

AMENDED ARTICLES OF  
INCORPORATION FOR  
MIENERGY COOPERATIVE  
RUSHFORD,  
MINNESOTA

ARTICLE I

**SECTION 1.01**

The name of this Cooperative shall be MiEnergy Cooperative.

**SECTION 1.02**

The conduct of the business of this Cooperative shall be upon the cooperative plan and purposes for which it is formed are to sell, provide, deliver, furnish, or distribute electric energy and other services to its members and patrons and to engage in any other lawful business.

This Cooperative shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon cooperatives of the character of this Cooperative by the laws of the State of Minnesota now or hereafter in force.

**SECTION 1.03**

The registered office and principal place of this Cooperative is at 31110 Cooperative Way, Rushford, Minnesota 55971.

ARTICLE II

The period of duration of this Cooperative shall be perpetual.

## ARTICLE III

### **SECTION 3.01**

This Cooperative is organized on a non-stock, membership basis. The Cooperative will maintain appropriate membership records.

### **SECTION 3.02**

Members shall have only one vote in the affairs of this Cooperative and membership in this Cooperative shall not be transferable except with the approval and consent of the Board of Directors of this Cooperative.

### **SECTION 3.03**

No interest or dividends shall be paid upon capital furnished to the Cooperative by its members or patrons.

The net income of the Cooperative, except for amounts set aside as capital reserves or additional reserves shall be distributed on the basis of patronage. The records of this Cooperative may show the interest of members and patrons in the reserves.

## ARTICLE

### IV

To the fullest extent permitted by laws governing cooperative associations, as the same exists or may hereafter be amended, a director of this Cooperative shall not be personally liable to the Cooperative or its members for monetary damages for breach of fiduciary duty as a Director.

## ARTICLE

### V

These Articles of Incorporation may be altered, amended, or repealed by the

affirmative vote of a majority of the members present in person or represented by mail or electronic vote, at any membership meeting, provided, however, that the Articles of Incorporation of this Cooperative shall not be altered, amended, or repealed at any meeting of the members unless notice of such proposed alteration, amendment, or repeal shall have been contained in the notice of each meeting.