

ARTICLES OF INCORPORATION
of
SLOPE ELECTRIC COOPERATIVE, INC.

To Thomas Hall
Secretary of State.

We, the undersigned, being natural persons of the age of twenty-one years or more and residents of the State of North Dakota, for the purpose of forming a corporation under the "Electric Cooperative Corporation Act" of the State of North Dakota, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Corporation is SLOPE ELECTRIC COOPERATIVE, INC.

ARTICLE II

The purpose or purposes for which the Corporation is organized are to engage in rural electrification and

1. To generate, manufacture, purchase, acquire and accumulate electric energy and to transmit, distribute, furnish, sell and dispose of such electric energy to its members; and to other persons not in excess of ten per centum of the number of its members, provided, however, if it acquires existing electrical facilities it may continue service to persons not in excess of twenty per centum of the number of its members, who are already receiving service from such facilities without requiring such persons to become members, but such persons may become members upon such terms as may be prescribed in the by-laws;

2. To assist its members to wire their premises and install therein and to acquire and supply 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

3. To furnish electric energy, wiring facilities, electrical or plumbing equipment or services to any other corporation organized under the "Electric Cooperative Act" or to the members thereof.

ARTICLE III

The names and addresses of the incorporators who shall serve as directors and manage the affairs of the Cooperative until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
C. W. Lambourn	Amidon, North Dakota
J. P. Holzner	Amidon, North Dakota
Arvy Enloe	Rhame, North Dakota
Leonard Steiner	Reeder, North Dakota
Lee Johnson	Reeder, North Dakota
Hans Lauritzen	Hettinger, North Dakota
J. Q. Jacobs	New England, North Dakota
L. A. Vasoy	Mott, North Dakota
Theo. Monke	Regent, North Dakota

ARTICLE IV

At the annual meeting of the members in the year 1948, three directors shall be elected by secret ballot by and from the members to serve for a term of three years or until their successors shall have been elected and shall have qualified; three directors shall be elected by secret ballot by and from the members to serve for a term of two years or until their successors shall have been elected and shall have qualified; and three directors shall be elected by secret ballot by and from the members to serve for a term of one year or until their successors shall have been elected and shall have qualified. At each annual meeting, beginning with the year 1949, directors shall be elected by secret ballot by and from the members to succeed those directors whose terms have expired to serve for a term of three years or until their successors shall have been elected and shall have qualified.

ARTICLE V

The address of the principal office of the Cooperative shall be New England, County of Hettinger, North Dakota, and the name and address of its agent upon whom process may be served is C. W. Lambourn, Amidon, North Dakota.

ARTICLE VI

The duration of the Cooperative is perpetual.

ARTICLE VII

Section 1. The undersigned incorporators shall be members in the Cooperative. In addition to the undersigned incorporators any person, firm, association, corporation or body politic or subdivision thereof, upon payment of such membership fee as shall be specified in the bylaws, may become a member in Slope Electric Cooperative, Inc., by:

- (a) filing a written application for membership therein;
- (b) agreeing to purchase from the Cooperative electric energy as hereinafter specified; and
- (c) agreeing to comply with and be bound by the articles of incorporation and bylaws of the Cooperative and any rules and regulations adopted by the board of directors; provided, however, that no person, firm, association, corporation or body politic or subdivision thereof, except the incorporators of the Cooperative, shall become a member unless and until he or it has been accepted for membership by the board of directors or the members. No member may hold more than one membership in the Cooperative.

Section 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 therefore 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. Each member shall pay to the Cooperative such minimum amount per month as shall be fixed by the board of directors from time to time, regardless of the amount of electric energy consumed. Each member shall also pay all amounts owed to the Cooperative as and when the same shall become due and payable.

ARTICLE VIII

Section 1. The first set of bylaws of the Cooperative shall be adopted by the board of directors, but thereafter the bylaws of the Cooperative may be altered, amended or repealed by the members 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.

Section 2. The bylaws of the Cooperative 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 Cooperative, provide for methods of voting, quorum requirements, and any other matters relating to the internal organization and management of the Cooperative, provided that such provisions shall not be inconsistent with these articles of incorporation or the Act under which the Cooperative is organized.

Section 3. The board of directors shall have power to make and adopt such rules and regulations, not inconsistent with these articles of incorporation or the bylaws of the Cooperative, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

Section 4. The property of the members of the Cooperative shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever.

ARTICLE IX

The Corporation may amend, alter, change or repeal any provision contained in these Articles of Incorporation by the affirmative vote of a majority of the members voting thereon at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

IN WITNESS WHEREOF we have hereunto set our hands and seals this 20th day of April, A. D. 1945.

<u>C. W. Lambourn</u>	(SEAL)
<u>J. P. Holzemer</u>	(SEAL)
<u>Arvy Enloe</u>	(SEAL)
<u>Leonard Steiner</u>	(SEAL)
<u>Lee Johnson</u>	(SEAL)
<u>Hans Lauritzen</u>	(SEAL)
<u>J. Q. Jacobs</u>	(SEAL)
<u>L. A. Vasey</u>	(SEAL)
<u>Theo. Monke</u>	(SEAL)

STATE OF NORTH DAKOTA, ()ss
COUNTY OF HETTINGER, (

On this 20th day of April, in the year 1945, before me, M. S. Byrne, a Notary Public, in and for the State of North Dakota, personally appeared C. W. Lambourn, J. P. Holzemer, Arvy Enloe, Leonard Steinar, Lee Johnson, Hans Lauritsen, J. Q. Jacobs, L. A. Vasey and Theo Monke, known to me to be the persons whose names are subscribed to and who executed the foregoing instrument, and severally duly acknowledged to me that they executed the same.

M. S. BYRNE
Notary Public

(SEAL)

My Commission Expires Jan. 8, 1950.

No. 900
STATE OF NORTH DAKOTA ()ss
DEPARTMENT OF STATE (

Filed for record and certificate issued the 21th day of April, 1945, and recorded in Volume Five of Cooperative Associations, Page _____.

Thomas Hall
Secretary of State

By _____
Deputy