



ARTICLES OF INCORPORATION
of
North Western Electric Cooperative, Inc.

The undersigned, a majority of whom are citizens of the United States, desiring to form a corporation not for profit under the General Corporation Act of Ohio do hereby certify:

ARTICLE I

The name of said corporation shall be North Western Electric Cooperative, Inc.

ARTICLE II

The place in this state where the principal office of the corporation is to be located is Bryan, Williams County, Ohio

ARTICLE III

The purpose or purposes for which this corporation is formed are:

1. To generate, manufacture, purchase, acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy and to construct, erect, purchase, lease and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange and mortgage plants, buildings, works, machinery, equipment, and supplies and transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes;
2. To acquire, own, hold, exercise and, to the extent permitted by law, to mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses and easements necessary, useful and convenient for carrying out and accomplishing any of the purposes of the corporation;
3. To purchase, lease and in any manner acquire, own, hold, maintain, sell, lease, exchange, mortgage, pledge and in any manner dispose of any and all real and personal property which may be necessary, useful or convenient for the carrying out and accomplishing of any of the purposes of the corporation;
4. To provide electric energy to its members or other consumers;
5. To make available electric transmission facilities to other corporations not for profit organized for similar purposes, by sale, lease or otherwise;

6. To do all such acts and things as may be useful, necessary or convenient for the accomplishment of the foregoing purposes or any of them, provided, however, that all of the operations of this corporation shall be on a cooperative basis, not for profit, and for the use and benefit of its members as such.

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 or hereafter in force.

ARTICLE IV

The following persons shall serve said corporation as trustees until the first annual meeting or other meeting called to elect trustees:

<u>Name</u>	<u>Address</u>
Paul McCoy	Bryan, Ohio
Burl Rigg	West Unity, Ohio
F. B. Traxler	Pioneer, Ohio
A. W. Sherman	Hicksville, Ohio
Lewis Balser	Defiance, Ohio
Carl F. Kimpel	Edgerton, Ohio

ARTICLE V

Section 1. Any person, firm, corporation, or body politic may become a member in the Corporation by:

- (a) paying 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 or a consumer unless and until he or it has been accepted by 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.

ARTICLE VI

The Corporation shall not sell, mortgage, lease, or otherwise dispose of or encumber all or any 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 of approximately equal

value, but in no event shall the value of the Corporations' facilities so exchanged within any 12 month period exceed 10% of the total electric plant of the Corporation.

ARTICLE VII

The Code of Regulations may be adopted, altered, amended, or repealed by the affirmative vote of a majority of the members present in person at any meeting of the members at which a quorum is present. The notice of the meeting shall contain a copy of the proposed code or proposed alteration, amendment, or repeal to be considered at the meeting.

SUMMARY OF AMENDMENTS

Corporation No. 167089	Filed 06/16/1936	Domestic Articles / Cooperative
Amended 11/05/1936	Filed 11/12/1936	Domestic / Amendment to Articles
Amended 03/11/1941	Filed 11/05/1941	Domestic / Amended Restated Articles
Amended 03/04/1952	Filed 04/01/1952	Domestic / Amendment to Articles
Amended 03/14/1958	Filed 03/14/1958	Domestic / Amended Restated Articles
Amended 03/08/1960	Filed 04/14/1960	Domestic / Amended Restated Articles
Amended 03/20/1962	Filed 04/06/1962	Domestic / Amendment to Articles
Amended 04/07/1970	Filed 04/28/1970	Domestic / Amendment to Articles
Amended 01/19/1982	Filed 01/19/1982	Domestic Agent Ralph Gallagher Appointed
Amended 07/20/2015	Filed 07/20/2015	Domestic Agent Christopher Walker Appointed
Amended 07/20/2015	Filed 07/20/2015	Domestic/ Amendment to Articles

Revision Date: July 20, 2015