

STATE OF KANSAS

DEPARTMENT OF STATE



FRANK J. RYAN, SECRETARY OF STATE

To All to Whom these Presents shall Come, Greeting:

I, FRANK J. RYAN, Secretary of State of the State of Kansas, do hereby certify
that the following and hereto attached is a true copy of _____

ARTICLES OF INCORPORATION

THE WESTERN COOPERATIVE ELECTRIC ASSOCIATION, INC.

WAKEENEY

KANSAS

FILED:

May 10, 1945

the original of which is now on file and a matter of record in this office.

In Testimony Whereof: I hereto set my hand and cause
to be affixed my official seal.

Done at the City of Topeka, this 10th

day of May A. D. 19 45

F. J. Ryan
Secretary of State.

By *E. E. Hill*
Asst. Secretary of State.

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OFFICE OF SECRETARY OF STATE
TOPEKA, KANSAS

ARTICLES OF INCORPORATION

We, the undersigned, citizens of Ellis, Trego and Gove Counties in the State of Kansas, hereby associate ourselves together in order to create, form, establish and organize a cooperative, nonprofit, membership corporation for the purpose of supplying electric energy and promoting and extending the use thereof as provided by and in accordance with Article 46 of Chapter 17 of the 1943 Supplement to the General Statutes of Kansas for 1935, known as "The Electric Co-operative Act", and laws amendatory thereof and supplementary thereto.

First. The name of the proposed corporation shall be:
THE WESTERN COOPERATIVE ELECTRIC ASSOCIATION, INC.,

Second. The place where the principal office or place of business of said corporation is to be located is: WaKeeney, Trego County, Kansas.

Third. The names and addresses of the incorporators are as follows, to-wit:

Fred J. Hamburg, Ellis, Kansas.
Alvin L. Saleen, Ogallah, Kansas.
Irving Walker, WaKeeney, Kansas.
W.D. Ikenberry, Quinter, Kansas.
Melvin Reinecker, Quinter, Kansas.
L.R. Miller, Quinter, Kansas.
C.W. Kraus, Hays, Kansas.
Ed. J. Niernberger, Ellis, Kansas.
Ward Sullivan, Hays, Kansas.

Fourth. The names and addresses of its trustees are as follows, to-wit:

Fred J. Hamburg, Ellis, Kansas.
Alvin L. Saleen, Ogallah, Kansas.
Irving Walker, WaKeeney, Kansas.
W.D. Ikenberry, Quinter, Kansas.
Melvin Reinecker, Quinter, Kansas.
L.R. Miller, Quinter, Kansas.
C.W. Kraus, Hays, Kansas.
Ed. J. Niernberger, Ellis, Kansas.
Ward Sullivan, Hays, Kansas.

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Fifth. This corporation is not organized for profit and the nature of the business, and the objects and purposes to be transacted, promoted and carried on are as follows; to-wit:

- (a) To sue and be sued in its corporate name.
- (b) To have perpetual existence.
- (c) To adopt a corporate seal and alter the same.
- (d) To generate, manufacture, purchase, acquire, accumulate, and transmit electric energy, and to distribute, sell, supply, and dispose of electric energy to its members, and to governmental agencies, political subdivisions, and to other persons, who are not receiving central station service from facilities of existing public utilities.
- (e) To assist members by the financing thereof, to whom electric energy is or will be supplied by the cooperative, in wiring their premises and in acquiring and installing electrical and plumbing appliances, equipment, fixtures, and apparatus, and for demonstration purposes, purchase, acquire, lease as lessor or lessee, electric and plumbing appliances, equipment, fixtures and apparatus and to sell same when it has served such purpose.
- (f) To construct, purchase, lease, and to equip, maintain and operate, and to sell, assign, convey, lease, mortgage, pledge or encumber electric transmission and distribution lines or systems, electric generating plants, and lands, buildings, structures, dams, easements and rights of way, equipment, and any other real or personal property, tangible or intangible, necessary to accomplish the purpose of which this cooperative is organized.
- (g) To purchase, lease as lessee, or otherwise acquire, and to use, and exercise and to sell, assign, convey, mortgage, pledge or otherwise dispose of or encumber, franchises, rights, privileges, licenses and easements.
- (h) To borrow money and otherwise contract indebtedness, and to issue notes, bonds, and other evidences of indebtedness, and to secure the payment thereof by mortgage, pledge, or deed of trust of, or any other encumbrance upon, any or all of its then-owned or after-acquired real or personal property, assets, franchises, revenues or income.
- (i) To construct, maintain and operate electric transmission and distribution lines along, upon, under and across publicly owned lands and public thoroughfares, roads, highways, streets, alleys, bridges and causeways in conformity with the laws of the State of Kansas.
- (j) To exercise the power of eminent domain in the manner provided by the laws of this state for the exercise of such power by other corporations constructing or operating electric transmission and distribution lines or systems.

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- (k) To become a member of other cooperatives, and conduct its business and exercise its powers within this state.
- (l) To adopt, amend and repeal bylaws.
- (m) To do and perform any other acts and things, and to have and exercise any other powers which may be necessary, to accomplish the purpose for which this cooperative is organized.

Sixth. The length of time for which said cooperative corporation is to exist shall be perpetual.

Seventh. (a) This cooperative is formed not for profit and shall not have capital stock but the capital structure of the cooperative shall consist of the aggregate amount standing to the credit of members on account of the membership interests allotted to them which shall not exceed five thousand dollars and one thousand memberships of the value of five dollars each, and the maximum amount of membership interest to be held by one person, partnership or corporation shall not exceed five dollars. (b) Each incorporator of this cooperative is a member hereof and has paid his membership fee of five dollars, and other persons, partnerships and corporations may not become members hereof unless and until they shall pay said membership fee of five dollars and agree to use electric energy or other services furnished by the cooperative when they are made available through its facilities and the bylaws may provide additional qualifications and limitations in respect of membership. (c) The apportionment of earnings and the manner in which the distribution of earnings shall be determined and paid to the members shall be as set forth in the bylaws of this cooperative.

Eight. The number of trustees of this corporation shall be nine (9) and the names and residences of the membership of the cooperative who shall compose the first Board of Trustees, and who shall hold office until the first annual meeting of the members of the cooperative and until their successors shall be elected and shall have qualified, are as hereinbefore stated and set forth.

Ninth. The Board of Trustees shall adopt the first bylaws of this cooperative and thereafter the members shall adopt, amend or repeal the bylaws by the affirmative vote of a majority of those members voting thereon at a meeting of the members. The bylaws shall set forth the rights and duties of members and trustees and may contain other provisions for the regulation and management of the affairs of the cooperative not inconsistent with law or these articles of incorporation.

Tenth. We further state that the above application and articles of incorporation are made in good faith, with the intention that said corporation shall actually engage in the business specified, and none other.

In testimony whereof, we, the above mentioned incorporators, have hereunto subscribed our names this 2nd, day of May, 1945.

Irving Walker
W.D. Ikenberry
C W Kraus
Fred J. Hamburg
L.R. Miller.

Melvin Reinecker
Alvin L. Salcen
Ed J. Hiernberger
Ward Sullivan

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State of Kansas, Trego County, ss.

May 2nd, 1945.

Before me, the undersigned, a Notary Public, within and for said county and state, personally appeared Irving Walker and C.W. Kraus, to me personally known to be two of the incorporators of The Western Cooperative Electric Association, Inc., and each of such persons, duly acknowledged his execution of the articles of incorporation as his free and voluntary act and deed.

In witness whereof, I have hereunto subscribed my name and affixed my notarial seal the day and year last above written.

Cora Michaelis
Notary Public

(SEAL)

Term expires June 30, 1947.

OFFICE OF SECRETARY OF STATE

Topeka, Kansas, May 10, 1945.

Received of The Western Cooperative Electric Association, Inc.
Twenty Five and No/100 - - - - - Dollars,
fee for filing within Articles of Incorporation.

Frank J. Ryan
Secretary of State.

By Fred C. Reissig
Chief Clerk.

Filed May 10 1945
Frank J. Ryan
Secy. of State

STATE OF KANSAS



FRANK J. RYAN, SECRETARY OF STATE

To All to Whom these Presents shall Come, Greeting:

I, FRANK J. RYAN, Secretary of State of the State of Kansas, do hereby certify that the following and hereto attached is a true copy of

CERTIFICATE OF AMENDMENT

TO

ARTICLES OF INCORPORATION

OF

THE WESTERN COOPERATIVE ELECTRIC ASSOCIATION, INC.

FILED: June 9, 1947

the original of which is now on file and a matter of record in this office.

In Testimony Whereof: I hereto set my hand and cause to be affixed my official seal.

Done at the City of Topeka, this 9th day of June A. D. 19 47

Frank J. Ryan Secretary of State.
By Frances E. Ryan Asst. Secretary of State.

ARTICLES OF AMENDMENT

OF

The Western Cooperative Electric Association, Inc.
executed pursuant to the Electric Cooperative Act,
Kansas General Statutes (Supp. 1943) Article 46,
Section 17-4601 et seq.

The Western Cooperative Electric Association, Inc.,
a cooperative, non-profit, membership corporation incor-
porated under the Electric Cooperative Act, Kansas General
Statutes (Supp. 1943) Article 46, Section 17-4601 et
seq., hereby certifies and states as follows:

FIRST: The name of the Cooperative is, The Western
Cooperative Electric Association, Inc.

SECOND: The address of its principal office is,
WaKeeney, Kansas

THIRD: The articles of incorporation are hereby
amended by the adoption of the following
resolution by the unanimous vote of the
members of said cooperative: "Resolved,
That paragraph Seventh of the Articles of
Incorporation be, and the same hereby is
repealed in its entirety and that paragraphs
Eighth, Ninth, and Tenth of the Articles of
Incorporation be, and the same hereby are
redesignated paragraphs Seventh, Eighth,
and Ninth respectively.

IN WITNESS WHEREOF, The Western Cooperative Electric
Association, Inc., has caused these articles of amendment
to be executed in its name by its President, and its
corporate seal to be hereto affixed and attested by the
Secretary this 15th day of April, 1947.

The Western Cooperative
Electric Association, Inc.

by Irving Walker
President

SEAL

ATTEST:

C. W. Kraus
Secretary