

White River Electric Association, Inc.
Articles of Incorporation

CERTIFICATE OF INCORPORATION OF WHITE RIVER ELECTRIC ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned citizens of United States of America of the age of twenty-one (21) years or more, by these presents voluntarily associate ourselves together for the purpose of forming a Corporation under Chapter 41, Article 16 of the Colorado Statutes Annotated, 1935, and all laws amendatory thereof and supplemental thereto, and we do hereby certify:

ARTICLE I

The name of the Corporation is: **WHITE RIVER ELECTRIC ASSOCIATION, INC.**

ARTICLE II

The object or objects and purpose or purposes for which the Corporation is formed are:

- (a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members and non-member consumers and on lines purchased from a public utility corporation and on lines purchased from a municipal corporation, to generate, manufacture, purchase, acquire and accumulate electric energy for its members and for non-member consumers, and to transmit, distribute, furnish, sell and dispose of such electric energy to its members and non-member consumers, and on lines purchased from a public utility corporation and on lines purchased from a municipal corporation to transmit, distribute, furnish, sell and dispose of such electric energy to its members and to non-member consumers, and to construct, erect, purchase, lease as lessee, and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes.
 - (b) To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights-of-way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the Corporation;
 - (c) To purchase, receive, lease as lessee, or in any 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 Corporation to accomplish any or all of its purposes;
 - (d) To assist its members, non-members, and customers, to wire, install, maintain, service, and repair electrical, television, telecommunication, heating, plumbing, alternative fuel, energy sources, appliances, systems, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character, (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal; and in connection therewith, to purchase, acquire, lease, sell, distribute, install, maintain, service, and repair electrical, plumbing, telecommunication, cablevision, satellite TV antenna dish, television, heating, alternative fuel, appliances, systems, fixtures, machinery, supplies, apparatus and equipment of any and all kinds or character, (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal); to make loans to its customers, member and non-members, for such purposes, and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer, or otherwise dispose of notes or other evidences of indebtedness and all security therefore; and to exercise all powers of corporations under the laws of the State of Colorado.
 - (e) To borrow money, to make an 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 Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the Corporation; wheresoever situated, acquired or to be acquired;
 - (f) To do and perform, any and all acts and things, 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 Corporation is formed.
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ARTICLE III

The term of existence of the Corporation shall be perpetual.

ARTICLE IV

The Corporation is formed without any purpose of direct gain or profit to itself and shall be authorized to issue ten thousand (10,000) shares of capital stock. The par value of each share shall be five dollars (\$5.00).

ARTICLE V

SECTION 1. The names and post office addresses of the Directors who shall manage the affairs and business of the Corporation until the first annual meeting of the members or until their successors shall have been elected and shall have qualified according to law and By-Laws of the Corporation are:

Name	Address
Arthur R. Amick	Meeker, Colorado
Eugene V. Davis	Meeker, Colorado
Arthur Lammers	Meeker, Colorado
John Van Cleave	Meeker, Colorado
Fred A. Nichols	Rangely, Colorado
George F. Wellman	Rio Blanco, Colorado
Milo Love	Rio Blanco, Colorado
Stuart Mc Laughlin	Rangely, Colorado
Hugh L. Caldwell	Meeker, Colorado
Wayne T. McKinnon	Meeker, Colorado
Eddie Wilson	Meeker, Colorado

The number of Directors of the corporation shall be reduced from eleven (11) to seven (7), commencing in 1990, by annual reductions in the number of Directors. The reduction in the number of Directors from eleven to seven shall be accomplished in the following manner: Two fewer Directors shall be elected at the annual meeting of 1990, and thereupon there shall be nine (9) Directors. Thereafter, one fewer Director shall be elected at the annual meetings of 1991 and 1992, until there are seven (7) Directors. Until the reduction is completed, the actual number of Directors, whether eleven, nine, eight or seven shall be controlling as the proper number of Directors for all purposes.

Beginning with the annual meeting of the members after classification of Directors as in this amendment provided, the terms of office of the Directors shall be of three classes with each class to be as nearly equal in number of Directors as possible. The term of office of the first class shall expire at the first annual meeting after their election; the term of office of the second class shall expire at the second annual meeting after their election; and the term of office of the third class shall expire at the third annual meeting after their election. At each annual meeting after such classification the number of Directors equal to the number of the class whose term expires at the time of such meeting shall be elected to hold office until the third succeeding annual meeting. All of the Directors shall be elected by and from the members of the Corporation and shall hold office until their successors shall have been elected and shall have qualified.

SECTION 2. The bylaws may make provision for the removal of Directors and the filling of vacancies so created. By-laws may also provide for division of the territory served by the Corporation into voting districts, and for the election of Directors directly by such voting districts, or by a body of delegates elected by such voting districts.

SECTION 3. The Cooperative may eliminate or limit the personal liability of a Director to the association or to its members or shareholders to the extent permitted by law.

ARTICLE VI

The operations of the Corporation shall be carried on in the County of Rio Blanco, in the State of Colorado, and in such other counties in the State of Colorado and in the United States as the Board of Directors may from time to time decide. The principal office and place of business of the Corporation shall be in the Town of Meeker, in Rio Blanco County in the State of

Colorado, and the Corporation may maintain offices at such other place or places in the State of Colorado and in the United States as the Board of Directors may from time to time decide. An original stock ledger and the books required to be kept by Sections 31 and 32 of Chapter 41, Colo. Stats. Ann. 1935 shall be kept in Colorado.

ARTICLE VII

SECTION 1. Any person, firm, corporation or body politic may become a member in the Corporation upon such terms and conditions as the bylaws may prescribe.

SECTION 2. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Cumulative voting shall not be permitted. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon, except as otherwise provided by law, the certificate of incorporation of the Corporation or the bylaws.

SECTION 3. The private property of the members of the Corporation shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatsoever.

ARTICLE VIII

The first set of bylaws of the Corporation shall be adopted by the Board of Directors, but thereafter the bylaws of the Corporation may be altered, amended or repealed by the members only at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

ARTICLE IX

The Corporation may amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by law.
