

RESTATED
ARTICLES OF INCORPORATION

OREGON TRAIL ELECTRIC CONSUMERS COOPERATIVE, INC.

Restated July 8, 1995

Pursuant to the provisions of ORS 62.570, these Restated Articles of Incorporation supersede the heretofore existing Articles and Amendments thereto.

ARTICLE I.

The name of the Cooperative is Oregon Trail Electric Consumers Cooperative, Inc., and its duration shall be perpetual.

ARTICLE II.

The purposes for which this Cooperative are formed are as follows:

- (a) To generate, purchase and acquire energy and to transmit, distribute, furnish, sell and dispose of such energy.
- (b) To perform any and all acts necessary or convenient to accomplish any of the foregoing purposes.
- (c) To engage in any lawful activity for which Cooperatives may be organized under Oregon Revised Statutes, Chapter 62 or its replacement.

ARTICLE III.

The Cooperative shall have no capital stock. Except as between spouses⁴or membership stock. The membership fee shall be 1 converting between an individual membership and a joint membership as provided in the Bylaws, a membership in the Cooperative is not transferable.

ARTICLE IV.

Upon dissolution of the Cooperative, after all debts and liabilities of the Cooperative have been paid and all capital furnished through patronage has been retired, the remaining property and assets shall be distributed among the members and the former members of the Cooperative in the proportion which the aggregate patronage of each bears to the total patronage of all members.

ARTICLE V.

The Secretary of State may mail notices as required by Chapter 62 of the Oregon Revised Statutes to: PO Box 226, Baker City, Oregon 97814.

ARTICLE VI.

The number of directors constituting the initial Board of Directors of this Cooperative was three. The names and addresses of the persons who served as the initial directors are:

Richard Haynes 2950 Grandview
Baker City, Oregon 97814

Peggi Timm Route 1
Western Heights
Baker City, Oregon 97814

Glenn Timm Route 1
Western Heights
Baker City, Oregon 97814

ARTICLE VII.

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

ARTICLE VIII.

The Board of Directors shall have the power to make such rules and regulations not inconsistent with law, these Articles of Incorporation and the Bylaws of the Cooperative as the Board of Directors may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

ARTICLE IX.

Section 1: Supersedes Inconsistent Articles and Bylaws

The provisions of this Article IX shall supersede all other inconsistent provisions of the Articles or Bylaws of the Cooperative, and shall govern the interpretation and application of all matters within the scope of this Article IX.

Section 2: Scope

The provisions of this Article IX shall apply whenever any of the following transactions are proposed or considered by the Cooperative:

- (a) A sale, lease, exchange or other disposition of all, or substantially all, the property and assets of the Cooperative to any person, partnership or unincorporated association; or with a domestic or foreign corporation subject to Oregon Revised Statutes Chapter 60, or its replacement; or
- (b) A voluntary dissolution of the Cooperative; or

- (c) A merger of the Cooperative with or consolidation into a domestic or foreign corporation subject to Oregon Revised Statutes Chapter 60, or its replacement; or
- (d) Conversion of the Cooperative into a business corporation subject to Oregon Revised Statutes Chapter 60, or its replacement.

Section 3: Requirements

(a) Any action within the scope of Section 2 of this Article shall require approval of the membership as provided below, and shall be presented to the membership only upon the affirmative vote of at least two-thirds of all the directors of the Cooperative.

(b) If the Board of Directors shall resolve to submit to the members for a vote at any annual or special meeting any proposal or recommendation within the scope of Section 2, of this Article IX, no meeting of the members shall be called or held for the purpose of voting on any such proposal or recommendation for at least 180 days after the date of such resolution. The purpose of this waiting period is to permit the Cooperative's membership to become informed on the issue. As soon as practicable after the date the Board adopts any proposal or recommendation referred to herein, the Board shall give written notice to each member of the following:

(1) The full text and date of the Board's resolution; and

(2) An objective explanation of the proposed action which is the subject of the resolution.

(c) Ten percent of the membership, present in person, shall be necessary for a quorum at any regular or special meeting at which the members will vote on any matter within the scope of Section 2 of this Article IX.

(d) No member's vote may be cast by proxy on any matter within the scope of Section 2 of this Article IX.

(e) An affirmative vote of two-thirds of all members of the Cooperative is required to approve any action within the scope of Section 2 of this Article IX.

Section 4: Severability

In the event any provision, condition or part of this Article shall be finally determined by a court of competent jurisdiction to be invalid, void or voidable, the remaining provisions and conditions shall be and remain in full force and effect.

ARTICLE X.

These Articles may be amended by a majority of the Cooperative's members except that the provisions of Article IX (relating to a sale, merger, consolidation, dissolution or conversion to a business corporation) may only be amended by two-thirds of the Cooperative's members at a meeting where a quorum of at least ten percent of the Cooperative's members are present.

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