

RESTATED
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
OF
NAVOPACHE ELECTRIC COOPERATIVE, INC.

~~Know all men by these presents: That the Board of Directors hereby duly restates the Article of Incorporation of Navopache Electric Cooperative, Inc. correctly setting forth without change the provisions of the Articles of Incorporation as amended and superseding the original Articles of Incorporation and all amendments to the original Articles of Incorporation as follows:~~

~~The Corporation is organized as an electric cooperative nonprofit membership corporation in accordance with Title 10, Chapter 19, Article 2 of the Arizona Revised Statutes.~~

ARTICLE I. --- NAME

The name of this Corporation is NAVOPACHE ELECTRIC COOPERATIVE, INC.

ARTICLE II. – PLACE OF BUSINESS

The principal place of business of the Corporation shall be 1878 West White Mountain Boulevard, Lakeside, Arizona, ~~Navajo County 85929,~~ but the Corporation may have and maintain offices and places of business in such other places in and out of the State of Arizona as its Board of Directors may from time to time deem advisable.

ARTICLE III. – INCORPORATORS

The names, residences and addresses of the incorporators are as follows:

<u>NAME</u>	<u>RESIDENCE AND ADDRESS</u>
W. H. Larson	Lakeside, Arizona
T. A. Caldwell	Lakeside, Arizona
James A Treat	Lakeside, Arizona
S. W. Jaques	Lakeside, Arizona
C. Gilmore Jackson	Lakeside, Arizona

ARTICLE IV. – NATURE OF BUSINESS

The general nature of the business to be transacted and 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 to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, or to furnish telephone service to its members only, and to construct, erect, purchase, lease as lessee and in any manner acquire, own, hold maintain, operate, sell, or dispose of, lease as lessor, exchange and mortgage plants, building, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, or telecommunications, internet and broadband services, telephone lines, systems or equipment 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 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 therefore;

(e) To borrow money, to make and issue bonds, notes and other evidence 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 or 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 any and all acts and things, and to have and exercise any and all powers which may be necessary or convenient to accomplish any or all of the foregoing purposes ~~—or—~~;

(g) To do and perform any and all acts and things, and to have and exercise any and all powers which may be necessary or convenient which may be permitted, from time to time, by the Act under which the Corporation is ~~formed~~organized and the laws of the State of Arizona; provided, however, that all the operations of the Corporation shall be on a cooperative basis, not for profit, and for the use benefit of its members as such. The Corporation shall render no service to or for the public.

ARTICLE V. – NON-CAPITAL STOCK

The Corporation is organized as ~~a non-profit~~an electric cooperative nonprofit membership corporation without capital stock.

ARTICLE VI. – DURATION OF CORPORATE EXISTENCE

The time of commencement of this corporation was August 20, 1946, ~~and, as of the date of the filing of the Articles of Amendment,~~ the corporate duration and life shall be perpetual.

ARTICLE VII. – CORPORATE GOVERNMENT

(a) The affairs of the Corporation shall be governed by a Board of Directors of not less than three (3) nor more than nine (9) directors and such officers as the Board of Directors may elect or appoint. The officers shall

~~be include~~ a President, Vice-President, Secretary and Treasurer, elected by and from among the directors. ~~Deputy Officers~~ Other officers may be appointed by the Board as provided for by the Bylaws adopted hereunder.

(b) The annual meeting of the members shall be held on the date which shall be set by the Board of Directors each year for the purpose of electing directors, passing upon reports for the previous fiscal year and transacting such other business as may come before the meeting.

(c) The first directors of the Corporation who shall hold office until the annual meeting of the members in the year 1946, or until their successors shall have been elected and shall have qualified, are:

<u>NAME</u>	<u>RESIDENCE AND ADDRESS</u>
W. H. Larson	Lakeside, Arizona
T. A. Caldwell	Lakeside, Arizona
James A Treat	Lakeside, Arizona
S. W. Jaques	Lakeside, Arizona
C. Gilmore Jackson	Lakeside, Arizona

The above names persons were elected as directors at a meeting of the corporators held at Phoenix, Maricopa County, State of Arizona, at 2:00 o'clock, P.M., on the 19th day of August, 1946.

(d) The Bylaws may provide that directors may be nominated or elected from different divisions of the entire territory to be served.

ARTICLE VIII. – INDEBTEDNESS OR CORPORATE LIABILITY

The highest amount of indebtedness or liability, direct or contingent, to which this Cooperative shall at any time subject itself for purposes of borrowing from the Rural Utilities Services ("RUS") of the Department of Agriculture or any successor thereto or National Rural Utilities Cooperative Finance Corporation (~~"NRUCFC"~~) or Cooperative Bank (~~"Cobank"~~) or any successors thereto which borrowings are subject to the approval of RUS or its successor shall be that indebtedness or liability approved by the Board of Directors not to exceed that limit permitted by the ~~non-profit~~ laws of the State of Arizona.

ARTICLE IX. – EXEMPTION OF MEMBERS

The private property of the members of the Corporation shall be exempt from execution for the debts of the Corporation and no member shall be individually liable or responsible for any debts or liabilities of the Corporation.

ARTICLE X. – MEMBERSHIP

Membership in the Corporation shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors, not contrary to or inconsistent with these Articles of Incorporation or by the Bylaws of the Corporation. Such certificate shall be signed by the President and by the Secretary of the Corporation and the corporate seal shall be affixed thereto.

ARTICLE XI. – AMENDMENT OF ARTICLES

These Articles ~~shall be adopted at an organization meeting by a vote of not less than two thirds of the original corporators and~~ may be amended as now or hereafter provided by law.

ARTICLE XII. – BYLAWS

Notwithstanding the provisions of Article XI, in the instance of a sale, lease, exchange, mortgage, pledge or encumbrance or other disposition of all, or substantially all the assets of the Corporation, the same shall be in accordance with laws governing such actions by electric cooperative nonprofit corporation-membership corporations and as provided in the Bylaws, ~~and. In such instances,~~ the number of members required in the Bylaws to vote in favor of such action or to amend the Articles prescribing the number of members required in such event to affirmatively vote shall be two-thirds; ~~except,~~

Despite the foregoing, the affirmative vote of a majority of the members voting shall suffice in the instances of a sale, lease, exchange, mortgage, pledge or encumbrance or other disposition of all or substantially all the assets of the Corporation (a) to another cooperative corporation qualified as a beneficiary under the Rural Electrification Administration Act or (b) an entity in 1988 qualified under the Reclamation Laws of 1902 and laws amendatory thereof for preference in the sale of electricity from federally owned facilities, or (c) to any agency or instrumentality of the United States of America, or (d) upon default and demand for payment to the holder or holders of any notes, bonds, or other evidences of indebtedness to the United States of America or to any agency or instrumentality thereof, ~~in those instances the affirmative vote of a majority of the members voting shall suffice.~~

Except as qualified above, the power to adopt Bylaws shall be vested in the members and the Bylaws may be altered, amended or repealed by a majority of the members as provided by law.

ARTICLE XIII. – STATURORY AGENT

The statutory agent of this Corporation shall be ~~Marilyn Short~~Elizabeth Neal, 1878 West White Mountain Boulevard, Lakeside, Arizona, 85929, who has been a bona fide resident of the State of Arizona for more than three (3) years last past, who is appointed its lawful agent for and on behalf of said Corporation to accept and acknowledge service of and upon whom may be served all necessary process or processes in any action, suit or proceeding that may be had or brought against the said Corporation in any of the Courts of said State of Arizona. Her appointment may be revoked at any time by filing the appointment of another agent.

~~_____~~ [Remainder of Page Left Intentionally Blank; Signature Page to Follow]

IN WITNESS WHEREOF, ~~we, the President~~these Amended and ~~Secretary of Navopache Electric~~
Cooperative, Inc. certify the foregoing as a true and correct restatement of the Restated Articles of Incorporation
~~as have been duly executed~~ by the ~~Board~~undersigned officers of ~~Directors~~ the 20th Corporation on this ____ day of
November, in the year 1995 2020.

~~_____ Dated this 20th day of November, 1995.~~

_____ W. Dave Williams

_____ Bradley Baker, President

_____ ~~Carol Evans~~Dennis Hughes, Secretary/~~Treasurer~~

