

**ARTICLES OF INCORPORATION  
OF  
THE MINNESOTA VALLEY ELECTRIC COOPERATIVE**

(As Amended and Restated 2017)

The Articles of Incorporation of The Minnesota Valley Electric Cooperative are amended and restated as follows:

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**ARTICLE I. Name, Purpose, Place of Business, and Registered Office**

**Section 1.** The name of this Association shall be Minnesota Valley Electric Cooperative.

**Section 2.** The conduct of the business of this Association shall be upon the cooperative plan and the general nature of its business and the purpose or purposes for which it is formed are:

(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members and to transmit, distribute, furnish, sell and dispose of such electric energy to its members; 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, supplies, apparatus, equipment and transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes;

(b) To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character and to receive, acquire, endorse, pledge, hypothecate and dispose of notes and other evidences of indebtedness;

(c) To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the purposes of this Association;

(d) To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, sell, exchange and use any and all real and personal property or any interest therein necessary, useful or appropriate to enable this Association to accomplish any and all of its purposes;

(e) To borrow money and otherwise contract indebtedness for the purposes, or any of them, for which this Association is formed, and to issue notes, bonds and other evidences of indebtedness, and to secure any of its obligations by mortgage, pledge or deed of trust of all or any of its property, assets, franchises and income;

(f) To sell and convey, mortgage, pledge, lease as lesser and otherwise dispose of all or any part of its property and assets;

(g) To do and perform, either for itself or its members, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any of all of the foregoing purposes, or as may be permitted by Minnesota law governing cooperatives; provided, however, that the conduct of the business of this Association shall be upon the cooperative plan.

The enumeration of the foregoing powers shall not be held to limit or restrict in any manner the general powers of this Association, and this Association shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon associations of the character of this Association by the laws of the State of Minnesota now or hereafter in force.

**Section 3.** The principal place of transacting the business of this Association shall be in Jordan, in the County of Scott and State of Minnesota, and its registered office shall be 125 Minnesota Valley Electric Drive, Jordan, Minnesota 55352.

**ARTICLE II. Duration**

The duration of this Association shall be perpetual.

### **ARTICLE III. Cooperative Membership and Operation**

**Section 1.** The Association is organized on a non-stock, membership basis. The Association will maintain appropriate membership records.

**Section 2.** Members shall have only one vote in the affairs of this Association and membership in this Association shall not be transferable except with the approval and consent of the Board of Directors of this Association.

**Section 3.** No interest or dividends shall be paid upon capital furnished to the Association by its members or patrons.

**Section 4.** The net income of this Association, except such amounts as are required to be set aside as a reserve fund or permanent surplus, shall be distributed only on the basis of patronage.

In the event of dissolution or liquidation of the Cooperative, after all outstanding indebtedness of the Cooperative shall have been paid, outstanding capital credits shall be retired without priority on a pro rata basis. If, at any time prior to dissolution or liquidation, the Board of Directors shall determine that the financial condition of the Cooperative will not be impaired thereby, the capital then credited to patrons' accounts may be retired in full or in part. The Board of Directors shall determine the method, basis, priority and order of retirement, if any, for all amounts heretofore and hereafter furnished as capital. In no event, however, shall any capital be retired contrary to the provisions of any unsatisfied mortgage executed by the Cooperative.

### **ARTICLE IV. Cooperative Indebtedness**

The Amount of indebtedness to which this Association shall at any time be subject shall be unlimited.

### **ARTICLE V. Original Incorporators**

The names and places of residence of the original incorporators of this Association were:  
Names Residences

1. F.M. Wrabek Prior Lake, Minnesota
2. Art Leibbrand Jordan, Minnesota
3. John Haugh Prior Lake, Minnesota
4. Wm. H. Kessler Blakeley, Minnesota
5. C. J. Theis Shakopee, Minnesota

### **ARTICLE VI. Board of Directors**

**Section 1.** The government of this association and the management of its affairs and business shall be vested in a Board of Directors consisting of not more than twelve members who shall be elected by ballot, if an election is contested, by the members from such districts and for such terms as the bylaws may prescribe at the annual meeting of the members which shall be held each year at such place and time as the Board of Directors may, by resolution, determine prior to the issuance of the notice of the annual meeting. Any vacancy occurring in the Board of Directors may be filled by the remaining members of the Board, except as otherwise provided by law or the bylaws of this Association, and any person elected to fill any such vacancy shall hold office until the next annual meeting of the members and until the director's successor shall have been elected and shall have qualified.

**Section 2.** The names and places of residence of those who composed the first Board of Directors were:  
Name Residence

1. Wm. H. Kessler Blakeley, Minnesota
2. Guido Wermerskirchen Jordan, Minnesota
3. Peter Rech New Prague, Minnesota
4. F. M. Wrabek Prior Lake, Minnesota
5. Linus Hartmann Lakeville, Minnesota
6. Art Leibbrand Jordan, Minnesota
7. Jos. Marxen Jordan, Minnesota
8. Otto Mueller Prior Lake, Minnesota
9. John Haugh Prior Lake, Minnesota
10. Chas. Theis Shakopee, Minnesota
11. Frank Lenzmeier Shakopee, Minnesota

12. J. M. Geis Shakopee, Minnesota
13. Robert Egan Savage, Minnesota

**Section 3.** The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with these Restated Articles of Incorporation or the bylaws of this Association or the laws of the State of Minnesota, as it may deem advisable for the management, administration and regulation of the business and affairs of this Association.

#### **ARTICLE VII. Membership and Bylaws**

**Section 1.** Any person or entity shall become a member of this Association by purchasing electric energy furnished by this Association.

**Section 2.** Each member shall:

- (a) purchase the minimum amount of electric energy which such member has agreed to purchase from this Association after such electric energy will have become available for use;
- (b) pay all obligations owing to this Association as and when the same become due;
- (c) comply with such rules and regulations as may be adopted by the Board of Directors of this Association.

**Section 3.** The bylaws of this Association may define and fix the duties and responsibilities of the members, officers and directors and may also contain any other provision for the regulation of the business and affairs of this Association not inconsistent with these Restated Articles of Incorporation or the Laws of the State of Minnesota.

#### **ARTICLE VIII. Limitation of Director Liability**

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

#### **ARTICLE IX. Fiscal Year**

The fiscal year of this Association shall begin on the first day of January in each year and end on the thirty-first day of December, in the same year.

#### **ARTICLE X. Amendment of Articles**

This Association reserves the right to amend, alter, change or repeal any provision contained in these Restated Articles of Incorporation in the manner now or hereafter prescribed by law.