

RURAL ELECTRIFICATION
ARTICLES OF COOPERATIVE ASSOCIATION – NONSTOCK

KNOW ALL MEN BY THESE PRESENTS, that the undersigned, adult residents of the State of Wisconsin, have associated and do hereby associate themselves together for the purpose of forming a cooperative association under Chapter 185 of the Wisconsin Statutes, and do hereby make, sign and agree to the following:

ARTICLES OF INCORPORATION

Article I

Name and Location

The name of this Association shall be Scenic Rivers Energy Cooperative and its principal office shall be in the City of Lancaster, County of Grant, Wisconsin, P.O. Address: 231 N Sheridan Street, Lancaster, Wisconsin 53813-1398.

Article II

The purposes for which the Association is formed are:

1. To generate, manufacture, purchase, acquire, and accumulate electric energy for its members and to transit, distribute, furnish, sell and dispose of such electric energy to its members only; and in order to carry out and accomplish any of such purposes, to construct, erect, purchase, lease and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange and mortgage plants, buildings, work, machinery, equipment, apparatus and supplies, and electrical transmission and distribution lines or systems;
2. To acquire, own, hold, use, exercise and, to the extent permitted by law, to mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses and easements necessary, useful or convenient for carrying out and accomplishing of any of the purposes of the Association;
3. To purchase, lease, and in any manner acquire, own, hold, maintain, sell, lease, exchange, mortgage, pledge and in any manner dispose of any and all real and personal property;
4. To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures,

machinery, supplies, apparatus and equipment of any and all kinds and character and to receive, acquire, endorse, pledge, hypothecate and dispose of notes and other evidences of indebtedness;

5. To borrow money, to make and issue notes, bills of exchange, bonds, debentures, 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 Association; to secure the payment of such bonds, debentures, notes or other evidences of indebtedness by mortgage or mortgages upon, 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 franchises of the Association, wheresoever, situated, acquired, or to be acquired;
6. To do all such acts and things as may be useful, necessary or convenient for the accomplishment of the purposes in this Article expressed or any of them, provided, however, that all of the operations of the Association shall be on a cooperative basis, not for profit, and for the use and benefit of the member as such.

The enumeration of the foregoing purposes shall not be held to limit or restrict in any manner the general powers of the Association, and the Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon cooperatives by the laws of the State of Wisconsin now or hereafter in force.

Article III Duration

The duration of the Association shall be perpetual.

Article IV Non-stock and Property Rights

The Association is organized without capital stock and there shall be only one class of members with respect to voting rights. Upon dissolution and after (a) all debts and liabilities of the Association shall have been paid and (b) all capital furnished through patronage shall have been retired as provided in the By-laws, the remaining property and assets of the Association 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 calendar years next preceding the date of the filing of the certificate of dissolution, subject to and in accordance with such classifications of business as may have been employed in allocating patronage capital to such members during that ten year period. In making this distribution, patronage for each year shall be adjusted

to reflect the changes in the Consumer Price Index, if any, between the year the patronage occurred and the date of distribution.

Article V

1. Any person, firm, association, corporation, body politic or subdivision thereof, or other legal or commercial entity may become a member of the Association by: (a) making a written application for membership; (b) agreeing to purchase electric energy from the Association as specified herein; (c) agreeing to comply with and be bound by these Articles of Incorporation, the By-laws of the Association, and such policies, rules and regulations as may from time-to-time be adopted by the board of directors; (d) paying any deposit, guaranty, or connection fee which may be required for the class of service requested; and (e) being accepted for membership by the board of directors or its designee.
2. Each member shall, as soon as electric energy shall be available, purchase from the Cooperative all electric energy used on the premises specified in his application for membership, and shall pay therefor monthly at rates which shall from time to time be fixed by the board of directors; provided, however, that the board of directors may limit the amount of electric energy which the Cooperative shall be required to furnish to any one member. It is expressly understood that amounts paid for electric energy 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 in the By-laws. Each member shall pay to the Cooperative such minimum amount per month regardless of the amount of electric energy consumed, as shall be fixed by the board of directors from time to time. Each member shall also pay all amounts owned (sic) by him to the Cooperative as and when the same shall become due and payable.
3. Members of the Association may voluntarily withdraw from membership upon payment in full of all debts and obligations of such member to the Association, and upon compliance with an performance of all contracts of such member with the Association.
4. The board of directors of the Association may expel any member who shall attempt to transfer his membership, or who shall willfully violate any of the provisions of these Articles of Incorporation or By-laws of the Association or of the rules and regulations which may be adopted by the board of directors, or who shall cease to be eligible for membership in the Association, or who shall fail or refuse to pay any debt or obligation due the Association when and as the same shall become due.

Article VI
Directors

1. The business and affairs of the Association shall be managed by a board of directors who must be members of the Association. Directors shall be elected at such times, in such number not less than five, and for such terms as shall be provided for in the By-laws of the Association.
2. The board of directors shall have the power, among others, to make and adopt such rules and regulations not inconsistent with the laws of the State of Wisconsin or the Articles of Incorporation or the By-laws of the Association for the management, administration and regulation of the business and affairs of the Association as the board of directors may deem advisable.

Article VII
Officers

The titles, manner of election, powers and responsibilities of the officers of the Association shall be as designed in the By-laws.

Article VIII
Names of Incorporators

The names and residences of the incorporators of the Association, all of whom are adults, are as follows:

Martin Wieland	Lancaster, Town of Potosi, Grant Co.
Jay P. Martin	Bagley, Town of Bloomington, Grant Co.
Earl E. Raisbeck	Bloomington, Town of Beetown, Grant Co.
O. M. Smith	Lancaster, Town of North Lancaster, Grant Co.
A. O. Oleson	Livingston, Town of Clifton, Grant Co.

Article IX
Amendment

The Association reserves the right to annul, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law. Notwithstanding the foregoing, the required majorities set forth in Article X, below, may not be amended by vote of less than that majority proposed to be amended.

Article X
Merger or Disposition of Property

The disposition of all or any substantial portion of the property of the Cooperative, whether by sale, lease, merger, consolidation or otherwise, shall require the affirmative vote of not less than two-thirds (2/3) of all of the members of the Cooperative, provided, however, that merger or consolidation with another cooperative organized for and primarily engaged in furnishing electric power and energy to its members may be approved by a majority of member votes cast.

1. The Articles of Incorporation of **GRANT COUNTY COOPERATIVE RURAL ELECTRIC ASSOCIATION** were adopted April 2, 1937, filed with the Secretary of State of Wisconsin on April 6, 1937, and recorded in the office of the Register of Deeds for Grant County on April 8, 1937.
2. Article I of the Articles of Incorporation was amended on November 29, 1938, and recorded in the office of the Register of Deeds for Grant County on December 12, 1938. (The copy received from the Secretary of State did not include the certificate showing when the amendment was filed with the Secretary of State.) The amendment changed the name from **GRANT COUNTY COOPERATIVE RURAL ELECTRIC ASSOCIATION** to **GRANT ELECTRIC COOPERATIVE**.
3. Article VI, Section I and Article V, Section 2 were amended January 2, 1947, filed with the Secretary of State of Wisconsin on March 7, 1947, and recorded in the office of the Register of Deeds for Grant County on March 11, 1947.
4. Article I of the Grant Electric Cooperative Articles of Incorporation was amended by the Articles of Merger to change the name to Grant-Lafayette Electric Cooperative.
5. Article X was added to the Grant Electric Cooperative Articles of Incorporation by the Articles of Merger.
6. Article I of the Grant-Lafayette Electric Cooperative Articles of Incorporation was amended by the Articles of Merger (March 29, 1999, Annual Meeting) to change the name to Scenic Rivers Energy Cooperative.