

C39 1326

ARTICLES OF INCORPORATION
of the
LOGAN COUNTY COOPERATIVE POWER AND LIGHT ASSOCIATION, INC.

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These Articles of Incorporation of LOGAN COUNTY COOPERATIVE POWER AND LIGHT ASSOCIATION, INC., witnesseth:

That we, the undersigned, all of whom are citizens of the United States of America and of the State of Ohio, desiring to form a corporation NOT FOR PROFIT under the General Corporation Act of said State do hereby certify:

First. The name of said corporation shall be LOGAN COUNTY COOPERATIVE POWER AND LIGHT ASSOCIATION, INC.

Second. The place in this State where the principal office of the corporation is to be located is the City of Bellefontaine, Logan County, Ohio.

Third. The purpose or purposes for which said corporation is formed are: To purchase electric current from any suitable source within the territorial limits of the County of Logan, State of Ohio; to construct, erect, acquire, lease, maintain and operate a line or lines for the transmission and distribution of electric current for any and all purposes for which electric current is now or may hereafter be used, including, without limitation of the generality of the foregoing, all necessary or convenient poles;

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wires, cables, guy-wires, brace-poles, fixtures, appliances, facilities and equipment; to distribute said electric current, within the territorial limits of said Logan County, Ohio, and of Harrison Township, Champaign County, Ohio, only to its members, residents of said Logan County, Ohio, and of Harrison Township, Champaign County, Ohio; to purchase or otherwise acquire, hold, own, use, lease, mortgage, sell or otherwise dispose of real and personal property of every class and description and to do all acts and things necessary or convenient for the accomplishment of the foregoing purposes or any of them.

Fourth. The names and post office addresses of its trustees, who are to serve until the first annual meeting or other meeting called to elect trustees, are:

Edward G. Dammond	West Liberty, Ohio
Emerson W. Garling	DeGraff, Ohio
R. G. Van Horn	Lakeview, Ohio
C. R. Shafer	West Liberty, Ohio
E. C. Webber	Bellefontaine, Ohio
Otis Rogers	Huntsville, Ohio

IN WITNESS WHEREOF, we have hereunto subscribed our names this 14th day of December, 1935.

Edward G. Dammond
Emerson W. Garling

C. R. Shafer
E. C. Webber
Otis Rogers

C33 1203

STATE OF OHIO,
LOGAN COUNTY,

Personally appeared before me, the undersigned, a Notary Public in and for said county, this 7th day of December, 1933, the above named Edward B. Demmond, Herman W. Carling, R. C. Van Horn, C. E. Shafer, R. C. Webster, and John Rogers, who each severally acknowledged the signing of the foregoing articles of Incorporation to be his free act and deed for the uses and purposes therein mentioned.

Witness my hand and official seal on the day and year last aforesaid.

H. B. Demmond

H. B. Demmond
Notary Public, Logan County, Ohio
My Commission Expires May 1, 1935

ALL ARTICLES OF INCORPORATION FILED MUST BE ACCOMPANIED BY FOLLOWING
DESIGNATION OF AGENT.

Original Appointment of Agent

Ohio Corporation,
Section 8623-129, General Code.

KNOW ALL MEN BY THESE PRESENTS, That Ross M. Work
Name of Agent
of 912 S. Detroit St. in Bellefontaine
Street or Avenue City or Town
Logan County, Ohio, a natural person and resident of said county,
being the county in which the principal office of Logan County Cooperative Power
and Light Association, Inc.
Name of Corporation
is located, is hereby appointed as the person on whom process, tax notices and demands against
said Logan County Cooperative Power and Light Association, Inc.
Name of Corporation may be served.

Logan County Cooperative Power
and Light Association, Inc.
Name of Corporation

Edw. J. Harrison
Robt. Van Horn
Emerson H. Gilling
W. C. Rogers
Signatures
(To be executed by all or a majority of the incorporators at the time
of organization.)

Bellefontaine, Ohio.

December 14th, A. D. 1935.

Logan County Cooperative
Power and Light Association, Inc.
Name of Corporation

Bellefontaine, Ohio

Gentlemen: I hereby accept the appointment as the representative of your company upon
whom process, tax notices, or demands may be served.

Ross M. Work
Agent.

State of Ohio,

County of LOGAN, ss.:

Personally appeared before me, the undersigned, a Notary Public in and for said County,
this 14th day of December, A. D. 1935, the above named
Ross M. Work who acknowledged the signing of the foregoing
Name of Agent
to be his free act and deed for the uses and purposes therein mentioned.

WITNESS my hand and official seal on the day and year last aforesaid.

H. B. Emerson
Notary Public in and for

LOGAN County, Ohio.

H. B. EMERSON
Notary Public, Logan County, O.
My commission expires May 1, 1937

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**CERTIFICATE OF AMENDMENT
TO ARTICLES OF INCORPORATION OF
LOGAN COUNTY COOPERATIVE POWER AND LIGHT ASSOCIATION, INC.**

We, the undersigned, EDWARD G. DENMEAD, President, and EMERSON W. GARLING, Secretary of Logan County Cooperative Power and Light Association, Inc., an Ohio corporation not for profit organized under the General Corporation Act of Ohio, with its principal office located at Bellefontaine, Ohio, do hereby certify that a meeting of the members of said Corporation entitling them to vote on the proposal to amend the Articles of Incorporation thereof, as contained in the following resolution, was duly called and held on the 20th day of September, 1938, at which meeting a quorum of such members was present in person or by proxy, and that by the affirmative vote of a majority of the members present in person or by proxy the following resolution of amendment was adopted:

RESOLVED, that the Articles of Incorporation of this corporation be, and the same hereby are, amended as follows:

- (1) By striking out in its entirety Article Third as it now appears and inserting in lieu thereof the following:

THIRD: The purpose or purposes for which this Corporation is formed are:

(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 only 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 leases, 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 Corporation to accomplish any or all of its purposes;

(d) 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 (including without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) 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 (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer, or otherwise dispose of notes and other evidences of indebtedness and all security therefor;

(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 Corporation and 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, all or any of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired;

(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 which may be necessary or convenient to any or all of the foregoing purposes or which may be permitted by the Act under which the Corporation is formed, provided, however, that all of the operations of this Corporation shall be on a cooperative basis and not for profit.

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

(2) By adding to the Articles of Incorporation certain additional articles which shall read as follows:

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FIFTH: Section 1. Any person, firm, corporation or body politic may become a member in the Corporation by (a) paying in full the membership fee specified in the Code of Regulations, (b) agreeing to purchase from the Corporation electric energy as specified in the Code of Regulations, and (c) agreeing to comply with and be bound by these Articles of Incorporation and the Code of Regulations of the Corporation and any amendments thereto and such rules and regulations as may from time to time be adopted by the Board of Trustees of the Corporation; provided, however, that no person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the Board of Trustees or by the members of the Corporation.

Section 2. The Code of Regulations of the Corporation may define and fix other duties and responsibilities of the members and prescribe other terms and conditions upon which members shall be admitted to retain membership in the Corporation not inconsistent with these Articles of Incorporation or the Act under which the Corporation is organized.

Section 3. No member shall be individually liable or responsible for any debts of the Corporation.

Section 4. The Board of Trustees shall have power to make such rules and regulations not inconsistent with law, these Articles of Incorporation or the Code of Regulations of the Corporation as the Board of Trustees may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

SIXTH: The Corporation may not sell, mortgage, lease or otherwise dispose of or encumber any of its property other than:

- (a) property which in the judgment of the Board of Trustees neither is nor will be necessary or useful in operating and maintaining the Corporation's system and facilities; provided, however, that all sales of such property shall not in any one (1) year exceed in value ten per centum (10%) of the value of all of the property of the Corporation;
- (b) services of all kinds, including electric energy; and
- (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 or by proxy, 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 Trustees, without authorization by the members, shall

have full power and authority to borrow money from the United States of America, Reconstruction Finance Corporation, 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 Corporation, whether acquired or to be acquired, and wherever situated, all upon such terms and conditions as the Board of Trustees shall determine.

We further certify that at the special meeting of the members of the Corporation mentioned heretofore the following resolution was also unanimously adopted:

RESOLVED that the President and Secretary of this Corporation be, and they hereby are, authorized, empowered and directed to sign and execute this Certificate of Amendment to the Articles of Incorporation as aforesaid, and to file said Certificate of Amendment to the Articles of Incorporation in the office of the Secretary of State of Ohio.

IN WITNESS WHEREOF said EDWARD G. DENMEAD, President, and EMERSON W. GARLING, Secretary of Logan County Cooperative Power and Light Association, Inc., acting for and on behalf of said Corporation, have hereunto subscribed their names and caused the seal of said Corporation to be hereto affixed this 4th day of October, 1938.

By Edward G. Denmead
President

By Emerson W. Garling
Secretary

Attest:

Emerson W. Garling
Secretary

CERTIFICATE OF AMENDMENT

TO ARTICLES OF INCORPORATION OF
LOGAN COUNTY COOPERATIVE POWER AND LIGHT ASSOCIATION, INC.

We, the undersigned, E. C. WEBBER, Vice-President, and C. W. SHAFER, Secretary of Logan County Cooperative Power and Light Association, Inc., an Ohio corporation not for profit organized under the General Corporation Act of Ohio, with its principal office located at Bellefontaine, Ohio, do hereby certify that a meeting of the members of said Corporation entitling them to vote on the proposal to amend the Articles of Incorporation thereof, as contained in the following resolution, was duly called and held on the 21st day of February, 1939, at which meeting a quorum of such members was present in person or by proxy, and that by the affirmative vote of a majority of the members present in person or by proxy the following resolution of amendment was adopted:

RESOLVED, that the Articles of Incorporation of this Corporation be, and the same hereby are, amended as follows:

- (1) By striking out in its entirety Article Third as it now is and inserting in lieu thereof the following:

"THIRD: The purpose or purposes for which this Corporation is formed are:

- "(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 only 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 other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any or 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 to wire their premises and install therein electrical and plumbing appliances, 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 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 (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer, or otherwise dispose of notes and other evidences of indebtedness and all security therefor;

"(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 Corporation and 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, all or any of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired;

"(1) 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 which may be necessary or convenient to any or all of the foregoing purposes or which may be permitted by the Act under which the Corporation is formed, provided, however, that all of the operations of this Corporation shall be on a cooperative basis and not for profit.

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

- (2) By adding to the Articles of Incorporation certain additional articles which shall read as follows:

"FIFTH. Section 1. Any person, firm, corporation or body politic may become a member in the Corporation by (a) paying in full the membership fee specified in the Code of Regulations, (b) agreeing to purchase from the Corporation electric energy as specified in the Code of Regulations, and (c) agreeing to comply with and be bound by these Articles of Incorporation and the Code of Regulations of the Corporation and any amendments thereto and such rules and regulations as may from time to time be adopted by the Board of Trustees of the Corporation; provided, however, that no person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the Board of Trustees or by the members of the Corporation.

"Section 2. The Code of Regulations of the Corporation 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 Corporation not inconsistent with these Articles of Incorporation or the Act under which the Corporation is organized.

"Section 3. No member shall be individually liable or responsible for any debts of the Corporation.

"Section 4. The Board of Trustees shall have power to make such rules and regulations not inconsistent with law, these Articles of Incorporation or the Code of Regulations of the Corporation as the Board of Trustees may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

"SIXTH. The Corporation may not sell, mortgage, lease or otherwise dispose of or encumber any of its property other than:

- "(a) property which in the judgment of the Board of Trustees neither is nor will be necessary or useful in operating and maintaining the Corporation's system and facilities; provided, however, that all sales of such property shall not in any one (1) year exceed in value ten per centum (10%) of the value of all of the property of the Corporation;
- "(b) services of all kinds, including electric energy; and
- "(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 or by proxy, 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 Trustees without authorization by the members, shall have full power and authority to borrow money from the United States of America, Reconstruction Finance Corporation, 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 Corporation, whether acquired or to be acquired, and wherever situated, all upon such terms and conditions as the Board of Trustees shall determine."

We further certify that at the special meeting of the members of the Corporation mentioned heretofore the following resolution was also unanimously adopted:

RESOLVED, that the President and Secretary of this Corporation be, and they hereby are, authorized, empowered and directed to sign and execute this Certificate of Amendment to the Articles of Incorporation as aforesaid, and to file said Certificate of Amendment to the Articles of Incorporation in the office of the Secretary of State of Ohio.

IN WITNESS WHEREOF, said E. C. WHEEGER, Vice-President, and C. W. SHAFER, Secretary of Logan County Cooperative Power and Light Association, Inc., acting for and on behalf of said Corporation, have hereto subscribed their names and caused the seal of said Corporation to be hereto affixed this 3rd day of March, 1930.

By

E. C. Wheeger
Vice-President

By

C. W. Shafer
Secretary

Attest:

C. W. Shafer
Secretary

639 1312

165021
Subsequent Appointment of Agent

Ohio Corporation
Section 8623-129, General Code

KNOW ALL MEN BY THESE PRESENTS, That J. Ewing Smith
Name of Agent
of 705 East Columbus Avenue in Bellefontaine, Ohio
Street or Avenue City or Town
Logan County, Ohio, a natural person and resident of said county,
being the county in which the principal office of Logan County Cooperative Power and Light Association, Inc. Name of Corporation
is located, is hereby appointed as the person on whom process, tax notices and demands against said
Logan County Cooperative Power and Light Association, Inc.
Name of Corporation may be served, to succeed
Boys Work heretofore appointed as such agent which appointment is
Name of Former Agent
hereby made pursuant to resolution of the board of directors passed on the 18th day
of February 19 52

Logan County Cooperative Power and Light Association, Inc. Name of Corporation

By Watson Kieglow
President, Vice-President, Secretary

Bellefontaine Ohio

February 18 19 52

Logan County Cooperative Power and Light Association, Inc.
Name of Corporation

Bellefontaine, Ohio

Gentlemen: I hereby accept the appointment as the representative of your company upon whom
process, tax notices, or demands may be served.

J. Ewing Smith
Agent

STATE OF OHIO

COUNTY OF Logan ss.

Personally appeared before me, the undersigned, a Notary Public in and for said county, this 18th
day of February 19 52, the above named J. Ewing Smith
Name of Agent
who acknowledged the signing of the foregoing to be his free act and deed for the uses and purposes therein
mentioned.

Zetta M. Reed
Notary Public in and for Logan
County, Ohio

FILING FEE:
\$1.00

1/30/54

N.B. This form to be used only when there has been a previous appointment of agent.

E0031-0056

NO. 708

P. 16/194

APPROVED

NEW
CERTIFICATE
OFAMENDED ARTICLES OF INCORPORATION
OFBy P.D.
Date 1-9-75
Amount 25.00LOGAN COUNTY COOPERATIVE POWER AND LIGHT ASSOCIATION, INC.
(A Non-Profit Corporation)

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Logan County Cooperative Power and Light Association, Inc.,
Russell Torbert, President and Gerald R. Hill, Secretary of ~~Logan County Cooperative~~, an Ohio corporation organized not for profit, with its principal office located at Bellefontaine, Ohio, do hereby certify that at a meeting of the members of said corporation entitled to vote on the proposal to adopt the Amended Articles as contained in the following resolution which was duly called and held on the 10th day of March, 1970, at which meeting a quorum of such members was present, by the affirmative vote of a majority of the members present entitled to exercise all of the voting power of the corporation on such proposal, the resolution was adopted:

RESOLVED, That the following Amended Articles of Incorporation be and the same are hereby adopted to supersede and take the place of the existing Articles of Incorporation and all amendments thereto:

AMENDED ARTICLES OF INCORPORATION

Logan County Cooperative Power and Light Association, Inc.

FIRST: The name of the Corporation shall be Logan County Cooperative Power and Light Association, Inc.

SECOND: The place in the State of Ohio where its principal office is located is Bellefontaine, Ohio. *Logan*

THIRD: The purposes for which the Corporation is formed are:

(1) To engage in operations as a public utility rendering electric service to members and non-member patrons; to generate, manufacture, purchase, acquire and accumulate electric power and/or energy for, and to transmit, distribute, furnish, sell and dispose of such electric power and/or energy to its members and non-member patrons, 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/or distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes; and, without limiting the generality of the foregoing, but in amplification thereof, to acquire, in whole or in part, by purchase, lease, or otherwise, other electric generation, transmission and/or distribution systems, which purpose may be effected through the acquisition of real or personal property, or the acquisition of stocks or other corporate securities evidencing the ownership of real and personal property constituting such other electric systems, or portions thereof or through merger or consolidation;

(2) To supply electric power and/or energy to its members and non-member patrons without any discrimination or preference as between members and non-member patrons and to enter into and perform franchises and other contracts with political subdivisions, bodies politic, governmental agencies or instrumentalities, industrial and commercial concerns, residential customers and others which franchises or contracts provide for the supplying of electric power and/or energy or otherwise rendering electric service to any such concerns, customers, subdivisions, bodies, agencies, instrumentalities, or the citizens thereof;

(3) To acquire, hold, own, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate, encumber, subject to liens or security interests, 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;

(4) 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, encumber, subject to liens or security interests 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;

(5) To furnish under contract with any person, partnership, firm, political subdivision, body politic or governmental agency or instrumentality, corporation or association technical services, including, without limitation because of enumeration, engineering, bookkeeping, auditing, construction, line and communication equipment, repair and maintenance of distribution systems, meter reading, billing, collecting, financing, and any and all other specialized management or operation services for electrical distribution or transmission firms or companies;

(6) 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 Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by mortgages, deeds of trust, security agreements and financing statements, or by the pledge of or other lien upon, any or all property, rights, privileges or permits of the Corporation, wherever situated, acquired or to be acquired; and

(7) To advise its members and non-member patrons served by it to wire their premises and install therein electrical and pumping 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 pumping 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;

(8) To promote and develop the use of electric power and/or energy and to engage in area development and similar activities in order to promote and develop the use of electric power and/or energy;

(9) To aid in any manner permitted by law any firm or individual, corporation or association, domestic or foreign, in which the corporation may own any shares of stock, bonds, debentures, notes, evidences of indebtedness or other securities, contracts or obligations, or in which the corporation may have any other legal or equitable interest, and to do any other act permitted by law to preserve, protect, improve or enhance the value of the same or the property represented thereby; and to organize or promote or facilitate the organization of subsidiary corporations;

(10) To do and perform, for itself, its members and its non-member 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 incidental thereto, or as may be permitted by law.

The enumeration of the foregoing purposes shall not be held to limit or restrict in any manner the general powers of the Corporation, and the Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of the character of the Corporation by the laws of the State of Ohio now or hereafter in force. Each purpose enumerated above shall be deemed to be independent of all other purposes and shall not be limited or restricted by reference from any other enumerated powers. The Corporation reserves the right, at any time and from time to time, substantially to change its purposes in the manner now or hereafter permitted by law.

FOURTH: The following persons shall serve the Corporation as Trustees until their successors shall have been elected and shall have qualified in accordance with the Code of Regulations of the Corporation.

NAME	ADDRESS
Russell Torbert	West Mansfield, Ohio 43358
Homer L. Miller	DeGraff, Ohio 43318
Gerald R. Hill	DeGraff, Ohio 43316
Clifford Cretcher	Bellefontaine, Ohio 43311
Lester Leininger	Lakeview, Ohio 43331
Herbert Milroy	Huntsville, Ohio 43324
Glenn Outland	Huntsville, Ohio 43324
Baird Wilson	West Liberty, Ohio 43357
Clark LeVan	Bellefontaine, Ohio 43311

FIFTH: The Corporation shall at all times be operated on a Cooperative non-profit basis for the mutual

benefit of its patrons. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its patrons.

In the furnishing of electric power and/or energy the Corporation's operations shall be so conducted that all patrons, members and non-members alike, will through their patronage furnish capital for the Corporation. In order to induce patronage and to assure that the Corporation will operate on a non-profit basis the Corporation is obligated to account on a patronage basis to all its patrons, members and non-members alike, for all amounts received and receivable from the furnishing of electric power and/or energy in excess of operating costs and expenses properly chargeable against the furnishing of electric power and/or energy. All such amounts in excess of operating costs and expenses at the moment of receipt by the Corporation are received with the understanding that they are furnished by the patrons, members and non-members alike, as capital. The Corporation is obligated to pay by credits to a capital account for each patron all such amounts in excess of operating costs and expenses. The books and records of the Corporation shall be set up and kept in such manner that at the end of each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Corporation shall within a reasonable time after the close of the fiscal year notify each patron of the amount of capital so credited to his account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so and the patron had then furnished the Corporation corresponding amounts for capital.

All other amounts received by the Corporation from its operations in excess of costs and expenses shall, insofar as permitted by law, be (a) used to offset any losses incurred during the current or any prior fiscal year and (b) to the extent not needed for that purpose, allocated to its patrons on a patronage basis and any amount so allocated shall be included as part of the capital credited to the accounts of patrons, as herein provided.

In the event of dissolution or liquidation of the Corporation, after all outstanding indebtedness of the Corporation shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis before any payments are made on account of property rights of members. If at any time prior to dissolution or liquidation, the Board shall determine that the financial condition of the Corporation will not be impaired thereby the capital credited to patrons' accounts may be retired in full or in part. Any such retirements of capital shall be made in order of priority according to the year in which the capital was furnished and credited, the capital first received by the Corporation being first retired.

Capital credited to the account of each patron shall be assignable only on the books of the Corporation to pursuant to written instruction from the assignor and only to successors in interest or successors in occupancy in all or a part of such patrons' premises served by the Corporation unless the Board, acting under policies of general application, shall determine otherwise.

Notwithstanding any other provision of these Articles of Incorporation, the Board at its discretion, shall have the power at any time upon the death of any patron, if the legal representatives of his estate shall request in writing that the capital credited to any such patron be retired prior to the time such capital would otherwise be retired under the provisions of these Articles of Incorporation, to retire capital credited to any such patron immediately upon such terms and conditions as the Board, acting under policies of general application, and the legal representatives of such patrons' estate shall agree upon; provided, however, that the financial condition of the Corporation will not be impaired thereby.

The patrons of the Corporation, by dealing with the Corporation, acknowledge that the terms and provisions of the Articles of Incorporation and Code of Regulations shall constitute and be a contract between the Corporation and each patron, and both the Corporation and the patrons are bound by such contract, as fully as though each patron had individually signed a separate instrument containing such terms and provisions. The provisions of this article of the Articles of Incorporation shall be called to the attention of each patron of the Corporation by posting in a conspicuous place in the Corporation's office.

As used in these Articles of Incorporation, the term "Board" shall mean the Board of Trustees of the Corporation.

SIXTH: The Corporation shall not sell, mortgage, lease or otherwise dispose of or encumber all or any

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substantial portion of its property or merge or consolidate with any other corporation unless such sale, mortgage, lease, other disposition, encumbrance, merger or consolidation is authorized at a meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the Corporation, and unless the notice of such proposed sale, mortgage, lease, other disposition, encumbrance, merger or consolidation shall have been contained in the notice of the meeting; provided, however, that notwithstanding any other provision of this Article, the Board of the Corporation, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of mortgages, deeds of trust, security agreements and financing statements or otherwise pledging, encumbering, subjecting to a lien or security interest, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the Corporation, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the Board shall determine, to secure any indebtedness of the Corporation to the United States of America or any instrumentality or agency thereof or to any other bona fide lender, lending institution or investor; provided, further, however, that notwithstanding any other provision of this Article, the Board may upon the authorization of a majority of those members of the Corporation present at a meeting of the members thereof, sell, lease, or otherwise dispose of all or a substantial portion of its property to, or merge or consolidate with, another non-profit corporation which is or has been a member of Ohio Rural Electric Cooperatives, Inc.

Notwithstanding the foregoing provisions of this Article, nothing contained herein shall be deemed or construed to prohibit an exchange of electric plant facilities for electric plant facilities of another electric company when in the judgment of the Board such facilities are approximately equal value, but in no event shall the value of the Corporation's facilities so exchange within any 12 month period exceed 10% of the total electric plant of the Corporation.

SEVENTH: These Amended Articles of Incorporation take the place of and supersede the existing Articles of Incorporation as heretofore amended.

IN WITNESS WHEREOF, said Russell Torbert, President and Gerald R. Hill, Secretary of Logan County Cooperative Power and Light Association, Inc., acting for and on behalf of said Corporation, have hereunto subscribed their names and caused the seal of said Corporation to be hereunto affixed this 10th day of March, 1970,

Logan County Cooperative Power and Light Association, Inc.

By Russell Torbert President

By Gerald R. Hill Secretary