

# *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: October 24, 2012

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

Alvin A. Jaeger  
Secretary of State

ID# 1720400  
file# 7219C

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 Benson  
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 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

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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  
Clebolt, Iowa  
Henry Swenson  
Columbus, North Dakota  
O.H. Graygaard  
Havick, Minnesota  
Norman H. Andrew  
Jefferson, Iowa  
Oliver G. Rose  
Kestland, S. Dak.  
Jacob Nordberg  
Jacobson, Minnesota  
C. R. Theisen  
Lambert, Montana  
Alfred J. Lien  
Platte, S.D.  
Henry Meyerink  
Platte, S. D.  
Rloyd Rasmussen  
Platte, S.D.

Frank Wright  
Tinton, S.D.

Oscar Forstenson  
Dakota, Minn.

Eddie H. Lake  
Montevideo, Minnesota

Loyd D. Zimbrick  
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  
Le Mars, Iowa

R. S. Matto  
Columbus, N.D.

Richard Stoltenburg  
Watertown, S.D.

Otto Richter  
South Shore, S.D.

Harvey Dly  
Brandon, S.D.

W. H. VanOrdel  
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 P. Johnson  
Arona, S.D.

Austin G. Zander  
Watertown, S.D.

Charles H. Jewett  
Wibaux, Mont.

Loyd Aten  
Tabor, S.D.

Ralph A. Sapp  
Lake Preston, S.D.

Ed. Harbo  
Stoddard, S.D.

Pat Plummer  
Baker, Mont.

Roger H. Giles  
Lake Preston, S.D.

Waynard Ognahl  
Carpenter, S.D.

Harold Hahr  
Stanley, N.D.

Lyle McIott  
Timber Lake, S.D.

Leon Birdsall  
Berthold, N.D.

Bernard R. Riley  
Salon, S.D.

Arthur Gabel  
Spencer, S.D.

Donald Haugh  
Salon, S.D.

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

Wm. H. Wisdom  
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 Weber  
Hazelton, N.D.

Fritjof Fossaa  
Claire City, S.D.

C. Peter Eggen  
Sisseton, S.D.

Otto Kraff  
Cavour, S.D.

Edward E. Walter  
Anoka, Minn.

Ellwood H. Johnson  
Minneapolis, Minn.

Albert C. Hauffe  
Leola, S.D.

George H. Corong  
Linton, N.D.

Robert E. Monahan  
DeSmet, S.D.

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Marian H. Severson  
Madison, S.D.

V. E. Hanlon  
Madison, S.D.

Einar Jorgenson  
Lemmon, 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	Gedolt, Iowa
O. N. Gravgaard	Hawick, Minnesota
Oliver G. Rose	Hiland, South Dakota
John Irving	Mo. Ayr, Iowa
Henry Stenson	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 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 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

Arthur Jones

Raymond S. Dak.

John Johnson

Marion C. Dak.

Demaris Lindley

Orlando S. Dak.

Henry Johnson

Platte S. Dak.

W. H. Davidson

Harwick Minnesota

Frank St. Charles

Jefferson Iowa

Oleum & Paul

Wisland S. Dak.

Jack Lindley

Harrison Minn.

C. P. Johnson

Lambert, Mont.

Henry Meyrick

Platte S. Dak.

Albert J. Ben.

Platte S. D.

Floyd A. Rasmussen

Platte S. Dak.

Frank Wright

Trenton S. Dak.

Oliver Johnson

Dawson Minnesota

Edwin A. Lake

Wheaton Minnesota

Thomas Johnson

Lake Arthur S. Dak.

Clayton Johnson

Wheaton Minnesota

John H. Johnson

Harrison S. Dak.

Ralph Jensen

Canova S. Dakota

Walter M. Lake

Raymond S. Dak.

INCORPORATORS:

NAME	ADDRESS
Walter Smith	Grand Rapids, Minn
R. M. St. Cyr	Sidney, Montana
John A. Burke	Creston, Iowa
E. J. Dickerson	Le Mars, Iowa
R. S. Potts	Columbus, No. Dak
Otto Richter	South Shore S.D.
Richard St. Anthony	Watertown S.D.
W. H. Van Onsdel	Mission S.D.
Harvey Bly	Brandenburg, So. Dak
L. H. Jacobson	Rapid City, So Dak
Georg M. Hurdick	Wagner, S.D
Charles J. Johnson	Sturgis S. Dak
Ed. J. Johnson	Redfield S. Dak
Arthur S. Randell	Watertown, S. Dak
Raymond Johnson	Arrowsmith, S.D.
Frank Johnson	Tabor, S. Dak
Charles E. West	Wibaux, Montana
Wm. R. Rake	Sioux Falls, S. Dak
Robert W. Rake	Lake Preston S. Dak
August W. Riles	Lake Preston S. Dak

INCORPORATORS:

NAME

ADDRESS

<u>John J. ...</u>	<u>Paris, Montana</u>
<u>Donald J. ...</u>	<u>Stanley, N. Dak.</u>
<u>Maurice ...</u>	<u>Carleton, S. Dak.</u>
<u>Leon Birdsell</u>	<u>Bentley, N. D.</u>
<u>Lyle Hewitt</u>	<u>Lincoln, S. Dak.</u>
<u>Arthur ...</u>	<u>Medina, S. Dak.</u>
<u>Bernard ...</u>	<u>Sicklerville, S. Dak.</u>
<u>Donald S. ...</u>	<u>Sibley, S. Dak.</u>
<u>W. ...</u>	<u>Valley City, N.D.</u>
<u>W. ...</u>	<u>Des Moines, Iowa</u>
<u>Ransom ...</u>	<u>Relph, S. Dak.</u>
<u>Mrs. T. ...</u>	<u>Medicine Hat, S. Dak.</u>

INCORPORATORS:

NAME	ADDRESS
Otto G Schneider	McLaughlin So Dak
Otto Kraft	Carroll S.D.
Ernst Fossens	Clair City S.D.
Wendell Mahan	Augusta N. Dak.
L. Peter Engen	Siouxton S. Dak.
Albert Krause	Tesla So. Dak.
Edmond H. Johnson	Minneapolis, Minnesota
Edward Miller	Arkham, Minnesota
George M. Canning	Tinton N. Dak.
Harlan M. Severson	WADSWORTH, S. D.
Robert E. Markman	De Smet, S. D.
V. T. Hanson	Madison, S. Dak.
Henry D. Schuber	Bison, S. Dak.
Elmer Johnson	Siouxton, S. Dak.
Alfred Anderson	Bison, S. Dak.
L. J. Johnson	Shob 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 Swenson, O. N. Gravaard, Norman H. Andrew, Oliver G. Rose, Jacob Nordberg, C. R. Tholson, Alfred J. Lion, Henry Keycrink, Floyd Rasmussen, Frank Wright, Oscar Forstenson, Eddie H. Lake, Loyd D. Zimbrick, Vernon G. Johnson, Walter M. Lohr, Ralph Dennis, Ted Anderson, Walter Smith, P. W. St. Cyr, John J. Hyde, E. J. Dickinson, R. S. Platte, Richard Stoltenburg, Otto Richter, Harvey Bly, W. H. Van Orsdel, George M. Hunter, L. H. 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 Wahr, Lyle Herriott, Leon Birdsall, Bernard R. Riley, Arthur Gabel, Donald Maugh, O. N. Benjamin, Jr., Wm. H. Wisdom, Mrs. V. T. Hanlon, Ransom Knutson, Ted Anderson, Otto A. Schnsider, Herbert Weber, Fritjof Fossum, C. Peter Eggen, Otto Kraff, Edward E. Wolter, Ellwood H. Johnson, Albert C. Hauffe, George W. Cornog, Robert S. Monkman, Harlan H. Severson, V. 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*  
*B. W. Meier*  
SECRETARY OF STATE

DEPUTY  
*Dec 16. 00*

Certificate No. 12611

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DEPARTMENT OF STATE  
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 hereinafter 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 afore-said.

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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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 have for record the  
date of February 1962  
*Be. Miller*  
SECRETARY OF STATE  
Fid. 12

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g/b

No. 1105



# 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 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

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, 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 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 17<sup>th</sup> 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

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No. 1147

UNITED STATES OF AMERICA



# 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 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

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

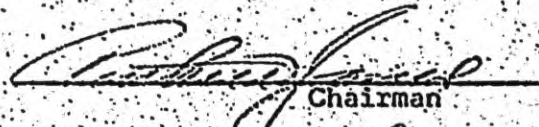
That on said 17th day of May, 1962, the Corporation consisted of 8 members, paid up and in good standing.

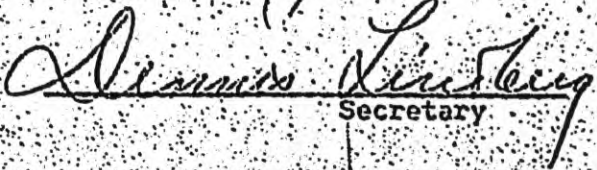
AUTHORIZATION TO EXECUTE

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.

*Arthur Jones*  
President  
*Dennis Lindberg*  
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.

(NOTARIAL SEAL)

*Emeline Cratty*  
Notary Public in and for said  
State of North Dakota  
County and State  
Department of State

My commission expires \_\_\_\_\_

City of \_\_\_\_\_  
State of \_\_\_\_\_  
Notary Public for \_\_\_\_\_  
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No. 1152



# 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 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.

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 15th day of August, A.D., 1962.

Arthur Jones  
President

Dennis Lindberg  
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

Certified to No. 1188  
STATE OF NORTH DAKOTA )  
Department of State )  
Filed for record this 31 23  
day of August 1962  
*W. M. ...*  
SECRETARY OF STATE

*W. M. ...*

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

103/54

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:

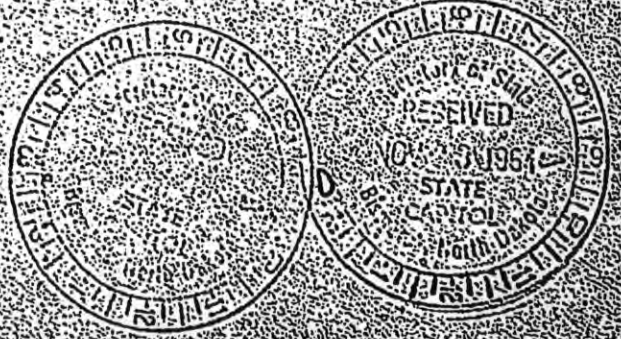
BE IT REMEMBERED, that on the 17th day of November, A.D., 1964, before me, a Notary Public in and for Burleigh County, North Dakota, personally appeared Arthur Jones and Dennis Lindberg heirs to me personally known, who being by me duly sworn, did say that they are the President and Secretary, respectively 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 H. Ketterling*  
NOTARY PUBLIC IN AND FOR  
BURLEIGH COUNTY, NORTH DAKOTA  
ARNOLD H. KETTERLING  
Notary Public, BURLEIGH COUNTY, N. DAK.  
My Commission Expires June 25, 1967

(NOTARIAL SEAL)  
My Commission expires  
June 25, 1967

*Certificate No. 1662*  
STATE OF NORTH DAKOTA )  
Department of State ) SS:  
Filed for record the 27<sup>th</sup>  
day of November 1964  
*Bea Mues*  
SECRETARY OF STATE

*Julia S* DEPUTY



Certificate No. 1662

10/24/64

SEAL OF THE STATE OF NORTH DAKOTA



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 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

BOB FIER Secretary of State

By Deputy

File No. 7219-C

DUPLICATE

*Handwritten initials*

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, 1974, 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, 1975

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, 1975.

Michael J. Johnson  
Notary Public

State of North Dakota

My Commission expires December 19, 1982

Fee \$12.00  
Certificate No. 4420  
Filing Date April 1, 1975  
Dennis Lindberg  
Secretary of State



43  
31  
D. H. ELECTRIC POWER COOPERATIVE  
BISMARCK, 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. 7219



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.

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. 11737  
Filing Date March 19 1976  
[Signature]  
Secretary of State  
By \_\_\_\_\_ Deputy

Certificate No. 6729

46  
24



# 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 10th day of March, A.D., 1976.

GREAT SEAL

/s/ Ben Meier  
BEN MEIER Secretary of State.

File No. 7219C

DUPLICATE

By \_\_\_\_\_, Deputy.

141  
21

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 5, 1976, 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 \_\_\_\_\_; 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.P. Thompson  
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 17<sup>th</sup> day of December, 1976.

Dennis Lindberg  
Notary Public

State of North Dakota

My Commission expires August 13, 1979

Fee \$20.00  
Certificate No. 5061  
Filing Date 12-22, 1976  
Ken Zwick  
Secretary of State  
Ken Zwick  
Deputy

RECEIVED  
DEC 23 1976  
SECRETARY OF STATE

48  
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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 caucus 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

52  
9/6

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. No. 5064

53  
27



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.

BEN WEIER Secretary of State

File No. 7219 C  
DUPLICATE

By \_\_\_\_\_, Deputy

AMENDMENTS - Cooperative Association

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 15<sup>th</sup> day of December 19 77

[Signature]  
Notary Public

State of North Dakota

My Commission expires 4-1-1980

GENEIS BRUNHEIER  
NOTARY PUBLIC: SURETY CO. NO.  
MY COMMISSION EXPIRES APRIL 11 1980

Fee \$20.00

Certificate No. 5496

Filing Date Feb 2 19 78

[Signature]  
Secretary of State

[Signature]  
Deputy

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470

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  
III. ~~IX~~ 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. <sup>59</sup> No 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., 19 78

Great Seal

BEH MEIER Secretary of State

File No. 7219C

DUPLICATE

By \_\_\_\_\_ Deputy

AMENDMENTS - Corporate Association  
(to be filed in duplicate)

3/25/81

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 C. R. Johnson  
President or Vice President  
and Thomas Steenberg  
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.

Michael J. Winman  
General Counsel Verifying Officer

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

Kenn Renshaw  
Notary Public  
State of North Dakota  
My Commission expires 7-24-84

Fee \$20.00  
Certificate No. 6616  
Filing Day 2-25-81  
Bo. New  
Secretary of State  
D  
1981

263  
54  
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.

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;

61  
(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. 6643



CERTIFICATE OF AMENDMENT  
OF

BRSEN 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  
BRSEN 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 September, A.D., 1901

BEN MEIER Secretary of State

File No. 7219 C

DUPLICATE

By \_\_\_\_\_, Deputy

*W/S  
0-3*

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 *C. D. ...*  
(President or Vice President)  
and *Michael J. Hinman*  
(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.

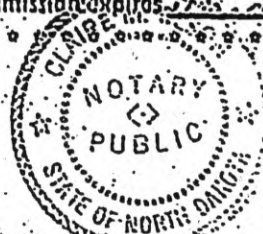
*Michael J. Hinman*  
(Verification officer signature)

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

*C. D. ...*  
(Notary Public)  
My Commission Expires July 1, 1988

Notary Seal

Certificate No. 8170  
Filing Date Nov 9 1984  
*Wm. ...* By *sm*  
Secretary of State



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  
Filing Date Nov. 9, 1984  
John Wilcox  
(Secretary of State)  
(By Deputy)

Certificate No. 8170

W.S.



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., 1954

Ben Miller Secretary of State

File No. 7219-C

DUPLICATE

By \_\_\_\_\_, Deputy

7219-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

*Robert L. McPhail*  
(Signature of President or Vice President)

Filing Date: Aug 23, 1985

*Bob McPhail* By *Bob McPhail*  
Secretary of State

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)

[Signature]  
(Signature of registered agent)

Complete this section if the registered agent is a corporation:

I, \_\_\_\_\_, being the \_\_\_\_\_ of \_\_\_\_\_, hereby accept on behalf of \_\_\_\_\_, the appointment to serve in the capacity of registered agent for the corporation known as \_\_\_\_\_

\_\_\_\_\_, 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

Receipt No. 34993-E

SFD-7070

RECEIVED  
AUG 27 1985

North Dakota Cooperative Association  
SUBMIT DUPLICATE ORIGINALS

Fr 10:00  
7219 C

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 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 [Signature]  
(President or Vice President)  
and [Signature]  
(Secretary or Assistant Secretary)

VERIFICATION

Michael J. Hirman, 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 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  
By [Signature]  
Secretary of State

Certificate No. 770

UNIVERSITY OF SOUTHERN CALIFORNIA



SECRETARY OF STATE

State of North Dakota

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

EASTN ELECTRIC POWER COOPERATIVE

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

Incorporation

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

EASTN 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 21st day of November, A.D., 1926.

Ben Meier

Secretary of State

File No. 7219-6

By

Deputy

DUPLICATE

North Dakota Cooperative Association  
SUBMIT DUPLICATE ORIGINALS

NOV 25 10 05 AM '87  
Fees \$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  
(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's signature)

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

JUDY J. WILLIAMS  
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  
[Signature] 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. 3657



CERTIFICATE OF AMENDMENT  
OF

BASTIN 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

BASTIN 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

BASTIN 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.

File No. 7219-C

DUPLICATE

By \_\_\_\_\_, Deputy.

# 434 774

5

FD# 1,720,400 Coop  
file# 7219

RESTATED

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 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.

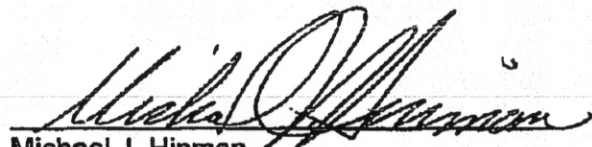
# BASIN ELECTRIC POWER COOPERATIVE

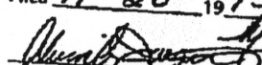
## CERTIFICATE

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



# 617440

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 Wesley J. Child  
(President or Vice President)  
and 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.

William Keller  
(Verification officer signature)  
Judy J. Willman  
(Notary Public)  
My Commission expires March 1 ~~1998~~ 2003.



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

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  
Canva, 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**

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

**Address**

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 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.

RE NO  
FEB 23 2001  
SEC. CLERK

WO # 809176  
Filed: 2-23-01  
By DC

FEE: \$20.00

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.)

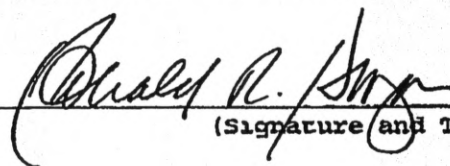
1717 E Interstate Ave Bismarck, ND 58503-0564

(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

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

1. FILING FEE: \$10.00

SEC. OF STATE

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

4.A. Name of commercial registered agent in North Dakota C T Corporation System OR 4.B. Name of noncommercial registered agent in North Dakota

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: 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: CProComply

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

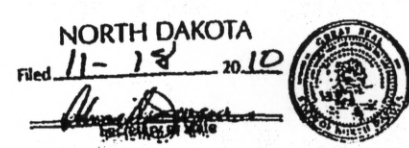
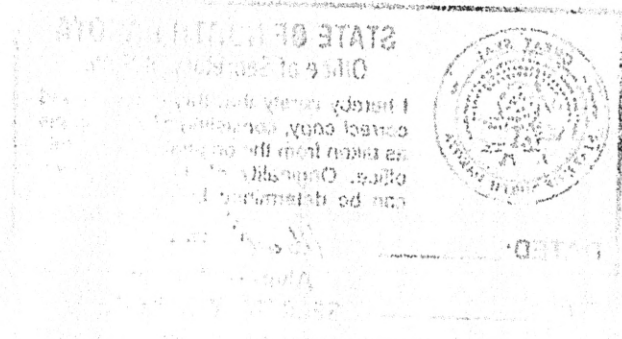
Bismarck ND 58501

As always, thank you for your kind assistance.

Very truly yours,

Kenneth Uva

Vice President





**STATE OF NORTH DAKOTA**  
Office of Secretary of State

I hereby certify that this is a true and correct copy, consisting of 29 pages as taken from the original on file in this office. Originality of this certification can be determined by the color red.

DATED: 10-24-12 *Alvin A. Jaeger*

BY: JVD Alvin A. Jaeger  
SECRETARY OF STATE