

**AMENDED ARTICLES OF INCORPORATION
OF
THE GUNNISON COUNTY ELECTRIC ASSOCIATION, INC.,
a Colorado Non-Profit Cooperative Electric Association**

The undersigned, The Gunnison County Electric Association, Inc. (the "cooperative association"), in its regular annual meeting of its members voluntarily amended its Articles of Incorporation originally adopted under the provisions of Sections 2413-2417 of the Compiled Laws of Colorado, 1921, since re-enacted as Colorado Revised Statutes, Section 7-55-101, *et seq.*, and does hereby certify as to the amended articles as follows:

**ARTICLE 1
NAME**

The name of the cooperative electric association is: THE GUNNISON COUNTY ELECTRIC ASSOCIATION, INC., a Colorado cooperative electric association.

**ARTICLE 2
PERIOD OF DURATION**

The period of duration of the cooperative association shall be perpetual.

**ARTICLE 3
PURPOSES AND POWERS**

The purposes for which the cooperative association is formed are:

- 3.1 To generate, own, manufacture, purchase, lease, or otherwise acquire electric energy;
- 3.2 To transmit, distribute, furnish, sell and dispose of electric energy and energy services;
- 3.3 To construct, erect, maintain, operate, lease, own, purchase, and mortgage plants, buildings, real property, machinery, supplies, apparatus, equipment, electric transmission, and distribution lines or systems of electric energy;
- 3.4 To engage and carry on the business of radio communication, telecommunications, computer science, and any other electrically related business, and conduct any other lawful business permitted by law;
- 3.5 To acquire, own, hold, use, exercise, sell, mortgage, pledge, hypothecate, and dispose of franchises, rights, privileges, licenses, rights-of-way and easements;

- 3.6 To purchase, receive, lease, acquire, own, hold, maintain, use, convey, sell, exchange, mortgage, pledge, or dispose of any and all real and personal property or interest therein;
- 3.7 To assist members to wire their premises, install electrical, plumbing, radio, television, computer appliances, fixtures, machinery, supplies, apparatus, and equipment;
- 3.8 To purchase, acquire, lease, sell, distribute, install, and repair electrical, plumbing, radio, television, and computer appliances, fixtures, machinery, supplies, apparatus, and equipment;
- 3.9 To receive, acquire, endorse, pledge, guarantee, hypothecate, transfer, and dispose of notes and other evidence of indebtedness and security;
- 3.10 To borrow money, make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired;
- 3.11 To secure payment of bonds, notes or other evidences of indebtedness by mortgage, or deed of trust upon, or by, the pledge of or other lien upon, property, rights, privileges and permits; and
- 3.12 To exercise all powers now granted or which in the future may be granted by the Colorado Cooperative Act to this cooperative association, subject to any limitation imposed by provision of any other statute in the State of Colorado.

ARTICLE 4
PRINCIPAL OFFICE

The principal office of the cooperative association is located at:

37250 West Highway 50
Gunnison, Colorado 81230

ARTICLE 5
INCORPORATORS

The name and address of all individuals who are to be incorporators of the cooperative association are:

Michael V. Wells
37250 U.S. Highway 50
Gunnison, Colorado 81230

ARTICLE 6
NUMBER AND TERMS OF DIRECTORS

The number of directors of the cooperative association shall be not less than seven (7), and the names and terms of the current directors are:

<u>Name</u>	<u>Term</u>
John Vader	3 year term expiring 2009
Lou Costello	3 year term expiring 2009
Chris Morgan	3 year term expiring 2010
Helen K. Allen	3 year term expiring 2010
George Besse	3 year term expiring 2011
Bill LaDuke	3 year term expiring 2011
Paul Hudgeons	3 year term expiring 2011

ARTICLE 7
NAMES AND ADDRESSES OF ORIGINAL DIRECTORS

All the original directors of the cooperative are deceased; their names and addresses of record are:

<u>Name</u>	<u>Address</u>
W. Richard Walker	Gunnison, Colorado
Janet W. Allen	Gunnison, Colorado
Hannah S. Shackelford	Almont, Colorado
Ruth H. Dickerson	Gunnison, Colorado
Harvey S. Lobdell	Gunnison, Colorado
J.H. Sanders	Iola, Colorado
Anton Danni	Almont, Colorado

ARTICLE 8
NON-PROFIT ORGANIZATION

8.1 The cooperative association shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its members and customers. No interest or dividends shall be payable by the cooperative association on any capital furnished by its patrons.

8.2 The cooperative association shall be authorized to issue One Hundred Thousand (100,000) shares or membership certificates. The par value of each shall be Five Dollars (\$5.00).

8.3 A member or customer is any person, firm, corporation, or body politic through or which is furnished energy, commodities or services by the cooperative association pursuant to agreement between the parties, whether oral or written, express or implied.

ARTICLE 9
INDEMNIFICATION

The personal liability of a person who is or was a director, to the cooperative association or to its members for monetary damages for breach of fiduciary duty as a director, is eliminated except for:

- 9.1 Any breach of the director's duty of loyalty to the cooperative association or its members;
- 9.2 Acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; and
- 9.3 Any transaction from which the director derived an improper personal benefit.

The cooperative association shall indemnify persons who are or were directors, officers, employees and agents to the full extent allowed by law.

ARTICLE 10
AMENDMENT OF ARTICLES

The provisions of these Articles of Incorporation may be amended, altered or repealed from time to time in the manner prescribed by the laws of the State of Colorado. All rights herein conferred on the directors, officers and members are granted and subject to this reservation.

ARTICLE 11
PLACE OF MEETINGS/COOPERATIVE ASSOCIATION BOOKS

Subject to the laws of the State of Colorado, the members and the Directors shall have the power to hold their meetings at such place or places as may be established from time to time by designation in the Bylaws or by appropriate resolution.

ARTICLE 12
FISCAL YEAR

The fiscal year of the corporation shall be fixed by the Board of Directors from time to time subject to applicable law.

ARTICLE 13
REGISTERED AGENT

The name and address of the registered agent is:

Michael V. Wells, Chief Executive Officer
Gunnison County Electric Association, Inc.
37250 West Highway 50
Gunnison, Colorado 81230

ARTICLE 14
REGISTERED OFFICE

The address of the registered office of the corporation is:

37250 West Highway 50
Gunnison, Colorado 81230

The name of the initial registered agent at such address is Michael V. Wells, Chief Executive Officer who hereby acknowledges and consents to such appointment.

/ Michael V. Wells /

Michael V. Wells, Chief Executive Officer

IN WITNESS WHEREOF, the undersigned, being the incorporator of the annexed and foregoing Amended Articles of Incorporation for the purpose of organizing and establishing a cooperative association under the Cooperative Association Act, executes these Amended Articles of Incorporation aforesaid, and declares that the

statements therein contained are true, and accordingly have hereunto set his hand and seal this /14th/ day of /November/, 2008.

/Michael V. Wells /
Michael V. Wells, Incorporator

STATE OF COLORADO)
) ss.
County of Gunnison)

The foregoing AMENDED ARTICLES OF INCORPORATION were acknowledged before me this / 14th / day of / November /, 2008 by MICHAEL V. WELLS, Incorporator.

(SEAL)

WITNESS my hand and official seal.

My commission expires: /January 18, 2010/

/Melba French /
Notary Public

RESOLUTION NO.3- AUGUST 2012
AUTHORIZING THE CHANGE OF THE REGISTERED
AGENT

WHEREAS, Michael A Wells who served as the Registered Agent for The Gunnison County Electric Association, Inc. ("Association"), has retired and;

WHEREAS, a new Registered Agent must be appointed to satisfy the requirements of Colorado law:

BE IT RESOLVED, that Michael McBride is appointed to serve as the Registered Agent for the Association effective the date the 2012 annual report of the Association, that is due in September 2012, is filed with the Colorado Secretary of State's office.

CERTIFICATE OF SECRETARY-TREASURER

I do hereby certify the above and foregoing is a true and correct copy of the resolution duly adopted at the regular meeting of the Board of Directors of the Gunnison County Electric Association, Inc., duly convened and held in accordance with the Bylaws on the **28th day of August, 2012** at which a quorum was present and acting throughout. I do further certify that said resolution has not been repealed and is still in effect.

IN WITNESS WHEREOF, I have set my hand and affixed the Corporate Seal of said corporation this 28th day of August, 2012.

/ Chris Morgan /
President

/ Paul Hudgeons /
Secretary

(Seal)



Colorado Secretary of State
 Date and Time: 09/07/2012 04:29 PM
 ID Number: 19871103554

Document must be filed electronically
 Paper documents will not be accepted.

Document processing fee \$10.00
 Fees & forms/cover sheets
 are subject to change.

Document number: 20121497205
 Amount Paid: \$10.00

To access other information or print
 copies of filed documents,
 visit www.sos.state.co.us and
 select Business Center.

ABOVE SPACE FOR OFFICE USE ONLY

**Statement of Change
 Changing the Registered Agent Information**

filed pursuant to § 7-90-305.5 and § 7-90-702 of the Colorado Revised Statutes (C.R.S.)

1. The entity ID number and the entity name, or, if the entity does not have an entity name, the true name are

Entity ID number 19871103554
(Colorado Secretary of State ID number)

Entity name or True name THE GUNNISON COUNTY ELECTRIC ASSOCIATION, INC.

2. (If applicable, adopt the following statement by marking the box and enter all changes.)

The registered agent name has changed.

Such name, as changed, is

Name
 (if an individual) McBride Michael
(Last) (First) (Middle) (Suffix)

OR

(if an entity) _____
(Caution: Do not provide both an individual and an entity name.)

(The following statement is adopted by marking the box.)

The person appointed as registered agent has consented to being so appointed.

3. (If applicable, adopt the following statement by marking the box and enter all changes.)

The registered agent address of the registered agent has changed.

Such address, as changed, is

Street address 37250 Hwy 50
(Street number and name)

Gunnison CO 81230
(City) (State) (ZIP Code)

Mailing address
(leave blank if same as street address)

PO Box 180

(Street number and name or Post Office Box information)

Gunnison

(City)

CO

(State)

81230

(ZIP Code)

4. (If applicable, adopt the following statement by marking the box.)

The person appointed as registered agent has delivered notice of the change to the entity.

5. (If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

6. (**Caution:** Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document are _____
(mm/dd/yyyy hour:minute am/pm)

Notice:

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that such document is such individual's act and deed, or that such individual in good faith believes such document is the act and deed of the person on whose behalf such individual is causing such document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S. and, if applicable, the constituent documents and the organic statutes, and that such individual in good faith believes the facts stated in such document are true and such document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is identified in this document as one who has caused it to be delivered.

7. The true name and mailing address of the individual causing this document to be delivered for filing are

MacLennan

(Last)

Paula

(First)

(Middle)

(Suffix)

GCEA

(Street number and name or Post Office Box information)

PO Box 180

Gunnison

(City)

CO

(State)

81230

(ZIP/Postal Code)

United States

(Province – if applicable)

(Country)

(If applicable, adopt the following statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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