the appropriate fee for the class of membership applied for, may become a member in Basin Electric Power Cooperative by:

- a. Executing a written application for the class of membership therein applied for;
- b. Agreeing to purchase electric service from the Cooperative in accordance with the provisions of these Articles of Incorporation for the class of membership applied for; and

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c. Agreeing to comply with and be bound by the Articles of Incorporation and By-Laws of the Cooperative, and any rules and regulations adopted by the Board of Directors.

PROVIDED, HOWEVER, that no municipality, body politic or subdivision thereof, Government Agency, or incorporated cooperative association, except the incorporators of the Cooperative, shall become a member unless and until it has been accepted for membership by the Board of Directors or the Members. No Member may hold more than one membership in the Cooperative. Membership in the Cooperative shall not be transferable.

It is expressly understood that amounts paid for electric service in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided for in the By-Laws."

AMENDMENT NO. 2

"RESOLVED, that Article VI, Sections 1 and 2 of the Articles of Incorporation of the Cooperative be amended by striking said Sections 1 and 2 and substituting the following in lieu thereof:

'Section 1. The business and affairs of the Cooperative shall be managed by a Board of not less than five nor more than fifteen Directors; provided that the By-Laws may authorize the Board of Directors to appoint an executive committee from their own number to exercise such of the powers and functions of the Board as the Board may by Resolution prescribe. The Directors shall be chosen from the officers or members of the incorporated cooperative associations which shall be members of the Cooperative.

No person shall be eligible to become or remain a Director or to hold a position of trust in the Cooperative who is in any way employed by or financially interested in a competing enterprise or a business selling electric energy or supplies to any member of the Cooperative, or to a cooperative, or a business primarily engaged in selling electrical or plumbing appliances, fixtures or supplies to the members of the Cooperative, or to the members of any corporate member of the Cooperative. The By-Laws of the Association 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 2. At the first regular annual meeting of the Members of the Association to be held on the date specified in Section 1 of Article VII of these Articles of Incorporation, Directors shall be elected to serve until the next succeeding Annual Meeting of the Members of the Association and until their respective successors shall have been elected and shall have qualified. Thereafter, Directors shall be elected by Districts as may be provided for in the By-Laws and reported to each regular Annual Meeting, to hold office until the next Annual Meeting of Members, and until their successors shall have been elected and shall have qualified. In the event the Articles of Incorporation of the Cooperative are amended by increasing the number of Directors as hereinbefore provided in Section 1 of this Article VI, then and in that event the number of Districts as shall be provided for in

the By-Laws shall be increased to provide the same number of Districts as is provided for the number of Directors. No person shall continue to be a Director of the Cooperative after the Member of which such person is an officer or member shall have ceased to be a Member of this Cooperative, or after such person shall have ceased to be a member or officer of the Member he represents."

AMENDMENT NO. 3

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

"This Cooperative is not organized for profit, and shall have no capital stock. Interest shall not be paid on the membership fee paid by the Member. It is expressly understood that amounts paid for electric service in excess of the cost of service are furnished by the Members as capital, and each Member shall be credited with the capital so furnished as provided for in the By-Laws."

AMENDMENT NO. 4

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

"Upon dissolution or liquidation, the assets of the Cooperative shall be applied first to pay liquidation expenses; second to pay obligations of the Cooperative other than credits to Members provided for in Article VIII of these Articles of Incorporation; and the remainder of such assets shall be distributed to the Members and former Members of the Cooperative in the proportion that the aggregate patronage of each Member bears to the total patronage of all such Members during the existence of the Cooperative, unless otherwise provided by law."

AMENDMENT NO. 5

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

"The Cooperative may sell, mortgage, convey, transfer or otherwise dispose of its assets as authorized by law."

AMENDMENT NO. 1	Members voting AYE:	<u>7</u>
	Members voting NAY:	<u>0</u>
AMENDMENT NO. 2	Members voting AYE:	<u>7</u>
	Members voting NAY:	<u>0</u>
AMENDMENT NO. 3	Members voting AYE:	<u>7</u>
	Members voting NAY:	<u>0</u>
AMENDMENT NO. 4	Members voting AYE:	<u>7</u>
	Members voting NAY:	<u>0</u>
AMENDMENT NO. 5	Members voting AYE:	<u>7</u>
	Members voting NAY:	<u>0</u>

NUMBER OF MEMBERS

That on said 12th day of April, 1962, the Corporation consisted of 8 members, paid up and in good standing.

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 Amendments to the Articles of Incorporation of said Corporation.

CERTIFICATE

We, Arthur Jones and Dennis Lindberg, Chairman and Secretary respectively of said meeting of the members held on the 12th day of April, A.D., 1962, do hereby certify the above to be a true and correct statement of the proceedings of the said meeting of the members of said corporation held as aforesaid.

Arthur Jones
Chairman

Dennis Lindberg
Secretary

EXECUTION

In conformity with the above resolution and pursuant to the authority therein granted, we, Arthur Jones and Dennis Lindberg, the President and Secretary, respectively, of said Corporation, have executed this instrument and do hereby certify that we have signed, executed and acknowledged the same for and on behalf of the said corporation this 12th day of April, A.D., 1962.

Arthur Jones
President

Dennis Lindberg
Secretary

(CORPORATE SEAL)

ACKNOWLEDGEMENT

STATE OF North Dakota
COUNTY OF Burleigh

SS:

BE IT REMEMBERED, that on this 17th day of May, A.D., 1962, before me, a Notary Public in and for said county and State, personally appeared Arthur Jones, being to me personally known; who being by me duly sworn, did say that he is the President of Basin Electric Power Cooperative of Columbus, North Dakota; that the foregoing instrument was signed and executed by him on behalf of said Corporation by authority of its members; and that he acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it voluntarily executed, and by him voluntarily executed for and on behalf of said Corporation.

Emeline Crotty
NOTARY PUBLIC IN AND FOR
SAID COUNTY AND STATE

(NOTARIAL SEAL)

My Commission expires

EMELINE CROTTY
Notary Public, BURLEIGH CO., N. DAK.
My commission expires MARCH 3, 1963

ACKNOWLEDGEMENT

STATE OF Iowa
COUNTY OF Iowa

SS:

BE IT REMEMBERED, that on this 5 day of May, A.D., 1962, before me, a Notary Public in and for said county and State, personally appeared Dennis Lindberg, being to me personally known, who being by me duly sworn, did say that he is the Secretary of Basin Electric Power Cooperative of Columbus, North Dakota; that the foregoing instrument was signed and executed by him on behalf of said Corporation by authority of its members; and that he acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it voluntarily executed, and by him voluntarily executed for and on behalf of said Corporation.

Robt. E. Simpson
NOTARY PUBLIC IN AND FOR
SAID COUNTY AND STATE

(NOTARIAL SEAL)

My Commission expires

July 4, 1963

No 1147



CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE - GENERAL AMENDMENT

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TWENTY-FIFTH day of May 1962

SEAL

BEN MEIER

Secretary of State

File No. 7219 c

By

Deputy

DUPLICATE

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AMENDMENTS TO ARTICLES OF INCORPORATION OF
BASIN ELECTRIC POWER COOPERATIVE

KNOW ALL MEN BY THESE PRESENTS:

That at a special meeting of the members of Basin Electric Power Cooperative, a cooperative corporation duly organized under the laws of the State of North Dakota, held at the Grand Pacific Hotel, Bismarck, North Dakota, on the 17th day of May, 1962, after notice thereof had been duly given to all of the members of the Cooperative, which said notice stated that the following Amendments 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 Amendments to the Articles of Incorporation were adopted by the vote of the members as hereinafter certified with said Amendments:

AMENDMENT NO. 1

ARTICLE VIII of the Articles of Incorporation as amended of Basin Electric Power Cooperative is hereby deleted, and the following inserted in lieu thereof:

ARTICLE VIII.

This Cooperative is not organized for profit, and shall have no capital stock. Interest shall not be paid on the membership fee paid by the member.

AMENDMENT NO. 2

ARTICLE IX of the Articles of Incorporation as amended of Basin Electric Power Cooperative is hereby deleted, and the following inserted in lieu thereof:

ARTICLE IX.

Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, (b) all capital furnished through patronage shall have been retired as provided in the By-Laws, and (c) all membership fees shall have been repaid, the remaining property and assets of the Cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each member bears to the total patronage of all such members, unless otherwise provided by law.

AMENDMENT NO. 1 Members voting AYE: 6
 Members voting NAY: 0

AMENDMENT NO. 2 Members voting AYE: 6
 Members voting NAY: 0

NUMBER OF MEMBERS

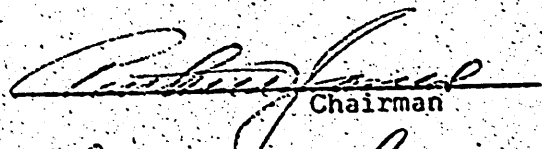
That on said 17th day of May, 1962, the Corporation consisted of 8 members, paid up and in good standing.

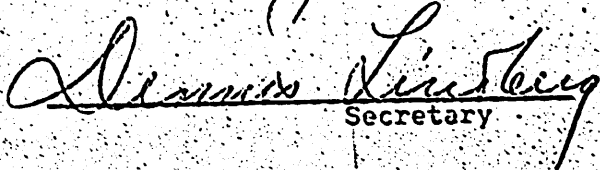
AUTHORIZATION TO EXECUTE

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 Amendments to the Articles of Incorporation of said Corporation.

CERTIFICATE

We, Arthur Jones and Dennis Lindberg, Chairman and Secretary respectively of said meeting of the members held on the 17th day of May, A.D., 1962, do hereby certify the above to be a true and correct statement of the proceedings of the said meeting of the members of said corporation held as aforesaid.


 Chairman


 Secretary

EXECUTION

In conformity with the above resolution and pursuant to the authority therein granted, we, Arthur Jones and Dennis Lindberg, the President and Secretary, respectively, of said Corporation, have executed this instrument and do hereby certify that we have signed, executed and acknowledged the same for and on behalf of the said corporation this 17th day of May, A.D., 1962.

[Signature]
President
[Signature]
Secretary

(CORPORATE SEAL)

ACKNOWLEDGMENT

STATE OF NORTH DAKOTA }
COUNTY OF BURLEIGH: }

SS: _____

BE IT REMEMBERED, that on this 17th day of May, A.D., 1962, before me, a Notary Public in and for said county and State, personally appeared Arthur Jones and Dennis Lindberg, being to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively, of Basin Electric Power Cooperative of Columbus, North Dakota; that the foregoing instrument was signed and executed by them on behalf of said Corporation by authority of its members; and that they acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it voluntarily executed, and by them voluntarily executed for and on behalf of said Corporation.

[Signature]
Notary Public in and for said
(NOTARIAL SEAL) STATE OF NORTH DAKOTA County and State
Department of State

My commission expires on the _____ day of _____, 1962.

[Signature]
1962
BASIN ELECTRIC COOPERATIVE
COLUMBUS, NORTH DAKOTA

No 1152



CERTIFICATE OF AMENDMENT

OF

RASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

RASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of RASIN ELECTRIC POWER COOPERATIVE

GENERAL AMENDMENT

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, FIFTH day of JUNE 1962

SEAL

BEN MEIER
Secretary of State

File No. 7219 C

DUPLICATE

By _____
Deputy

AMENDMENT TO ARTICLES OF INCORPORATION OF
BASIN ELECTRIC POWER COOPERATIVE

KNOW ALL MEN BY THESE PRESENTS:

That at the special meeting of the members of Basin Electric Power Cooperative, a cooperative corporation duly organized under the laws of the State of North Dakota, held at the Small Conference Room, Provident Life Building, Bismarck, North Dakota, on the 15th day of August, 1962, after notice thereof had been duly given to all of the members of the Cooperative, which said notice stated that the following Amendments 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 Amendments to the Articles of Incorporation were adopted by the vote of the members as hereinafter certified with said Amendment:

AMENDMENT NO. 1.

RESOLVED, that the first paragraph of Article V, Section 1, of the Articles of Incorporation be amended by striking the word "two" between the words "of" and "classes" in the second sentence thereof and substituting in lieu thereof the word "three".

Members voting AYE: 7

Members voting NAY: 0

AMENDMENT NO. 2

RESOLVED, that said Article V, Section 1 of the Articles of Incorporation be further amended by adding a new subparagraph "c" as follows:

"c. Class "C" Membership. Any incorporated cooperative association organized under the laws of North Dakota, or under a cooperative law in any other State, for the purpose, among other things, of constructing, operating and maintaining electric transmission and distribution lines or systems and which is a member of a cooperative association holding a Class "A" Membership in Basin Electric Power Cooperative and contracts for a portion of its electric power and/or energy from said Class "A" Member may become a Class "C" Member."

Members voting AYE: 7

Members voting NAY: 0

AMENDMENT NO. 3

RESOLVED, that Article V, Section 2 of the Articles of Incorporation be amended by striking the words: "a Class 'A' or Class 'B'" in the first line thereof and by inserting in lieu therefor the words: "any Class of".

Members Voting AYE: 7
Members Voting NAY: 0

AMENDMENT NO. 4

RESOLVED, that Article V, Section 3 of the Articles of Incorporation be amended by adding the fee for a Class "C" Membership in the schedule of membership fees as follows:

"c. Class "C" Membership: \$100.00".

Members voting AYE: 7
Members voting NAY: 0

AMENDMENT NO. 5

RESOLVED, that Article V, Section 4 of the Articles of Incorporation be amended by striking from the first sentence thereof the words: "Class 'A' or Class 'B'", and by inserting in lieu therefor the words: "Class 'A', Class 'B' or Class 'C'".

Members voting AYE: 7
Members voting NAY: 0

AMENDMENT NO. 6

RESOLVED, that Article I of the Articles of Incorporation be amended by striking the last two paragraphs thereof and inserting in lieu therefor the following:

"The principal office of the Cooperative shall be located at Bismarck, in Burleigh County, State of North Dakota.

The name and address of the Agent of the Cooperative upon whom process may be served is James L. Grahl, Bismarck, North Dakota."

Members voting AYE: 7
Members voting NAY: 0

NUMBER OF MEMBERS

That on said 15th day of August, 1962, the Corporation consisted of TEN members, paid up and in good standing.

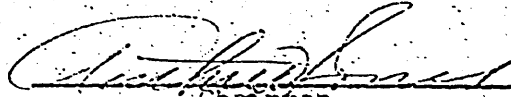
AUTHORIZATION TO EXECUTE

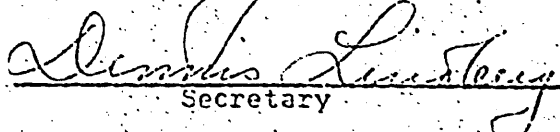
Upon motion duly made, seconded and unanimously carried, the President and Secretary of the Corporation were duly authorized to sign, execute, acknowledge, file, record and do all things which are necessary or by law required, to execute, complete and carry into effect the above Amendment to the Articles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

CERTIFICATE

We, ARTHUR JONES AND DENNIS LINDBERG,

Chairman and Secretary respectively of said meeting of the members held on the 15th day of August, A.D., 1962, do hereby certify the above to be a true and correct statement of the proceedings of the said meeting of the members of said corporation held as aforesaid.

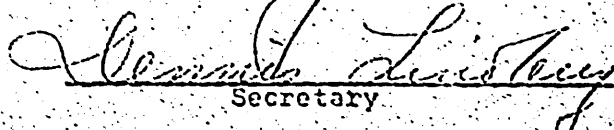

Chairman


Secretary

EXECUTION

In conformity with the above resolution and pursuant to the authority therein granted, we ARTHUR JONES AND DENNIS LINDBERG, the President and Secretary, respectively, of said Corporation, have executed this instrument and do hereby certify that we have signed, executed and acknowledged the same for and on behalf of said corporation this 15th day of August, A.D., 1962.


President


Secretary

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STATE OF NORTH DAKOTA }
COUNTY OF BURLEIGH } SS:

BE IT REMEMBERED, that on the 15th day of August, A.D., 1962, before me, a Notary Public in and for Burleigh County, North Dakota, personally appeared ARTHUR JONES AND DENNIS LINDSEY being to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively of Basin Electric Power Cooperative of Bismarck, North Dakota; that the foregoing instrument was signed and executed by them on behalf of said Corporation by authority of its members; and that they acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it voluntarily executed, and by them voluntarily executed for and on behalf of said Corporation.

Marjorie Mack

NOTARY PUBLIC IN AND FOR
BURLEIGH COUNTY, NORTH DAKOTA

MARJORIE MACK
Notary Public, BURLEIGH CO., N. DAK.
My Commission expires July 15, 1966

(NOTARIAL SEAL)
My Commission expires

Certificate No. 1183
STATE OF NORTH DAKOTA }
Department of State }
Filed for record this 31st
day of August 1962
B. Smith
SECRETARY OF STATE

DEPUTY

J. P. ...

No. 1188



State of North Dakota

CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE - GENERAL AMENDMENT AND

CHANGE OF ADDRESS TO: BISMARCK

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, THIRTY-FIRST day of AUGUST, 1962

SEAL

BEN MEIER
Secretary of State

File No. 7219 C

DUPLICATE

By _____
Deputy

AMENDMENT TO ARTICLES OF INCORPORATION OF
BASIN ELECTRIC POWER COOPERATIVE

KNOW ALL MEN BY THESE PRESENTS:

That at the annual meeting of the members of Basin Electric Power Cooperative, a cooperative corporation duly organized under the laws of the State of North Dakota, held at the Hall of the Four Seasons in the Grand Pacific Hotel, Bismarck, North Dakota, on the 17th day of November, 1964, after notice thereof had been duly given to all of the members of the Cooperative, which said notice stated that the following Amendments 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 Amendments to the Articles of Incorporation were adopted by the vote of the members as hereinafter certified with said Amendment:

AMENDMENT NO. 1.

RESOLVED, that Article V, Section 1, sub-paragraph a. of the Articles of Incorporation of the Cooperative be amended by inserting after the words and figures "200 Megawatt unit" in the first sentence thereof, the words, "or subsequent unit or units."

Members voting AYE: 66

Members voting NAY: 0

AMENDMENT NO. 2.

RESOLVED, that Article V, Section 2 of the Articles of Incorporation of the Cooperative be amended by striking the first sentence thereof, and substituting the following:

"Each member holding any Class of Membership shall be eligible to vote at any annual or special meeting of the Members of the Cooperative, and each such member shall be entitled to only one vote; except that a member holding a Class "B" membership shall not be entitled to vote unless at the time of any such meeting of members, it shall have, during that calendar year, been receiving some type of electric service from the Cooperative."

Members voting AYE: 66

Members voting NAY: 0

NUMBER OF MEMBERS

That on said 17th day of November, 1964, the Corporation consisted of 91 members, paid up and in good standing.

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.

CERTIFICATE

We, Arthur Jones and Dennis Lindberg, Chairman and Secretary respectively of said meeting of the members held on the 17th day of November, A.D., 1964, do hereby certify the above to be a true and correct statement of the proceedings of the said meeting of the members of the said corporation held as aforesaid.

Arthur Jones
Chairman - Arthur Jones

Dennis Lindberg
Secretary - Dennis Lindberg

EXECUTION

In conformity with the above resolution and pursuant to the authority therein granted, we, Arthur Jones and Dennis Lindberg, the President and Secretary, respectively, of said Corporation, have executed this instrument and do hereby certify that we have signed, executed and acknowledged the same for and on behalf of said corporation this 17th day of November, A.D., 1964.

Arthur Jones
President - Arthur Jones

Dennis Lindberg
Secretary - Dennis Lindberg

STATE OF NORTH DAKOTA }
COUNTY OF BURLEIGH } SS:

BE IT REMEMBERED, that on the 17th day of November, A.D., 1964, before me, a Notary Public in and for Burleigh County, North Dakota, personally appeared Arthur Jones and Dennis Lindberg heirs to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively of Basin Electric Power Cooperative of Bismarck, North Dakota; that the foregoing instrument was signed and executed by them on behalf of said Corporation by authority of its members; and that they acknowledged the execution of said instrument to be the voluntary act and deed of said Corporation, by it voluntarily executed, and by them voluntarily executed for and on behalf of said Corporation.

Arnold E. Ketterling
NOTARY PUBLIC IN AND FOR
BURLEIGH COUNTY, NORTH DAKOTA

ARNOLD E. KETTERLING
Notary Public, BURTON COUNTY, N. Dak.
My Commission Expires June 25, 1967.

(NOTARIAL SEAL)

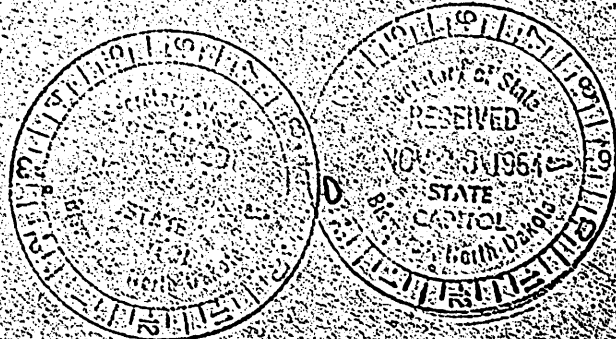
My Commission expires

June 25, 1967

Certificate No. 1062
STATE OF NORTH DAKOTA }
Department of State } SS:

Filed for record the 27th
day of November 1964
Ben Meier
SECRETARY OF STATE

D. J. ...
DEPUTY



Certificate No. 1662

1662
41
2



State of North Dakota

CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed the Great Seal of the State of North Dakota at the Capitol in the City of Bismarck, TWENTY-SEVENTH day of NOVEMBER 1964

SEAL

EST. FIER
Secretary of State

File No. 7219-C
DUPLICATE

By _____
Deputy

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BASIN ELECTRIC POWER COOPERATIVE

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 14 19 74, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

See Attached Amendments.

ARTICLE 3. The total number of members of the cooperative association are 147

ARTICLE 4. The number of members voted for such amendment was _____; and the number of members voted against such amendment was _____. See Attached.

DATED March 14 19 75

BASIN ELECTRIC POWER COOPERATIVE
Name of Association

By Dennis Lindberg
President or Vice President
and Dennis Lindberg
Secretary or Assistant Secretary

Dennis Lindberg being first duly sworn says that he is the Secretary and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

Dennis Lindberg
Verifying Officer

Subscribed and sworn to before me this 14th day of March 19 75

Michael J. [Signature]
Notary Public

State of North Dakota

My Commission expires December 19 19 80

Fee \$12.00
Certificate No. 4420
Filing Date April 1 1975
[Signature]
Secretary of State



By _____ Deputy

43
24
ELECTRIC POWER COOPERATIVE
DISHBACH, NORTH DAKOTA

ANNUAL MEETING OF MEMBERS
NOVEMBER 14, 1974

AMENDMENTS TO ARTICLES OF INCORPORATION

AMENDMENT NO. 1 to amend Article VI, Section 1, last sentence to read as follows:

"The Directors shall be chosen from the officers and directors of the incorporated cooperative associations which shall be members of the Cooperative."

Aye - 58; Nay - None.

AMENDMENT NO. 2 to amend Article VI, Section 2, last sentence to read as follows:

"No person shall continue to be a Director of the Cooperative after the Member of which such person is an officer or director shall have ceased to be a Member of the Cooperative, or after such person shall have ceased to be an officer or director of the Member he represents."

Aye - 56; Nay - None.

AMENDMENT NO. 3 to amend Article VI, Section 3 to read as follows:

"Subject to the provisions of Section 4 of this Article VI, any vacancy in the Board of Directors shall be filled by a majority vote of the remaining Directors, and the Director thus elected shall be an officer or director of the member-association of which the Director whose place is to be filled was an officer or director, and shall serve until the next regular annual meeting of Members of the Cooperative, and until his successor shall have been elected and qualified."

Aye - 56; Nay - None.

AMENDMENT NO. 4 to amend Article VI, Section 4, fourth sentence to read as follows:

"Any vacancy pursuant to this Section 4 may be filled at the same meeting at which such vacancy is created and the Director so elected shall be an officer or director of the member-association of which the person removed as Director was an officer or director, and shall hold office until the next succeeding regular annual meeting of the Members of the Cooperative, and until his successor shall have been elected and qualified."

Aye - 58; Nay - None

Certificate No. 4420

44
272



CERTIFICATE OF AMENDMENT
OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE General Amendment

and attaches hereto a duplicate original of the Articles of Amendment.

GREAT SEAL

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 21 day of April A.D., 1975.

/s/ Ben Meier
BEN MEIER Secretary of State.

File No. 7219 C
DUPLICATE

By _____, Deputy.

45
9/8

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

BASIN ELECTRIC POWER COOPERATIVE, INC.

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric
Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 13, 1975, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

Amend the last sentence of the first paragraph of Section 1, Article VI of the Articles of Incorporation of the Cooperative to read as follows:

"The Directors shall be chosen from the officers and Directors of the incorporated cooperative associations which shall be Class A Members of the Cooperative."

ARTICLE 3. The total number of members of the cooperative association are 150

ARTICLE 4. The number of members voted for such amendment was 53; and the number of members voted against such amendment was 0

DATED February 24, 1976

BASIN ELECTRIC POWER COOPERATIVE
Name of Association

By [Signature]
President or Vice President
and [Signature]
Secretary or Assistant Secretary

Dennis Lindberg being first duly sworn says that he is the Secretary and

that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

[Signature]
Verifying Officer

Subscribed and sworn to before me this 12th day of March, 1976

[Signature]
Notary Public

State of North Dakota

My Commission expires December 19, 1980

Fee \$20.00
Certificate No. 11727
Filing Date March 19, 1976
[Signature]
Secretary of State

By _____
Deputy

Certificate No. 4728

46
J.G.



DEPARTMENT OF STATE



State of North Dakota

CERTIFICATE OF AMENDMENT OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE
General amendment of Section 1, Article VI - Directors

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 19th day of March, A.D., 1976.

GREAT SEAL

/s/ Ben Heiser
BSN 4515R Secretary of State.

File No. 7219C

DUPLICATE

By _____, Deputy.

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ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BASIN ELECTRIC POWER COOPERATIVE

Pursuant to the provisions of Chapter 10-13 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 5, 1976, in the manner prescribed by Chapter 10-13, North Dakota Century Code, as amended:

See Attached Amendments.

ARTICLE 3. The total number of members of the cooperative association are 156

ARTICLE 4. The number of members voted for such amendment was _____; and the number of members voted against such amendment was See Attached Amendments.

DATED December 17, 1976.

BASIN ELECTRIC POWER COOPERATIVE
Name of Association

By C. R. Thissen
President or Vice President
and Dennis Lindberg
Secretary or Assistant Secretary

Dennis Lindberg being first duly sworn says that he is the Secretary and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

Dennis Lindberg
Verifying Officer

Subscribed and sworn to before me this 17th day of December, 1976.

Dennis Lindberg
Notary Public

State of North Dakota

My Commission expires August 13, 1979

Fee \$20.00
Certificate No. 5061
Issuing Date 12-22, 1976
Dennis Lindberg
Secretary of State
by [Signature]
Deputy

RECEIVED
DEC 23 1976
SECRETARY OF STATE

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BASIN ELECTRIC POWER COOPERATIVE
BISMARCK, NORTH DAKOTA

ANNUAL MEETING OF MEMBERS
NOVEMBER 5, 1976

- I. Amend Article V of the Articles of Incorporation, Section 1 by the addition, after subparagraph c, of a new subparagraph d which provides as follows:

"d. Class "D" Membership. Any person, corporation, partnership, association or other entity organized under the laws of the state of North Dakota or any other state, doing business within the geographical area served by the Cooperative, and which is not eligible for admission as a Class "A", Class "B" or Class "C" Member of the Cooperative."

Aye - 54; Nay - None

- II. Amend Article V of the Articles of Incorporation, Section 2, the first sentence, to read as follows:

"Section 2. Each Member holding any Class of Membership shall be eligible to vote at any annual or special meeting of the Members of the Cooperative, and each such Member shall be entitled to only one vote; except that a Member holding a Class "B" Membership shall not be entitled to vote unless at the time of any such meeting of Members, it shall have, during that calendar year, been receiving some type of electric service from the Cooperative; and a member holding a Class "D" Membership shall not be entitled to vote unless at the time of any such meeting of Members, it shall during the one year period next preceding such meeting, have purchased not less than five hundred thousand megawatt hours of electrical energy generated by the Cooperative."

Aye - 52; Nay - None

49
-23

III. Amend Article V of the Articles of Incorporation, Section 3, the first sentence, to read as follows:

"Section 3. The membership fee for each class of membership in the Cooperative shall be as follows:

- a. Class "A" Membership: \$500.00
- b. Class "B" Membership: 50.00
- c. Class "C" Membership: 100.00
- d. Class "D" Membership: 100.00"

Aye - 52; Nay - None

IV. Amend Article V of the Articles of Incorporation, Section 4 by deleting the last paragraph thereof and inserting, in lieu thereof, the following:

"The Board of Directors shall, from time to time establish classes of service provided by the Cooperative to the Members based upon the type of contract entered into and the relationship of revenue received under such contracts to the cost of providing the service for which the member has contracted."

"It is expressly understood that for the class or classes of service for members who, under their power supply contracts, provide amounts in excess of the cost of service, the amounts paid for electric service in excess of the cost of service are furnished by such Members as capital and each such Member shall be credited with the capital so furnished as provided for in the Bylaws."

Aye - 50; Nay - None

- V. Amend Article VI of the Articles of Incorporation, Section 1, by adding the following at the end of the first paragraph:

"The Directors so chosen shall serve for a period of two years as provided in the By-laws and for so long as they shall, with the exception of District 9, be Directors of Class A Members of the Cooperative, unless sooner removed from office. The Director from District 9 shall be a Director of a District 9 Member, and may remain a Director for so long as the Director shall be a director of the District 9 Member."

Aye - 49; Nay - None

- VI. Amend Article VI of the Articles of Incorporation, Section 2, deleting the first two sentences and inserting, in lieu thereof, the following:

"Section 2. Directors shall be elected to for two year terms and until their respective successors shall have been elected and shall have qualified, in the manner provided in the Bylaws."

Aye - 51; Nay - None

- VII. Amend Article VI of the Articles of Incorporation, Section 3 to read as follows:

"Section 3. In the event a vacancy shall occur on the Board of Directors at any time more than ninety days prior to the expiration of the term of the Director whose office is vacated, the Association shall, within 30 days after such vacancy shall occur, notify each Member of the Association which is a member of the District that a vacancy exists in the office of Director for that District. No later

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than 30 days after the date of such notice, the Members of the Association which are members of said District shall convene in caucus at such time and place as shall be agreeable to no less than sixty percent of those Members. Sixty percent of the Members located in said District, present by delegate and eligible to vote shall constitute a quorum for the conduct of business at said caucus. The first order of business at said caucus shall be the election of a Chairman and a Recording Secretary. The caucus shall then elect a nominee to fill the unexpired term of the Director for that District. The Recording Secretary of the Association shall certify said nominee to the Association. If the nominee of the District caucus shall meet the other qualifications provided in the Articles of Incorporation and Bylaws of the Association for the office of Director of the Association, the remaining members of the Board of Directors of the Association shall appoint said nominee to fill the unexpired term of the Director for that District, and until his successor shall have been elected and qualified.

In the event a vacancy shall occur in the Board of Directors at any time less than ninety days prior to the expiration of the term of office of Director for that District, the vacancy shall be filled by the vote of the Members of the District in the manner otherwise provided for biennial election of Directors."

Aye - 51; Nay - None

VIII. Amend Article VI of the Articles of Incorporation, Section 4, to read as follows:

"Section 4. Any member may bring charges against a Director by filing them in writing with the Secretary, together with a petition signed by at least three Members, requesting the removal of the Director in question. The removal shall be voted upon at the next regular or special meeting of the Members. The Director 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. Any vacancy pursuant to this Section 4 may be filled in the manner prescribed in Section 3 of Article VI of these Articles of Incorporation."

Aye 50; Nay - None

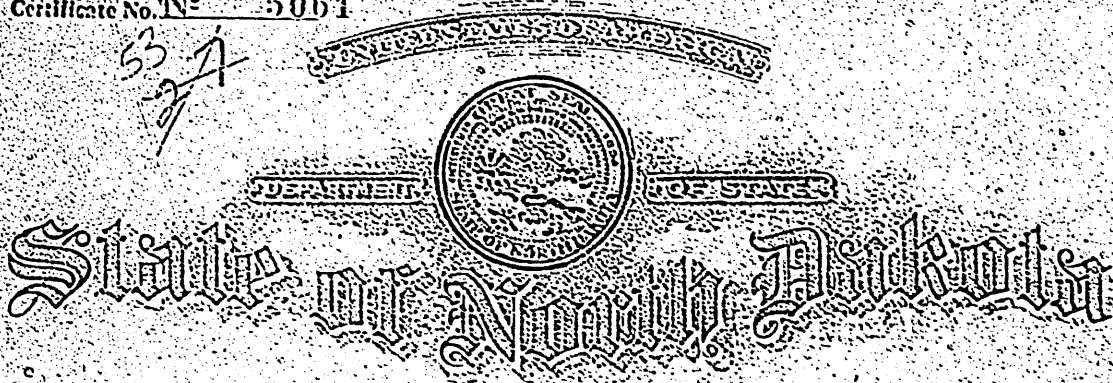
IX. Amend Article V of the Articles of Incorporation, Section 1, second sentence to read:

"Membership in the Cooperative shall be of four classes as follows:"

Aye 54; Nay - None

Certificate No. N^o 5061

53
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CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota Cooperative Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of Basin Electric Power Cooperative General Amendment

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 28th day of December A.D., 19 76.

Secretary of State.

BEN WEIER

File No. 7219 C

DUPLICATE

By _____, Deputy.

SA
JA

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
BASIN ELECTRIC POWER COOPERATIVE

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 18, 19 77, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

See Attached Amendments.

ARTICLE 3. The total number of members of the cooperative association are 156

ARTICLE 4. The number of members voted for such amendment was 33; and the number of members voted against such amendment was 0

DATED December 15, 19 77

BASIN ELECTRIC POWER COOPERATIVE
Name of Association

By [Signature]
President or Vice President

and [Signature]
Secretary or Assistant Secretary

Dennis Lindberg being first duly sworn says that he is the Secretary and that he has read the foregoing application and knows the contents thereof and verily believes the statements made therein to be true.

[Signature]
Verifying Officer

Subscribed and sworn to before me this 15th day of December, 19 77

[Signature]
Notary Public

State of North Dakota

My Commission expires 4-1-1983

GENEIS GRUNWEIER
NOTARY PUBLIC - JUDICIAL CO. ND
BY COMMISSION EXPIRES APRIL 1, 1983

Fee \$20.00

Certificate No. 5496

Filing Date Feb 2, 19 78

[Signature]
Secretary of State

[Signature]
Deputy

55
7/8

BASIN ELECTRIC POWER COOPERATIVE
BISMARCK, NORTH DAKOTA

ANNUAL MEETING OF MEMBERS
NOVEMBER 18, 1977

- I. Amend Article V of the Articles of Incorporation,
Section 6, to read as follows:

Section 6. If (i) the corporate existence of any Member shall expire or such Member shall be dissolved; (ii) any Member shall voluntarily withdraw from membership in the Association, or (iii) any Member should be expelled from the Association, the membership of such Member shall forthwith be cancelled. In any such case, the Association shall pay to such Member the value of its membership as shown by the books of the Association on the date of such cancellation, but in no event shall such payment exceed the amount of the original issuing price of such membership. Such payment shall be made within sixty (60) days after the date of such cancellation. Interest shall not, in any case, be paid upon the value of any such membership determined as hereinabove provided.

Aye - 33; Nay - 0

- II. Amend Article V of the Articles of Incorporation,
Section 7, to read as follows:

Section 7. Subject to the provisions of Section 6 of this Article V, a Member may withdraw from membership upon compliance with such equitable terms and conditions as the Board of Directors may prescribe; provided, however, that no Member shall be permitted to withdraw until it has met all its contractual obligations to the Cooperative.

Aye - 33; Nay - 0

- 56
IX
III. Amend Article IX of the Articles of Incorporation,
to read as follows:

ARTICLE IX

Upon dissolution, after (a) all debts and liabilities of the Cooperative shall have been paid, (b) all capital furnished through patronage shall have been retired as provided in the Bylaws, and (c) all membership fees shall have been repaid, the remaining property and assets of the Association shall be distributed among those Members which are Members on the date of dissolution in the proportion which the aggregate patronage of each such Member bears to the total patronage of all such Members, unless otherwise provided by law. Members of the Association which (i) shall have withdrawn from membership, (ii) shall have been expelled from the Association, or (iii) shall have been dissolved or whose corporate existence shall have expired, shall be deemed to have forfeited all interest in the Association on and as of the date of withdrawal, expulsion or dissolution and shall not be entitled to any distribution upon dissolution of the Association.

Aye - 33; Nay - 0

Certificate No. N^o 5496



CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota Business Cooperative Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of Basin Electric Power Cooperative, general amendment.

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 2nd day of February A.D. 1978.

Great Seal

BEN MEIER Secretary of State.

File No. 7219C

DUPLICATE

By _____, Deputy.

556

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

RECORDED
JAN 25 1981
SECRETARY OF STATE

Basin Electric Power Cooperative

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, as amended, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 21, 1980, in the manner prescribed by Chapter 10-15, North Dakota Century Code, as amended:

See Attached Amendments

ARTICLE 3. The total number of members of the cooperative association are 158

ARTICLE 4. The number of members voted for such amendment was _____; and the number of members voted against such amendment was See Attachment

DATED January 14, 1981

Basin Electric Power Cooperative
Name of Association

By [Signature]
President or Vice President

and [Signature]
Secretary or Assistant Secretary

Michael J. Winman being first duly sworn says that he is the General Counsel and that he has read the foregoing application and knows the contents thereof; and verily believes the statements made therein to be true.

[Signature]
General Counsel Verifying Officer

Subscribed and sworn to before me this 14th day of January, 1981

[Signature]
Notary Public

State of North Dakota

My Commission expires 7-24-84, 1981

Fee \$20.00
Certificate No. 66616
Filing Date 2-25-81
[Signature]
Secretary of State
By [Signature]
Deputy

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BASIN ELECTRIC POWER COOPERATIVE
BISMARCK, NORTH DAKOTA

ANNUAL MEETING OF MEMBERS
NOVEMBER 20-21, 1980

- I. Amend the first sentence of the Articles of Incorporation of the Cooperative to read as follows:

We, whose names are hereunto subscribed, hereby associate ourselves into an incorporated cooperative association under the provisions of Chapter 10-13 and 10-15 of the North Dakota Century Code, assuming all of the powers, rights and privileges granted to, and all of the duties and obligations imposed upon, incorporated cooperative association by said Chapter, and for such purposes do adopt the following Articles of Incorporation:

Aye - 80 Nay - None

- II. Amend subsection a of Section 1 of Article V to read as follows:

a. Class "A" Membership. Any incorporated cooperative association organized under the laws of North Dakota, or under a cooperative law in any other state, for the purpose, among other things, of constructing, operating and maintaining electric transmission and distribution lines or systems may become a Class "A" Member, and shall contract to purchase electric service from the Cooperative's generating units as soon as and to the extent that electric service becomes available and is needed to meet such Members electric requirements in excess of such Member's existing generation capacities or contracts for the purchase of electric service, or the obligations to purchase power from others pursuant to federal or state statute. Class "A" Members may also purchase any other class of electric service, if available.

5/27/60

Each Class "A" Member shall pay for such power and/or energy monthly at rates or on a basis to be determined from time to time in accordance with the Bylaws, subject to contracts hereinafter entered into between the Cooperative and the Member. Each Class "A" Member shall pay to the Cooperative all other amounts per month, regardless of the amount of electric energy consumed, as shall be fixed by the Board of Directors from time to time. Each Class "A" Member shall also pay all amounts owed to the Cooperative as and when the same shall become due and payable.

Aye - 80

Nay - None

III. Amend subsection d of Section 1 of Article V to read as follows:

3. Class "D" Membership. Any person, corporation, partnership, association or other entity organized under the laws of the State of North Dakota or any other state, doing business within the geographical area served by the Cooperative, which is not eligible for admission as a Class "A", Class "B" or Class "C" Member of the Cooperative, and which contracts to purchase all or a portion of its power requirements from the Cooperative. o

Aye - 80

Nay - None

IV. Amend Article XIII of the Articles of Incorporation to read as follows:

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

(a) property which, in the judgment of the Board of Directors 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 five per centum of the value of all of the property of the Cooperative;

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(b) services of all kinds,
including electric energy; and

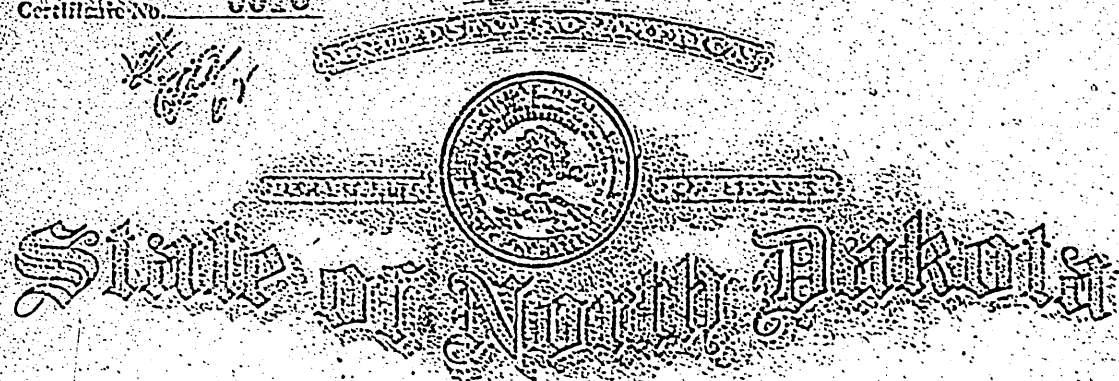
(c) personal property acquired for
resale;

unless such sale, lease or other disposition is authorized at a meeting of the members by the affirmative vote of at least two-thirds (2/3) of the entire membership which is eligible to vote at such meeting in person, and 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 Directors, without authorization by the Members, shall have full power and authority to borrow money 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 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.

Aye - 80

Nay - None

Certificate No. 6616



CERTIFICATE OF AMENDMENT

OF

BRIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BRIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota

COOPERATIVE

Corporation Act, have been received in this office and

are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

GENERAL AMENDMENT

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at

the Capitol in the City of Bismarck, this 25th

day of February A.D., 1921.

BEN MEIER

Secretary of State.

File No. 7219 C

DUPLICATE

By _____, Deputy.



ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 9, 19 84, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

(SEE ATTACHMENT)

ARTICLE 3. The total number of members of the cooperative association is 164

ARTICLE 4. The number of members voted for such amendment was _____; and the number of members voted against such amendment was _____.

Dated November 9, 19 84.

Basin Electric Power Cooperative
(Name of Association)
By [Signature]
(President or Vice President)
and [Signature]
(Secretary or Assistant Secretary)

VERIFICATION

Michael J. Hinman, being first duly sworn says that he is the
(Name of one of the officers signing above)
Assistant Secretary and that he has read the foregoing application and knows
(Title)
the contents thereof, and verily believes the statements made therein to be true.

[Signature]
(Verification officer signature)

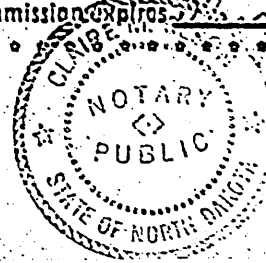
Subscribed and sworn to before me this 9th day of November, 19 84.

[Signature]
(Notary Public)

Notary Seal

My Commission expires March 5, 1988.

Certificate No. 3770
Filing Date Nov 9 1984
[Signature] By [Signature]
Secretary of State



8170

Amend the first paragraph of Article VI, Section 1 of the Articles of Incorporation to read as follows:

Section 1. The business and affairs of the Cooperative shall be managed by a Board of not less than five (5) nor more than fifteen (15) Directors; provided that the Bylaws may authorize the Board of Directors to appoint an executive committee from their own number to exercise such of the powers and functions of the Board as the Board may by resolution prescribe. Except with respect to District No. 9, the Directors shall be chosen from persons who are directors of both a Class "A" and a Class "C" Member of the Cooperative. The Directors so chosen shall serve for a period of three (3) years as provided in the Bylaws and for so long as they shall, with the exception of District 9, be Directors of Class "A" and Class "C" Members of the Cooperative, unless sooner removed from office. The Director from District 9 shall be a director of a District 9 Member, and may remain a Director for so long as the director shall be a Director of the District 9 Member. The foregoing provision of this Section 1 which requires that a Director be a director of a Class "C" Member shall apply to all persons nominated and elected for the first time to the Board of Directors following the 1984 Annual Meeting of the Cooperative.

The number of members voted for such amendment was 53; and the number of members voted against such amendment was 26.

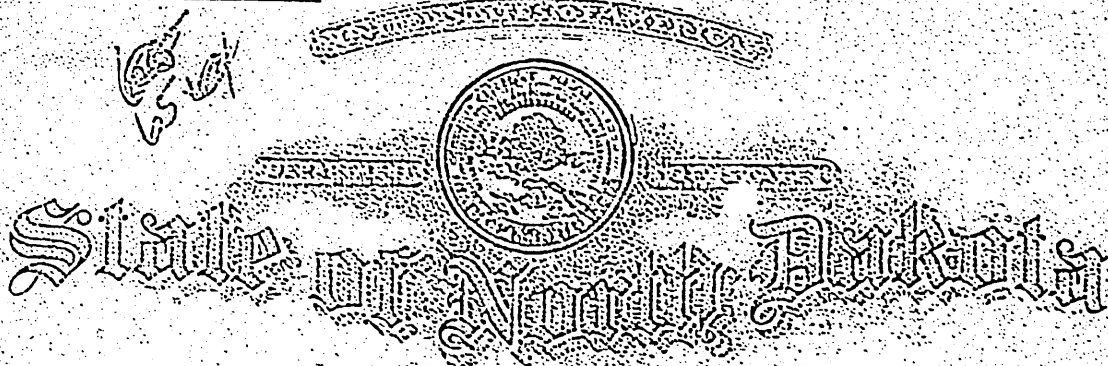
Amend Article VI, Section 2 of the Articles of Incorporation to read as follows:

Section 2. Directors shall be elected for three (3) year terms and until their respective successors shall have been elected and shall have qualified, in the manner provided in the Bylaws. In the event the Articles of Incorporation of the Cooperative are amended by increasing the number of Directors as hereinbefore provided in Section 1 of this Article VI, then and in that event the number of Districts as shall be provided for in the Bylaws shall be increased to provide the same number of Districts as is provided for the number of Directors. No person shall continue to be a Director of the Cooperative after the Member of which such person is a director shall have ceased to be a Member of the Cooperative, or after such person shall have ceased to be a Director of the Member he represents.

The number of members voted for such amendment was 53; and the number of members voted against such amendment was 26.

8170
Meeting Date Nov. 9, 1984
John Miller
(Secretary of State)
(By Deputy)

Certificate No. 8170



CERTIFICATE OF AMENDMENT

OF

BASIN ELECTRIC POWER COOPERATIVE

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE

duly signed and verified pursuant to the provisions of the North Dakota COOPERATIVE ASSOCIATION Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of BASIN ELECTRIC POWER COOPERATIVE

Amend Section 1. and Section 2.

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 9th day of November A.D., 1934.

Ben Huter Secretary of State.

File No. 7219-C

DUPLICATE

By _____, Deputy.

7214-C
Domestic and Foreign Business Corporations - Fee \$10.00
Domestic and Foreign Nonprofit Corporations - Fee \$5.00

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT, OR BOTH

To the Secretary of State
State of North Dakota

Pursuant to the provisions of Sections 10-19-10 or 10-22-09 of the North Dakota Business Corporation Act, or 10-24-09 or 10-27-09 of the North Dakota Nonprofit Corporation Act, the undersigned corporation, organized under the laws of the State of North Dakota or authorized to do business in the State of North Dakota, submits the following statement for the purpose of changing its registered office or its registered agent, or both, in the State of North Dakota:

1. The name of the corporation is Basin Electric Power Cooperative
2. The present address of record of the registered office is: 1717 East Interstate Avenue,
Bismarck, North Dakota 58501
3. The address of the new registered office is: 1717 East Interstate Avenue, Bismarck,
North Dakota 58501
(Complete street address required. A post office box number may be added.)
4. The present name of record as registered agent: James L. Grahl
5. The name of successor registered agent is Robert L. McPhail
6. The address of its registered office and the address of the business office of its registered agent as changed will be identical.
7. Such change was authorized by resolution duly adopted by its board of directors.

The undersigned has read the foregoing and knows the contents thereof and verily believes the statements made therein to be true.

Dated: August 15, 1985

Quentin Lunde
(Signature of President or Vice President)

Filing Date: Aug 23, 1985

Gene Miller By *Gene Miller*
Secretary of State

RECEIVED
AUG 27 1985

STATEMENT OF CONSENT TO SERVE AS REGISTERED AGENT

To the Secretary of State
State of North Dakota

File No. 7219-C

To be filed by Domestic and Foreign Business Corporations.
File duplicate originals - (Two copies, both bearing original signatures.)
Filing fee - \$10.00

Complete this section if the registered agent is an individual.

I, Robert L. McPhail, hereby accept the appointment to serve
(Print legibly or type)
in the capacity of registered agent for the corporation known as Basin Electric Power Cooperative
1717 East Interstate Avenue, Bismarck, North Dakota 58501
(Exact corporate name)

August 15, 19 85
(Month, Day, & Year)

Robert L. McPhail
(Signature of registered agent)

Complete this section if the registered agent is a corporation.

I, _____, being the _____ of _____
(Print legibly or type) (Title) (Exact corporate name)
hereby accept on behalf of _____
(Exact corporate name), the appointment to serve in the
capacity of registered agent for the corporation known as _____
(Exact corporate name)

_____, 19 _____
(Month, Day, & Year)

(Exact corporate name of corporation acting as agent)

By _____
(Signature of corporate officer)
(Title)

This filing is pursuant to Sec. 10-19.1-15, Sec. 10-22-06, and Sec. 10-22-00, N.D.C.C.

Filing Date: Aug. 23, 19 85

By [Signature]

Receipt No. 34993-E

SPN 7973

RECEIVED
AUG 27 1985

North Dakota Cooperative Association
SUBMIT DUPLICATE ORIGINALS

Fr 525.00
20.00

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

7219-C

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 21, 19 86, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

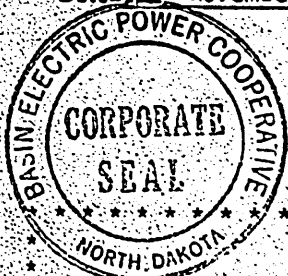
Amend Article IV of the Articles of Incorporation to read as follows:

The property of the Members of the Cooperative shall not be subject to the payment of the corporate debts of the Cooperative, and no Member shall be individually liable for the corporate debts of the Cooperative except as may otherwise be agreed.

ARTICLE 3. The total number of members of the cooperative association is 164

ARTICLE 4. The number of members voted for such amendment was _____; and the number of members voted against such amendment was _____

Dated November 21, 19 86



Basin Electric Power Cooperative
(Name of Association)

By Quentin Loudon
(President or Vice President)
and Michael J. Hirman
(Secretary or Assistant Secretary)

VERIFICATION

Michael J. Hirman, being first duly sworn says that he is the

Assistant Secretary and that he has read the foregoing application and knows

the contents thereof, and verily believes the statements made therein to be true.



Michael J. Hirman
(Verification officer signature)

Subscribed and sworn to before me this 21st day of November, 19 86

Judy J. Willman
(Notary Public)

My Commission expires March 1, 19 91

Certificate No. 8570
Filing Date Nov 21 19 86
Michael J. Hirman By Michael J. Hirman
Secretary of State

Certificate No. 370



CERTIFICATE OF AMENDMENT
OF

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

BASTIN ELECTRIC POWER COOPERATIVE
duly revised and verified pursuant to the provisions of the North Dakota
generative Corporation Act, have been received in this office and
are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

BASTIN ELECTRIC POWER COOPERATIVE
generative

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this 21st day of _____ A.D., 1926.

Ben Meier Secretary of State

By _____ Deputy

File No. 7219-c

DUPLICATE

North Dakota Cooperative Association
SUBMIT DUPLICATE ORIGINALS

NOV. 25 10 55 AM '87
Fees \$20.00
\$25.00

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

7219-C

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

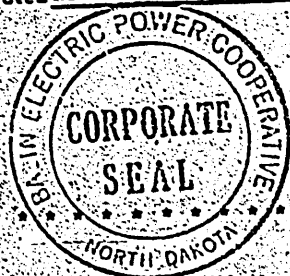
ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on November 20, 1987, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

SEE ATTACHED SHEET

ARTICLE 3. The total number of members of the cooperative association is 165.

ARTICLE 4. The number of members voted for such amendment was _____; and the number of members voted against such amendment was _____.

Dated November 20, 1987.



Basin Electric Power Cooperative
(Name of Association)
By [Signature]
(President or Vice President)
and [Signature]
(Secretary or Assistant Secretary)

VERIFICATION

Michael J. Hinman, being first duly sworn says that he is the Assistant Secretary and that he has read the foregoing application and knows the contents thereof, and verily believes the statements made therein to be true.

[Signature]
(Verification officer's signature)

Subscribed and sworn to before me this 20th day of November, 1987.

JUDY J. WILLMAN
Notary Public, Burleigh Co., ND
My Commission Expires March 1, 1991
Notary Seal

[Signature]
(Notary Public)
My Commission expires March 1, 1991.

Certificate No: 8657
Filing Date Nov 20 1987
By [Signature]
Secretary of State

ATTACHMENT

7219-C

Amendment No. 1

Amend the third paragraph of Article I of the Articles of Incorporation to read as follows:

The name and address of the Agent of the Cooperative upon whom process may be served is Robert L. McPhail, Bismarck, North Dakota.

77 Yes - 0 Nay

Amendment No. 2

Amend the introductory language of Article II of the Articles of Incorporation to read as follows:

The purpose or purposes for which the Cooperative is organized are to engage in rural electrification such other businesses as may be approved by resolution of the Membership adopted at any annual or special meeting of the Members and:

76 Yes - 1 Nay

Amendment No. 3

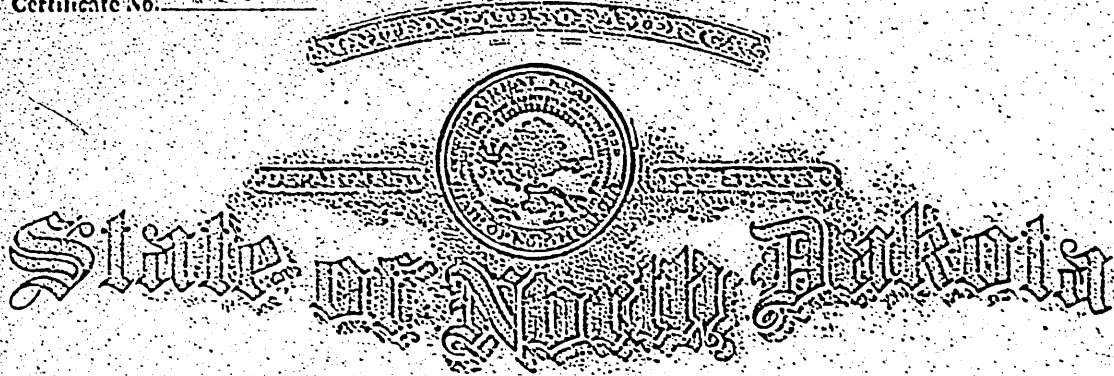
Amend Article II of the Articles of Incorporation by inserting a new paragraph b. which reads as follows:

(b) To form one or more subsidiary business organizations to provide such other services as may be permitted by law for the benefit of the Cooperative, its Members or Non-Members;

and re-letter the current paragraph (b) and all following paragraphs.

77 Yes - 0 Nay

Certificate No. 3857



State of North Dakota

CERTIFICATE OF AMENDMENT OF

_____ BASIN ELECTRIC POWER COOPERATIVE _____

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of _____

_____ BASIN ELECTRIC POWER COOPERATIVE _____

duly signed and verified pursuant to the provisions of the North Dakota _____

_____ COOPERATIVE _____ Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of _____

_____ BASIN ELECTRIC POWER COOPERATIVE _____

and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State at the Capitol in the City of Bismarck, this _____ day of _____ A.D., 19__.

Secretary of State.

By _____, Deputy.

File No. 7210-c _____

DUPLICATE

434 774

5

RESTATED

FD# 1,720,400 Coop
file# 7219

Nov 20 95 3 47 PM

ARTICLES OF INCORPORATION

OF

BASIN ELECTRIC POWER COOPERATIVE

The following Articles of Incorporation restate and supersede the Articles of Incorporation of Basin Electric Power Cooperative adopted May 5, 1961, and all amendments thereto.

ARTICLE I

The name of the Cooperative shall be **BASIN ELECTRIC POWER COOPERATIVE**.

The Cooperative is organized under Chapters 10-13 and 10-15 of the North Dakota Century Code.

The principal office of the Cooperative shall be located at Bismarck, in Burleigh County, State of North Dakota.

The name and address of the Agent of the Cooperative upon whom process may be served is Robert L. McPhail, Bismarck, North Dakota.

ARTICLE II

The purpose or purposes for which the Cooperative is organized are to engage in rural electrification and such other businesses as may be approved by resolution of the Membership adopted at any annual or special meeting of the Members and:

- 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 and Non-Members, 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 form one or more subsidiary business organizations to provide such other services as may be permitted by law for the benefit of the Cooperative, its Members or Non-Members;
- c. 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;

- d. 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;
- 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 payments of such bonds, notes or other evidences of indebtedness by 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 make advances and to extend credit to or for the account of its Members and to take any form of obligations or security therefore, to acquire, hold, transfer or pledge any note or other obligation, and to make any contract, endorsement or guaranty deemed desirable incident to the transfer or pledge of any such obligation, note or security; 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 Acts under which the Cooperative is formed.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers of this Cooperative, and this Cooperative is authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon associations of the character of this Cooperative by the laws of the State of North Dakota, now or hereafter in force.

ARTICLE III

The duration of the Cooperative shall be perpetual.

ARTICLE IV

The business and affairs of the Cooperative shall be managed by a Board of not less than five (5) nor more than fifteen (15) Directors.

ARTICLE V

This Cooperative is not organized for profit, and shall have no capital stock, but shall be a membership cooperative. There shall be three classes of membership in the Cooperative: Class A, Class B and Class C. The qualifications for membership and the rights and obligations thereof shall be as provided by law and as set forth in the Bylaws. Interest shall not be paid on the membership fee paid by the Member.

ARTICLE VI

Upon dissolution or liquidation, after

- a. all debts and liabilities of the Cooperative shall have been paid,
- b. all capital furnished through patronage shall have been retired as provided in the Bylaws, and
- c. all membership fees shall have been repaid,

the remaining property and assets of the Cooperative shall be distributed among those Members which are Members on the date of dissolution in the proportion which the aggregate patronage of each such Member bears to the total patronage of all such Members, unless otherwise provided by law. Members of the Cooperative which (i) shall have withdrawn from membership, (ii) shall have been expelled from the Cooperative, or (iii) shall have been dissolved or whose corporate existence shall have expired, other than by reason of merger or consolidation with another Member, shall be deemed to have forfeited all interest in the Cooperative on and as of the date of withdrawal, expulsion or dissolution and shall not be entitled to any distribution upon dissolution of the Cooperative.

ARTICLE VII

The names and addresses of the original incorporators were as follows:

Arthur Jones
Britton, South Dakota

Oliver G. Rose
Nisland, South Dakota

John Irving
Mount Ayr, Iowa

Jacob Nordberg
Jacobson, Minnesota

Dennis Lindberg
Odebolt, Iowa

C. R. Thiessen
Lambert, Montana

Henry Swenson
Columbus, North Dakota

Alfred J. Lien
Platte, South Dakota

O. N. Gravgaard
Hawick, Minnesota

Henry Meyerink
Platte, South Dakota

Norman H. Andrew
Jefferson, Iowa

Floyd Rasmussen
Platte, South Dakota

Frank Wright
Turton, South Dakota

Austin G. Zander
Watertown, South Dakota

Oscar Torstenson
Dawson, Minnesota

Charles E. Jewett
Wibaux, Montana

Eddie H. Lake
Montevideo, Minnesota

Lloyd D. Zimbrick
Wheaton, Minnesota

Vernon C. Johnson
Lake Andes, South Dakota

Walter M. Lohr
Raymond, South Dakota

Ralph Dennis
Canova, South Dakota

Ted Anderson
Mitchell, South Dakota

Walter Smith
Grand Rapids, Minnesota

R. M. St. Cyr
Sidney, Montana

John J. Hyde
Creston, Iowa

E. J. Dickinson
Le Mars, Iowa

R. L. Potts
Columbus, North Dakota

Richard Stoltenburg
Watertown, South Dakota

Otto Richter
South Shore, South Dakota

Harvey Bly
Brandon, South Dakota

W. H. Van Orsdel
Marion, South Dakota

George M. Hunter
Madison, South Dakota

Loyd Aten
Tabor, South Dakota

Ralph A. Sapp
Lake Preston, South Dakota

Wm. Raabe
Tyndall, South Dakota

Pat Plummer
Baker, Montana

Roger W. Giles
Lake Preston, South Dakota

Maynard Opsahl
Carpenter, South Dakota

Harold Nahr
Stanley, North Dakota

Lyle Herriott
Timber Lake, South Dakota

Leon Birdsall
Berthold, North Dakota

Bernard R. Riley
Salem, South Dakota

Arthur Gabel
Spencer, South Dakota

Donald Waugh
Salem, South Dakota

O. N. Benjamin, Jr.
Valley City, North Dakota

Wm. H. Wisdom
Des Moines, Iowa

Mrs. V. T. Hanlon
Madison, South Dakota

Ransom Knutson
Ralph, South Dakota

L. H. Jacobson
Rapid City, South Dakota

H. A. Pinkerton
Redfield, South Dakota

Clarence Johnson
Sturgis, South Dakota

Roger F. Johnson
Armour, South Dakota

C. Peter Eggen
Sisseton, South Dakota

Otto Krapf
Cavour, South Dakota

Edward E. Wolter
Anoka, Minnesota

Ellwood H. Johnson
Minneapolis, Minnesota

Albert C. Hauffe
Leola, South Dakota

Robert E. Monkman
DeSmet, South Dakota

George W. Cornog
Linton, North Dakota

Ted Anderson
Mitchell, South Dakota

Otto A. Schneider
McLaughlin, South Dakota

Herbert Weber
Hazelton, North Dakota

Fritjof Fossum
Claire City, South Dakota

Harlan M. Severson
Madison, South Dakota

V. T. Hanlon
Madison, South Dakota

Elmer Jorgenson
Lemmon, South Dakota

Leroy D. Schecher
Bison, South Dakota

G. T. Johnson
Shade Hill, South

John H. Hubers, Jr.
Harrison, South Dakota

Alfred Anderson
Bison, South Dakota

ARTICLE VIII

The first Board of Directors was composed of eight (8) Members as follows:

<u>Name</u>	<u>Address</u>
Norman H. Andrew	Jefferson, Iowa
Arthur Jones	Britton, South Dakota
Jacob Nordberg	Jacobson, Minnesota
Dennis Lindberg	Odebolt, Iowa
O. N. Gravgaard	Hawick, Minnesota
Oliver G. Rose	Nisland, South Dakota
John Irving	Mt. Ayr, Iowa
Henry Swenson	Columbus, North Dakota

ARTICLE IX

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

- a. property which, in the judgment of the Board of Directors 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 five per centum of the value of all of the property of the Cooperative;
- b. services of all kinds, including electric energy; and
- c. personal property acquired for resale;

unless such sale, lease or other disposition is authorized at a meeting of the Members by the affirmative vote of at least two-thirds (2/3) of the entire membership which is eligible to vote at such meeting which vote shall be cast in person, and 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 Directors, without authorization by the Members, shall have full power and authority to borrow money 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 X

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

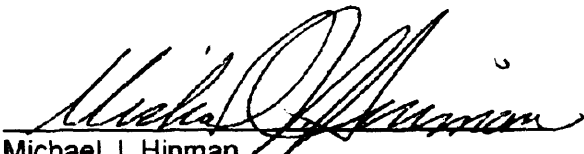
BASIN ELECTRIC POWER COOPERATIVE

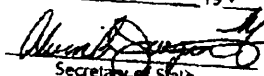

CERTIFICATE

I, Michael J. Hinman, Assistant Secretary of Basin Electric Power Cooperative, certify that the attached is a true and correct copy of the Restated Articles of Incorporation of Basin Electric Power Cooperative, adopted by the Membership of Basin Electric Power Cooperative on November 17, 1995, at its notified Annual Meeting held in Bismarck, North Dakota.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Cooperative on this 20th day of November, 1995.




Michael J. Hinman
Assistant Secretary

NORTH DAKOTA
Filed 11-20 1995

Secretary of State 

6174410

North Dakota Cooperative Association
SUBMIT DUPLICATE ORIGINALS

SCAN

ARTICLES OF AMENDMENT
To The
ARTICLES OF INCORPORATION

Fee: \$20.00

7219 COOP
1720400

Pursuant to the provisions of Chapter 10-15 of the North Dakota Century Code, the undersigned Association adopts the following Articles of Amendment to its Articles of Incorporation:

ARTICLE 1. The name of the cooperative association is Basin Electric Power Cooperative

ARTICLE 2. The following amendment of the Articles of Incorporation was adopted by the members of the association on March 8, 19 98, in the manner prescribed by Chapter 10-15, North Dakota Century Code:

AMEND ARTICLE V OF THE RESTATED ARTICLES OF INCORPORATION OF THE COOPERATIVE TO READ AS FOLLOWS:

This Cooperative is not organized for profit, and shall have no capital stock, but shall be a membership cooperative. There shall be four classes of membership in the Cooperative: Class A, Class B, Class C and Class D. The qualifications for membership and the rights and obligations thereof shall be as provided by law and as set forth in the Bylaws. Interest shall not be paid on the membership fee paid by the Member.

ARTICLE 3. The total number of members of the cooperative association is 120.

ARTICLE 4. The number of members voted for such amendment was 51; and the number of members voted against such amendment was -0-.

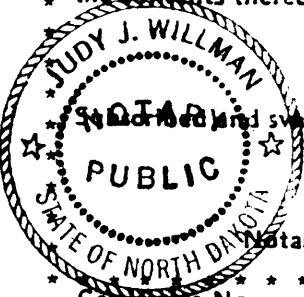
Dated April 16, 19 98.

Basin Electric Power Cooperative
(Name of Association)
By Wayne E. Child
(President or Vice President)
and J. William Keller
(Secretary or Assistant Secretary)

VERIFICATION

J. William Keller, being first duly sworn says that he is the
(Name of one of the officers signing above)
Secretary-Treasurer and that he has read the foregoing application and knows
(Title)
the contents thereof, and verily believes the statements made therein to be true.

J. William Keller
(Verification officer signature)
Judy J. Willman
(Notary Public)



and sworn to before me this 16 day of April, 19 98.

My Commission expires March 1 ~~1998~~ 2003.

Certificate No. _____
Filing Date 4-17 19 98
By NS
Secretary of State

SCAN

Originally Adopted May 5, 1961
Restated November 20, 1995
Amended Effective Date April 17, 1998

RESTATED
ARTICLES OF INCORPORATION
OF
BASIN ELECTRIC POWER COOPERATIVE

The following Articles of Incorporation restate and supersede the Articles of Incorporation of Basin Electric Power Cooperative adopted May 5, 1961, and all amendments thereto.

ARTICLE I

The name of the Cooperative shall be **BASIN ELECTRIC POWER COOPERATIVE**.

The Cooperative is organized under Chapters 10-13 and 10-15 of the North Dakota Century Code.

The principal office of the Cooperative shall be located at Bismarck, in Burleigh County, State of North Dakota.

The name and address of the Agent of the Cooperative upon whom process may be served is Robert L. McPhail, Bismarck, North Dakota.

ARTICLE II

The purpose or purposes for which the Cooperative is organized are to engage in rural electrification and such other businesses as may be approved by resolution of the Membership adopted at any annual or special meeting of the Members and:

- 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 and Non-Members, 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 form one or more subsidiary business organizations to provide such other services as may be permitted by law for the benefit of the Cooperative, its Members or Non-Members

- c. 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;
- d. 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;
- 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 payments of such bonds, notes or other evidences of indebtedness by 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 make advances and to extend credit to or for the account of its Members and to take any form of obligations or security therefore, to acquire, hold, transfer or pledge any note or other obligation, and to make any contract, endorsement or guaranty deemed desirable incident to the transfer or pledge of any such obligation, note or security; 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 Acts under which the Cooperative is formed.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers of this Cooperative, and this Cooperative is authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon associations of the character of this Cooperative by the laws of the State of North Dakota, now or hereafter in force.

ARTICLE III

The duration of the Cooperative shall be perpetual.

ARTICLE IV

The business and affairs of the Cooperative shall be managed by a Board of not less than five (5) nor more than fifteen (15) Directors.

ARTICLE V

This Cooperative is not organized for profit, and shall have no capital stock, but shall be a membership cooperative. There shall be four classes of membership in the Cooperative: Class A, Class B, Class C and Class D. The qualifications for membership and the rights and obligations thereof shall be as provided by law and as set forth in the Bylaws. Interest shall not be paid on the membership fee paid by the Member.

ARTICLE VI

Upon dissolution or liquidation, after

- a. all debts and liabilities of the Cooperative shall have been paid,
- b. all capital furnished through patronage shall have been retired as provided in the Bylaws, and
- c. all membership fees shall have been repaid,

the remaining property and assets of the Cooperative shall be distributed among those Members which are Members on the date of dissolution in the proportion which the aggregate patronage of each such Member bears to the total patronage of all such Members, unless otherwise provided by law. Members of the Cooperative which (i) shall have withdrawn from membership, (ii) shall have been expelled from the Cooperative, or (iii) shall have been dissolved or whose corporate existence shall have expired, other than by reason of merger or consolidation with another Member, shall be deemed to have forfeited all interest in the Cooperative on and as of the date of withdrawal, expulsion or dissolution and shall not be entitled to any distribution upon dissolution of the Cooperative.

ARTICLE VII

The names and addresses of the original incorporators were as follows:

Arthur Jones
Britton, South Dakota

Oliver G. Rose
Nisland, South Dakota

John Irving
Mount Ayr, Iowa

Jacob Nordberg
Jacobson, Minnesota

Dennis Lindberg
Odebolt, Iowa

C. R. Thiessen
Lambert, Montana

Henry Swenson
Columbus, North Dakota

Alfred J. Lien
Platte, South Dakota

O N Gravgaard
Hawick, Minnesota

Henry Meyerink
Platte, South Dakota

Norman H. Andrew
Jefferson, Iowa

Floyd Rasmussen
Platte, South Dakota

Frank Wright
Turton, South Dakota

Austin G. Zander
Watertown, South Dakota

Oscar Torstenson
Dawson, Minnesota

Charles E. Jewett
Wibaux, Montana

Eddie H. Lake
Montevideo, Minnesota

Lloyd D. Zimbrick
Wheaton, Minnesota

Vernon C. Johnson
Lake Andes, South Dakota

Walter M. Lohr
Raymond, South Dakota

Ralph Dennis
Canova, South Dakota

Ted Anderson
Mitchell, South Dakota

Walter Smith
Grand Rapids, Minnesota

R. M. St. Cyr
Sidney, Montana

John J. Hyde
Creston, Iowa

E. J. Dickinson
Le Mars, Iowa

R. L. Potts
Columbus, North Dakota

Richard Stoltenburg
Watertown, South Dakota

Otto Richter
South Shore, South Dakota

Harvey Bly
Brandon, South Dakota

W. H. Van Orsdel
Marion, South Dakota

George M. Hunter
Madison, South Dakota

L. H. Jacobson
Rapid City, South Dakota

Loyd Aten
Tabor, South Dakota

Ralph A. Sapp
Lake Preston, South Dakota

Wm. Raabe
Tyndall, South Dakota

Pat Plummer
Baker, Montana

Roger W. Giles
Lake Preston, South Dakota

Maynard Opsahl
Carpenter, South Dakota

Harold Nahr
Stanley, North Dakota

Lyle Herriott
Timber Lake, South Dakota

Leon Birdsall
Berthold, North Dakota

Bernard R. Riley
Salem, South Dakota

Arthur Gabel
Spencer, South Dakota

Donald Waugh
Salem, South Dakota

O. N. Benjamin, Jr.
Valley City, North Dakota

Wm. H. Wisdom
Des Moines, Iowa

Mrs. V. T. Hanlon
Madison, South Dakota

Ransom Knutson
Ralph, South Dakota

Ted Anderson
Mitchell, South Dakota

H. A. Pinkerton
Redfield, South Dakota

Clarence Johnson
Sturgis, South Dakota

Roger F. Johnson
Armour, South Dakota

C. Peter Eggen
Sisseton, South Dakota

Otto Krapf
Cavour, South Dakota

Edward E. Wolter
Anoka, Minnesota

Ellwood H. Johnson
Minneapolis, Minnesota

Albert C. Hauffe
Leola, South Dakota

Robert E. Monkman
DeSmet, South Dakota

George W. Cornog
Linton, North Dakota

Otto A. Schneider
McLaughlin, South Dakota

Herbert Weber
Hazelton, North Dakota

Fritjof Fossum
Claire City, South Dakota

Harlan M. Severson
Madison, South Dakota

V. T. Hanlon
Madison, South Dakota

Elmer Jorgenson
Lemmon, South Dakota

Leroy D. Schecher
Bison, South Dakota

G. T. Johnson
Shade Hill, South

John H. Hubers, Jr.
Harrison, South Dakota

Alfred Anderson
Bison, South Dakota

ARTICLE VIII

The first Board of Directors was composed of eight (8) Members as follows:

Name

Address

Norman H. Andrew
Arthur Jones
Jacob Nordberg
Dennis Lindberg
O. N. Gravgaard
Oliver G. Rose
John Irving
Henry Swenson

Jefferson, Iowa
Britton, South Dakota
Jacobson, Minnesota
Odebolt, Iowa
Hawick, Minnesota
Nisland, South Dakota
Mt. Ayr, Iowa
Columbus, North Dakota

ARTICLE IX

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

- a. property which, in the judgment of the Board of Directors 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 five per centum of the value of all of the property of the Cooperative;
- b. services of all kinds, including electric energy; and
- c. personal property acquired for resale;

unless such sale, lease or other disposition is authorized at a meeting of the Members by the affirmative vote of at least two-thirds (2/3) of the entire membership which is eligible to vote at such meeting which vote shall be cast in person, and 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 Directors, without authorization by the Members, shall have full power and authority to borrow money 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 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.

ARTICLE X

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

REGISTERED AGENT/REGISTERED OFFICE
PRINCIPAL PLACE OF BUSINESS
STATEMENT OF CHANGE

FEE: \$20.00

RE
FEB 23 2001
REG. CLERK

ID# 1720400 Coop
File # 7,219C
WO # 809176
Filed: 2-23-01
By DC

The undersigned, submits the following statements to establish or change the name of a registered agent, the address of a registered agent, or the address of the principal place of business. This change is made according to the provisions of North Dakota Century Code Sections 10-15-12, 10-15-12.1, and 10-15-53.

1. The name of the cooperative is:

BASIN ELECTRIC POWER COOPERATIVE

2. This statement is submitted to achieve the following: (check applicable purposes)

- a. To establish a registered agent and office of registered agent for a cooperative which has never maintained a registered agent.
- b. To change a registered agent for a cooperative which has continuously maintained a registered agent.
- c. To change the address of a registered agent for a cooperative which has continuously maintained a registered agent.
- d. To eliminate the registered agent for a cooperative which has continuously maintained a registered agent.
- e. To establish the address of the principal place of business in lieu of a registered agent, or to change the address of the principal place of business.

3. The name of the registered agent shall be: (Complete if items 2a or 2b are checked.)

Ronald R. Harper

4A. The complete address of the registered agent shall be: (Complete if items 2a or 2c are checked.)

1717 E Interstate Ave Bismarck, ND 58503-0564

(Complete street or rural address, city, state and zip code as required. A po box number may be added.)

The address of its registered office and the address of the business office of its registered agent as changed will be identical.

4B. Does this address also serve as the principal place of business of the cooperative?

XX yes ___no

5. The address of the principal place of business shall be: (Complete for all items checked in item 2.)

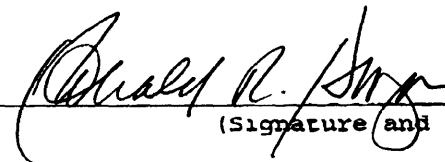
1717 E Interstate Ave Bismarck, ND 58503-0564

(Complete street or rural address, city, state and zip code as required. A po box number may be added.)

6. These changes were authorized by resolution duly adopted by its board of directors.

7. The undersigned, as a member of the board, has read the foregoing, knows the contents thereof and verily believes the statements made therein to be true.

Date: February 21, 2001, XX

 , CEO & General Manager
(Signature and Title)

FOR OFFICE USE ONLY

NDC 7



COMMERCIAL OR NONCOMMERCIAL REGISTERED AGENT/OFFICE STATEMENT OF CHANGE SECRETARY OF STATE SFN 13019 (07-2008)

RECEIVED

OCT 28 2010

SEC. OF STATE

ID Number:	1,720,400	
DWO Number:	724561	
Filed:	11-2-10	By: [Signature]

1. FILING FEE: \$10.00

NO FEE: To change the address resulting from a postal reassignment, rezoning, or 911 address implementation

TYPE OR PRINT LEGIBLY SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

2. Name of the organization (corporation, limited liability company, limited liability partnership, limited partnership, limited liability limited partnership, or real estate investment trust) Basin Electric Power Cooperative	3. Federal ID number
--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------	----------------------

4.A. Name of <u>commercial</u> registered agent in <u>North Dakota</u> C T Corporation System	OR	4.B. Name of <u>noncommercial</u> registered agent in <u>North Dakota</u>
--------------------------------------------------------------------------------------------------	----	---------------------------------------------------------------------------

5A. New address of the noncommercial registered agent named in number 4B (it cannot only be a post office box; it must include the noncommercial registered agent's physical address in North Dakota.) If applicable for mailing purposes, a post office box can be added to the physical address.

Physical Address	PO Box
City	State Zip

- B. Change of address is: (check one)
- Appointment of a new commercial or noncommercial registered agent.
 - New location for current noncommercial registered agent
 - Postal reassignment, rezoning, or implementation of 911 address.

C. Is the address in number 5a the same address as the principal place of business for the organization named in number 2?
 Yes No

6. If a new commercial registered agent or a new noncommercial registered agent has been named in number 4A or 4B, an officer, manager, or other individual authorized by the organization named in number 2 may sign the following certification. If only the address of the current noncommercial registered agent is changing or the noncommercial registered agent has changed their name, then the noncommercial registered agent may sign the certification.

"As required by state law, I certify that:

- The new commercial registered agent or new noncommercial registered agent named in number 4A or 4B, if applicable, was appointed by a resolution as required by state law, and was adopted by the governing structure of the organization named in number 2;
- The new address in number 5C, if applicable, for the current or newly appointed noncommercial registered agent is the same address where the noncommercial registered agent can be located during normal business hours;
- The undersigned has read the foregoing statements, knows the contents thereof and believes same to be true;
- The undersigned is authorized to sign the statement; and
- The Secretary of State is authorized to correct numbers 2, 4A, and 4B if not correctly reflected."

Signature: <u>[Signature]</u> Claire Olson, Secretary	Date: 10-25-2010
----------------------------------------------------------	------------------

7. Name of person to contact about this document Lara Kleinheinz	E-Mail Address:	Daytime telephone # and extension, if any:
---------------------------------------------------------------------	-----------------	--------------------------------------------

8. Provide the name and mailing address where the form could be returned if necessary, for corrections, additional information, or payment.

ATTN: Processing

Business / Firm Name: CTProComply

Mailing Address: 8040 Excelsior Dr Ste 200 Madison WI 53717
City State Zip



CT

a Wolters Kluwer business

CT
111 Eighth Avenue
New York, NY 10011

212 894 8940 tel
212 590 9180 fax
www.ctlegalsolutions.com

November 16, 2010

Clara M. Jenkins
Director, Business Systems & Programs
Office of the Secretary of State
600 East Boulevard Avenue, Dept. 108
Bismarck, North Dakota 58505-0500

RECEIVED

NOV 17 2010

SEC. OF STATE

Re: Change of Address for C T Corporation System (A Commercial Registered Agent)

Dear Ms. Jenkins:

Please change the address of **C T Corporation System**, a commercial registered agent, to the following:

314 East Thayer Avenue

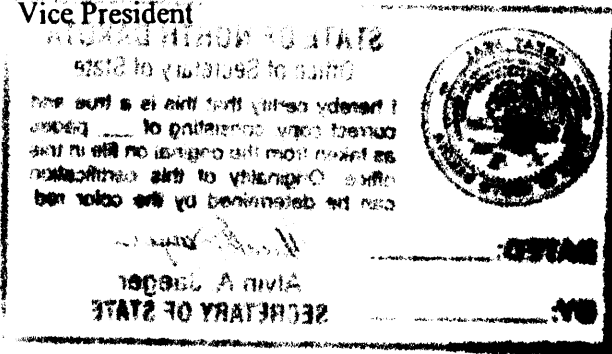
Bismarck ND 58501

As always, thank you for your kind assistance.

Very truly yours,

Kenneth Uva

Vice President



NORTH DAKOTA
Filed 11-18 2010





STATE OF NORTH DAKOTA
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 89 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 11-21-11

Alvin A. Jaeger

BY: Darcey Hurley

Alvin A. Jaeger
SECRETARY OF STATE