

**ARTICLES OF INCORPORATION  
OF  
DAKOTA VALLEY ELECTRIC COOPERATIVE, INC.**

**ARTICLE I.  
NAME**

The name of this cooperative is Dakota Valley Electric Cooperative, Inc.

**ARTICLE II.  
PERIOD OF EXISTENCE**

The period of existence of this cooperative shall be perpetual.

**ARTICLE III.  
PURPOSE**

This cooperative is organized for the purposes of engaging in electrification by any one or more of the following methods:

1. The furnishing of electric energy.
2. The furnishing of assistance in the wiring of the premises of persons in rural areas or in the acquisition, supply, or installation of electrical or plumbing equipment therein.
3. The furnishing of electrical energy, wiring, facilities, electric or plumbing equipment or services to any other corporation, limited liability company, or cooperative organized under the Act or to the members thereof.
4. The operation and maintenance of electric cold storage and electrical processing plants.
5. The establishment and operation by itself or with any one or more electric cooperatives of an electric generation or transmission cooperative for the purpose of providing electric energy to other cooperatives, public utilities, municipalities, or any department or agency of the state, or federal government.
6. The cooperative shall seek to foster economic development.
7. For all such other and further purposes which may be lawful pursuant to the laws of the State of North Dakota.

The cooperative shall be authorized to do and perform, either for itself or its members and patrons, 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 law under which this cooperative is formed, provided, however, that the conduct of the business of this cooperative shall be upon the cooperative plan.

**ARTICLE IV.  
CAPITAL STOCK**

This cooperative is organized without capital stock.

**ARTICLE V.  
INCORPORATORS**

The names and addresses of the incorporators who shall serve as the first board of directors and manage the affairs of the Cooperative until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Hermann Lentz	9518 Highway 18, Lidgerwood, ND 58083-9770
Manford Olson	17075 77 R Street SE, Mooreton, ND 58061-9752
Dan Thompson	8198 151 R Ave. SE, Wyndmere, ND 58081-9529
John Hauschild	8695 176 R Ave. SE, Wahpeton, ND 58075-9589
John Hayen	9173 126th Ave. SE, Cogswell, ND 58017-9704
Orvis Silseth	9963 138th Ave. SE, Havana, ND 58043-9790
Thomas Mund	14458 83rd St. SE, Milnor, ND 58060-9137
Randy Pearson	8527 140th Ave. SE, Milnor, ND 58060-9751
Paul Tiegs	9175 167th Ave. SE, Hankinson, ND 58041-9728
Orlo Sund	6478 47th St. SE, Cleveland, ND 58424-8913
Arden Fuher	7644 81st St. SE, Edgeley, ND 58433-9410
Ronald Kinzler	7633 68th Ave. SE, Kulm, ND 58456-9739
Darwyn Worrel	7407 County Rd 61, LaMoure, ND 58458
Art Zimmerman, Jr.	10342 County Hwy 35 SE, Marion, ND 58466-9758
Ellis Puhlman	9440 61st Ave. SE, Ashley, ND 58415-9721
Richard Schlosser	8530 64th St. SE, Edgeley, ND 58433
Sylvester Zahn	7818 103rd Ave. SE, LaMoure, ND 58458-9107
Gary Hokana	9975 96th Ave. SE, Ellendale, ND 58436-9666

**ARTICLE VI.  
DISSOLUTION OR LIQUIDATION**

In the event of dissolution or liquidation of this cooperative, after (a) all debts and

liabilities of the cooperative shall have been paid, and (b) all capital furnished through patronage shall have been retired as provided in the bylaws, 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 bears to the total patronage of all members during the ten (10) years next preceding the date of the filing of the certificate of dissolution or, if the cooperative shall not have been in existence for such period, during the period of its existence.

#### **ARTICLE VII. BOARD OF DIRECTORS**

The Government of this cooperative and the management of its affairs shall be vested in a board of directors who shall be elected by and from the members at the annual meetings of the members and for such terms as the bylaws may prescribe. The board of directors shall have power to make and adopt such rules and regulations not inconsistent with these articles of incorporation or the bylaws of the cooperative, as it may deem advisable for the management, administration, and regulation of the business and affairs of the cooperative.

#### **ARTICLE VIII. MEMBERSHIP**

Eligibility for membership shall be as set forth in the bylaws of this cooperative. Each member shall be entitled and restricted to only one (1) vote in the affairs of this cooperative. The bylaws of the cooperative, and rules and regulations adopted by the board of directors, may fix such other terms and conditions upon which persons shall be admitted to and retain membership in the cooperative not inconsistent with these articles of incorporation or the act under which the cooperative is organized.

#### **ARTICLE IX. REGISTERED AGENT**

The name and address of its agent upon whom process may be served is Jay Jacobson, 14051 Highway 13, Milnor, ND 58060-0159.

#### **ARTICLE X. AMENDMENTS**

These articles of incorporation may be amended in the manner provided by law or by the vote of two-third (2/3) of the members at a meeting of members provided that notice of such meeting shall have contained a copy of the proposed alteration, amendment, or repeal.



IN WITNESS WHEREOF, we have hereunto set our hands this 20<sup>th</sup>  
day of December, 1999.

Ardcn Fuher  
Ardcn Fuher

Ronald Kinzler  
Ronald Kinzler

Darwyn Worrel  
Darwyn Worrel

Art Zimmerman, Jr.  
Art Zimmerman, Jr.

Ellis Puhlman  
Ellis Puhlman

Richard Schlosser  
Richard Schlosser

Sylvester Zahn  
Sylvester Zahn

Gary Hokana  
Gary Hokana

Orlo Sund  
Orlo Sund

STATE OF NORTH DAKOTA )  
COUNTY OF SARGENT ) ss.

On this 20<sup>th</sup> day of December, 1999, before me personally appeared Orlo Sund, Ardcn Fuher, Ronald Kinzler, Darwyn Worrel, Art Zimmerman, Jr., Ellis Puhlman, Richard Schlosser, Sylvester Zahn known to me to be the persons who are described in and who executed the within and foregoing instrument, and severally acknowledged that they executed the same.

Craig Rysavy  
Notary Public

(SEAL)

CRAIG RYSAVY  
Notary Public, STATE OF NORTH DAKOTA  
My Commission Expires JULY 22, 2004

# *State of North Dakota*

## SECRETARY OF STATE



### CERTIFICATE OF GOOD STANDING OF

DAKOTA VALLEY ELECTRIC COOPERATIVE, INC.

The undersigned, as Secretary of State of the State of North Dakota, hereby certifies that DAKOTA VALLEY ELECTRIC COOPERATIVE, INC. , a North Dakota ELECTRIC COOPERATIVE, was incorporated in this office on January 1, 2000 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 ELECTRIC COOPERATIVE.

**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

DAKOTA VALLEY ELECTRIC COOPERATIVE, INC.

Issued: September 23, 2008

A handwritten signature in black ink, reading "Alvin A. Jaeger".

Alvin A. Jaeger  
Secretary of State