

MINUTES OF FIRST MEETING OF DIRECTORS

OF

WELLS RURAL ELECTRIC COMPANY

Pursuant to the foregoing written consent executed by members of the Board of Directors of WELLS RURAL ELECTRIC COMPANY on the 2nd day of December, 1958, the first meeting of the Board of Directors was held at the Wagonwheel Hotel in the City of Wells, County of Elko, State of Nevada, on the 2nd day of December, 1958, at 9 o'clock P.M. of said day.

Present were directors ROBERT R. WRIGHT, CHARLES C. READ, ROGER SMITH, JAMES L. BALLARD, CHARLES BALLEW, VERNON DALTON, BLAINE SHARP, HERBERT M. UHLIG. Absent was JAMES B. WINES.

By consent of all present, and pursuant to proper practice, ROBERT R. WRIGHT, occupied the chair of President and CHARLES BALLEW acted as Secretary.

The Secretary presented to the meeting the written waiver of notice and consent to holding of the meeting. On motion duly made and seconded, it was ordered that this waiver and consent be filed with the minutes of this meeting.

The Secretary presented to the meeting the minutes of the first meeting of Incorporators. The minutes were read and approved.

The Secretary presented to the meeting a book of By-Laws for the regulation of the affairs of this corporation, captioned "BY-LAWS OF WELLS RURAL ELECTRIC COMPANY" which have been drafted and submitted by the firm of VAUGHAN AND HULL, Attorneys at Law, Elko, Nevada, which By-Laws were read and submitted to the meeting for the approval of directors. Thereupon on motion duly made, seconded, and carried, it was unanimously

RESOLVED: That the book of By-Laws captioned "BY LAWS OF WELLS RURAL ELECTRIC COMPANY" consisting of Pages 1 through 11 as drafted by said firm of VAUGHAN AND HULL, and as submitted as and read to this meeting be, and the same hereby are assented to, approved and adopted as and for the By-Laws of this corporation, and that the Secretary be, and he is hereby instructed to certify the By-Laws and cause the same to be inserted in the minute book of this corporation, and to certify to a copy of said By-Laws which shall be kept at the principal office of this corporation.

On motion duly made, seconded and carried, it was unanimously

RESOLVED: That the corporation seal of this corporation, and impression of which is herewith affixed, be that and the same as the seal as it is impressed and it is described in Section 1 of Article IX, SEAL, on Page 10 of the By-Laws of this Corporation.

The meeting then proceeded to the election of officers to serve until the next annual meeting of stockholders or until their successors are elected and qualified. The following nominations were made and seconded.

For President ROBERT R. WRIGHT;
For Vice President JAMES L. BALLARD;
For Secretary CHARLES BALLEW;
For Treasurer CHARLES BALLEW.

There being no further nominations the foregoing persons were unanimously elected to the office of said office opposite their respective names.

Said officers present at the meeting assumed their respective stations and entered upon performance of their respective duties.

On motion duly made and seconded it was unanimously

RESOLVED: That the Secretary hereby is authorized and directed to obtain and maintain such corporate books, journals and ledgers as are necessary and proper for the transaction of the business of the corporation.

On motion duly made, seconded and carried, it was unanimously

RESOLVED: That the offices of VAUGHAN AND HULL, Attorneys at Law, 518 Idaho Street, Elko, Nevada, be, and the same hereby is designated as the registered office of this corporation.

On motion duly made, seconded and carried, it was unanimously

RESOLVED: That ROBERT O. VAUGHAN, of the firm of VAUGHAN AND HULL, Attorneys, 518 Idaho Street, Elko, Nevada, be, and he is hereby designated as resident agent of this corporation.

On motion duly made and seconded, it was unanimously

RESOLVED: That the FIRST NATIONAL BANK OF NEVADA, WELLS BRANCH, WELLS, NEVADA, be and it is hereby designated as the depository of this corporation and that funds so deposited may be withdrawn upon a check, draft, note or order of the corporation. That all checks, drafts, notes or orders drawn against said accounts shall be executed or signed on behalf of this corporation by its president jointly with its treasurer, whose signatures shall be duly certified to said bank, and that no checks, drafts, notes or orders drawn against said bank shall be valid unless so signed.

BE IT FURTHER RESOLVED: That said bank is hereby authorized and directed to honor and pay any checks, drafts, notes or orders so drawn, whether such checks, drafts, notes or orders be payable to the order of such person signing and/or counter signing said checks, drafts, notes or orders, or any of said persons in his individual capacity or not, and whether such checks, drafts, notes or orders are deposited to the individual credit of the person so signing, and/or counter

signing said checks, drafts, notes or orders, or to the individual credit of any of the other officers or not. This resolution shall continue in force and said bank may consider the facts concerning the holders of said offices, respectively, and their signatures to be and continue as set forth in the Certificate of the Secretary, accompanying a copy of this resolution when delivered to said bank or in any similar subsequent certificate, until written notice to the contrary is duly served on said bank.

A lengthy discussion was had with regard to the business and operation for which the corporation was organized, that being the acquisition, establishment and commencement of the operation of a power line to serve the Wells, Clover Valley, Ruby Valley, Starr Valley, Deeth, Secret Pass and such other areas as may be feasible, all located generally in the area of Wells, Elko County, Nevada. The directors and other interested persons discussed the matter with Mr. Kipp and Mr. Dangerfield, representatives of the Rural Electrification Administration.

On motion duly made and seconded, it was unanimously

RESOLVED: That the corporation assume and enter into the agreement with Associated Engineers, Incorporated of Billings, Montana, on the following basis:

A. The engineers are to provide an analysis and appraisal of the Wells Power Co., an analysis of the proposed new facilities to serve the rural area, and a preliminary study of possible wholesale power sources; and

B. The corporation is to pay the engineers a sum equal to the out of pocket expenses incurred plus 50% thereof plus reasonable transportation costs for employees; the total not to exceed the sum of \$3,000.00 and to be nothing payable unless the corporation or its successor in interest acquires a power distribution system.

On motion duly made and seconded, it was unanimously

RESOLVED: That the report on proposed acquisition and expansions WELLS RURAL ELECTRIC COMPANY, Wells, Nevada, prepared and submitted by the Associated Engineers, Inc., be and the same hereby is accepted.

On motion duly made and seconded, it was unanimously

RESOLVED: That the officers of the corporation be and they hereby are authorized to proceed to do all things necessary for the acquisitions, establishment and commencements of the corporate business, including but not limited to the following:

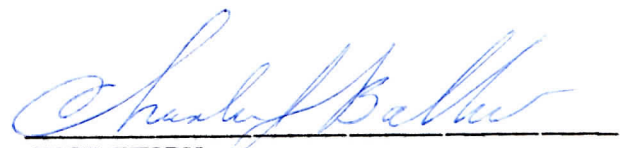
- A. Negotiations with R.E.A.
- B. Co-operation and work with the engineering firm.
- C. Negotiate with Utah Light and Power and Idaho Power Corporation.
- D. Investigate feasibility of service to Elko-Carlin area.
- E. Prepare tentative agreement to be entered into between this corporation and the power users.

F. Work out the retail rate schedules including guarantees to be made by the users and power costs to the users.

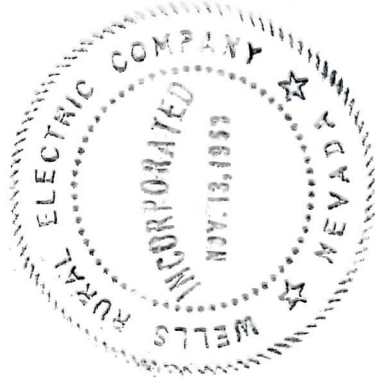
G. Take all action necessary, convenient or advisable for carry out the intent and purposes of the foregoing resolutions and for carrying out, transacting, promoting, conducting, initiating, continuing or concluding all of the business natures, objects and purposes purposed to be transacted, promoted or carried on by the corporation as set out in the Articles incorporation.

There being no further business to come before the meeting, upon motion duly made and seconded, the meeting was adjourned.

I, the undersigned, the duly elected and acting Secretary of the corporation do hereby certify that the within and foregoing are the Minutes of the Board of Directors meeting held on the 2nd day of December, 1958.


SECRETARY


PRESIDENT



The following is an excerpt from the minutes of the Board of Directors meeting held on June 26th, 1959:

The attorney for the corporation advised that he had been examining the records of the corporation and had noted that there had been an omission from the minutes of action taken at the first meeting of the Directors of the corporation on the 2nd day of December, 1958, in that the minutes did not show the election to membership of the nine original directors. It being agreed that such action had been taken, and that the omission from the minutes of said action was in the nature of an mechanical error, on motion duly made, seconded and carried it was unanimously.

RESOLVED: That the minutes of the first meeting of the Directors of WELLS RURAL ELECTRIC COMPANY of the 2nd day of December, 1958, be amended, That the amendment reflect that the following persons, being the first board of directors of the corporation, be elected to membership in the corporation: ROBERT R. WRIGHT, CHARLES C. READ, ROGER SMITH, JAMES L. BALLARD, CHARLES J. BALLEW, VERNON DALTON, BLAINE SHARP, HERBERT M. UHLIG and JAMES B. WINES.

WRITTEN CONSENT TO TIME AND PLACE OF
FIRST MEETING OF DIRECTORS
OF
WELLS RURAL ELECTRIC COMPANY

THE UNDERSIGNED, being all of the Directors of the WELLS RURAL ELECTRIC COMPANY, do hereby unanimously give their consent to holding of the first meeting of the Directors of the WELLS RURAL ELECTRIC COMPANY, to be held at the Wagonwheel Hotel, in the City of Wells, County of Elko, State of Nevada, on the 2nd day of December, 1958, at 9:00 o'clock P.M. of said day, and do hereby further waive any and all notice of any name or nature of said date and place of meeting.

DATE D this 2nd day of December, 1958.

Robert R. Wright
ROBERT R. WRIGHT

Charles C. Read
CHARLES C. READ

Roger Smith
ROGER SMITH

James L. Ballard
JAMES L. BALLARD

James B. Wines
JAMES B. WINES

Charles Baller
CHARLES BALLEW

Vernon Dalton
VERNON DALTON

Blaine Sharp
BLAINE SHARP

Herbert M. Uhlig
HERBERT M. UHLIG

MINUTES OF FIRST MEETING OF INCORPORATORS
OF

WELLS RURAL ELECTRIC COMPANY

Pursuant to the foregoing consent and waiver, the incorporators of the WELLS RURAL ELECTRIC COMPANY, held their first meeting at WAGON WHEEL HOTEL, in the City of Wells, County of Elko, State of Nevada, on the 2nd day of December, 1958, at 7:30 o'clock PM.

The following incorporators were present in person:

Robert R. Wright
James L. Ballard
Charles Ballew

being all the incorporators of the said corporation.

On motion duly made, seconded and carried, ROBERT R. WRIGHT was chosen as chairman and CHARLES BALLEW was chosen as Secretary of the meeting.

The chairman then announced that the Articles of Incorporation had been filed with the Secretary of State on the 13th day of November, 1958, and that a copy thereof certified by the Secretary of State had been filed in the office of the County Clerk of the County of Elko, State of Nevada, on the 2nd day of December, 1958.

The chairman stated that the next business before the meeting was the election of a board of nine directors.

On motion duly made, seconded and carried, the ballot was dispensed with, and the persons who were named as Directors in the Articles of Incorporation were elected Directors of the corporation until their successors were duly elected, they being

Robert R. Wright
Charles C. Read
Roger Smith
James L. Ballard
James B. Wines
Charles Ballew
Vernon Dalton
Blaine Sharp
Herbet M. Uhlig

There being no further business before the meeting, an adjournment

was taken sine die.

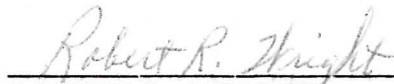
Robert R. Wright
TEMPORARY CHAIRMAN

Charles Balmer
ACTING SECRETARY

WRITTEN CONSENT TO TIME AND PLACE OF
ORGANIZATIONAL MEETING
OF
INCORPORATORS OF
WELLS RURAL ELECTRIC COMPANY

THE UNDERSIGNED, being the persons named in the Articles of Incorporation, as the original incorporators of the WELLS RURAL ELECTRIC COMPANY, do hereby give their written consent to a meeting of said incorporators, for the purpose of organization; said meeting to be held at the Wagonwheel Hotel in the City of Wells, County of Elko, State of Nevada, on the 2nd day of December, 1958, at the hour of 7:30 P.M. of said day, and do further hereby waive any and all notices of any name or nature of said date and place of meeting.

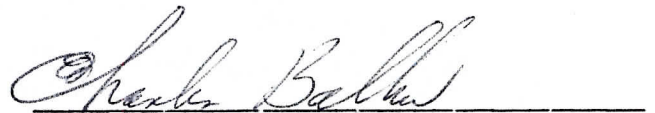
DATED this 2nd day of December, 1958.



ROBERT R. WRIGHT



JAMES L. BALLARD



CHARLES BALLEW

BY-LAWS
OF
WELLS RURAL ELECTRIC COMPANY

ARTICLE I. OFFICES

Section 1. PRINCIPAL OFFICE. The principal office of the corporation in the State of Nevada shall be located in the County of Elko, The corporation may have such other offices, either within or without the said State of Nevada, as the Board of Directors may designate, or as the business of the corporation may require from time to time.

Section 2. REGISTERED OFFICE. The registered office of the corporation required by the Secretary of State to be maintained in the State of Nevada may be, but need not be, identical with the principal office in the State of Nevada, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II. MEMBERS

Section 1. ANNUAL MEETING. The annual meeting of the members shall be held on the second Saturday of October, in each year, beginning with the year 1959, at the hour of 1 o'clock P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Nevada, such meeting shall be held on the next succeeding business day. If the election of directors shall not be held on the day designated herein for an annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be conveniently possible. Failure to hold the annual meeting at the designated time shall not work a forfeiture or dissolution of the corporation.

Section 2. SPECIAL MEETINGS. Special meetings of the members,

For any purpose or purposes, unless otherwise prescribed by statute, may be called

by the president or by the Board of Directors, and shall be called by the president at the request of at least one-tenth of the members entitled to vote at the meeting.

Section 3. PLACE OF MEETING. The Board of Directors may designate any place, either within or without the State of Nevada, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. Unless the members are otherwise notified, the annual meeting shall be held at the Wells High School Auditorium, Elko County, Nevada; and if said meeting should be called for any other place, notice of said meeting will be given as hereinafter set out. A waiver of notice signed by all members entitled to vote at a meeting may designate any place, either within or without the State of Nevada, as the place for the holding of such meeting.

Section 4. NOTICE OF MEETING. If the annual meeting of members shall be held at the time and place as hereinbefore set out, no notice shall be required to be given. In the event of special meetings of members, or in event the annual meeting of members is to be held in a place other than hereinbefore designated, written or printed notice stating the place, day and hour of meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than sixty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member in good standing as of the date notice is given. If such notice is mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his address as it appears in the records of the corporation, with postage thereon prepaid.

Section 5. MEMBERS ENTITLED TO VOTE. All members of the corporation in good standing at the date of the meeting shall be entitled to one vote upon each matter submitted to a vote at a meeting of members. A member shall be in good standing if said member has met and complied with all of the rules, terms and conditions for membership as prescribed by the Board

of Directors. Members who have a corporate, partnership, association or other multiple ownership type business structure may vote through any officer, director, partner, or the manager of their business or operations within Elko County, Nevada. Should a question arise as to what individual may vote for the corporation, partnership or association, then the right of said member to vote shall be suspended until such time as this corporation shall have received, in writing, a designation of the person entitled to vote by the governing board or proper authority of the said corporation, partnership or association.

Section 6. VOTING LIST. The Secretary or Assistant Secretary of the corporation shall make, and keep current, a complete list of the members entitled to vote at any meeting of members, or any adjournment thereof, arranged in alphabetical order, which list shall contain the mailing address of each member, and shall be kept on file at the principal office of the corporation and shall be subject to inspection by any member at any time during usual business hours. Such lists shall also be produced and kept open at the time and place of any meeting of members and shall be subject to the inspection of any member during the said meeting. Failure to comply with the requirements of this section shall not affect the validity of any action taken at such meeting.

Section 7. QUORUM. ^{10%} ~~25%~~ % of the members of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of members. If less than ~~25%~~ % of the members are represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 8. PROXIES. At all meetings of members, a member may vote by proxy executed in writing by the member or by his duly authorized

attorney in fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after six months from the date of its execution, unless otherwise provided in the proxy.

Section 9. CUMULATIVE VOTING. Notwithstanding the provisions of Section 5 of this Article, at an election for directors, every member entitled to vote at such election shall have the right to vote, in person or by proxy, as many votes as there are directors to be elected, and for whose election he has a right to vote, or to accumulate his votes by giving one candidate as many votes as the number of such directors to be elected, or by distributing such votes on the same principal among any number of candidates.

Section 10. INFORMAL ACTION BY MEMBERS. Any action required to be taken at a meeting of the members, or any other action which may be taken at a meeting of the members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

ARTICLE III. BOARD OF DIRECTORS

Section 1. GENERAL POWERS. The business and affairs of the corporation shall be managed by its Board of Directors.

Section 2. NUMBER, TENURE, AND QUALIFICATIONS. The number of directors of the corporation shall be none. Each director, shall hold office for a term of three years, except the first board of directors elected to one, two and three year terms, and until his successor shall have been elected and qualified. Directors must be members of the corporation, or, where a partnership, corporation, or association is a member, then, and officer, director, partner or manager of the local enterprise of said business organization may be elected to the Board of Directors of this corporation.

Section 3. REGULAR MEETINGS. A regular meeting of the Board of Directors shall be held without other notice than this By-Law, immediately after, and at the same place as, the annual meeting of members. The Board of

Directors may provide, by resolution, the time and place, either within or without the State of Nevada, for the holding of additional regular meetings without other notice than such resolution.

Section 4. SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by or at the request of the president or any four directors. The person or persons authorized to call special meetings of the Board of Directors may pick any place, either within or without the State of Nevada, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. NOTICE. Notice of any special meeting shall be given at least ten days previous to said meeting by written notice delivered personally to each director at his business address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. QUORUM. A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. MANNER OF ACTING. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as stated otherwise in these By-Laws.

Section 8. VACANCIES. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining

elect ed directors, though less than a quorum of the Board of Directors. A director elect ed to fill a vacancy shall be elect ed for the unexpired term of his predece ssor in office. Any directorship to be filled by reason of an increase in the number of directors shall be filled by elect ions at an annual meeting or at a special meeting of member s call ed for that purpose.

Section 9. COMPENSATION. By resolution of the Board of Director s, the director s may be paid for their expenxe s, if any, for attendance at each meeting of the Board of Director s. Except for expenxe s as hereinbefore stated, no director shall receive any salary or other compensation for his services as a director, however, this provision shall not preclude any director from serving the corporation in any other capacity and receiving compensation therefor.

Section 10. PRESUMPTION OF ASSENT. A director of the corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the actions taken unless his dissent shall be entered in the Minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the Secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such action.

ARTICLE IV. OFFICERS

Section 1. NUMBER. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elect ed by the Board of Director s. Such other officers and assistant officers as may be deemed necessary may be elect ed or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President ^{vice President (not v.p. + Treas.)} and Secretary.

Section 2. ELECTION AND TERM OF OFFICE. The officers of the corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as may be conveniently done. Each officer shall hold office until his successor shall have been duly elected and shall have qualified or until his death or until he shall have resigned or shall have been removed in the manner hereinafter provided.

Section 3. REMOVAL. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interest of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the persons so removed.

Section 4. VACANCIES. Any vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled for the unexpired portion of the term by the Board of Directors.

Section 5. PRESIDENT. The president shall be the principal executive officer of the corporation and, subject to the control of the Board of Directors, shall, in general, have active executive management and control all of the business operations and affairs of the corporation. He shall, when present preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the corporation thereunto authorized by the Board of Directors, Certificates of Membership, any Deeds, Mortgages, Bonds, Contracts, Notes, or other instruments which the Board of Directors have authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these By-Laws to some other officer or agent of the corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties

Section 6. VICE-PRESIDENT. In the absence of the president or in the event of his death, or inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice-President may sign with the Secretary or an Assistant Secretary, Certificates of Membership, and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. SECRETARY. The Secretary shall: (a) Keep or caused to be kept the Minutes of the members meetings and of the Board of Directors meetings in one or more books provided for that purpose; (b) See that all notices are duly given in accordance with the provisions of these By-Laws and as required by law; (c) Be custodian of the corporation records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized; (d) Keep a register of the post office addresses of each member which shall be furnished to the Secretary by such member; (e) Sign with the President or a Vice-President, Certificate of Membership, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) Have general charge of the list of members of the corporation; (g) In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 8. TREASURER. The Treasurer shall be the financial officer of the corporation, and if required by the Board of Directors, the Treasurer shall give a Bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall: (a) Have charge and custody of and be responsible for all funds and securities of the corporation; (b) Receive and give receipts from money due and payable to the Corporation from any source whatsoever, and deposit all such money in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with provisions of these By-Laws; and

(c) In general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 9. ASSISTANT SECRETARIES AND ASSISTANT TREASURERS.

The Board of Directors shall have their power to appoint such Assistant Secretaries or Assistant Treasurers, or both, as said board deems necessary. The Assistant Secretaries and Assistant Treasurers, in general, shall have the powers and shall perform such duties as such shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

ARTICLE V. CONTRACTS, LOANS, CHECKS,
AND DEPOSITS

Section 1. CONTRACTS. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contracts or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. LOANS. No loans shall be contracted on behalf of the corporation and no evidences of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3. CHECKS, DRAFTS, ETC. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation and in such manner as such shall from time to time be determined by resolution of the Board of Directors.

Section 4. DEPOSITS. All sums of the corporation not otherwise employed shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

ARTICLE VI. ELIGIBILITY AND REQUIREMENTS
FOR MEMBERSHIP.

Section 1. REQUIREMENTS FOR MEMBERSHIP. Requirements for

membership, including the requirements for the continuation of membership shall be within the exclusive control of the Board of Directors. Membership shall be contingent upon the members complying with all of the rules, terms and conditions of membership as prescribed by the Board of Directors, which may include but shall not be limited to the following: (a) Payment of initial membership dues. (b) ^{Annual} (Payment of annual dues) and (c) contracting with the corporation to purchase its service or products.

Section 2. TRANSFER OF MEMBERSHIP. Membership in the corporation may be transferred only upon the consent of a majority of the elected directors, and under such terms and conditions as shall be prescribed by the Board of Directors.

ARTICLE VII. FISCAL YEAR

Section 1. FISCAL YEAR. The Board of Directors shall have the power to determine and place the financial affairs of the corporation on a fiscal year basis.

ARTICLE VIII. DIVIDENDS

Section 1. DIVIDENDS. The corporation is organized for non-profit purposes, and the Board of Directors shall have no authority to declare or pay dividends or other profits to the members of the corporation.

ARTICLE IX. SEAL

Section 1. SEAL. The seal of the corporation shall be circular in form and suitable for impressing the same upon paper. About the upper periphery of the seal shall appear the words WELLS RURAL ELECTRIC COMPANY, and about the lower periphery thereof the word NEVADA. In the center of the seal shall appear the words INCORPORATED NOVEMBER 13, 1958.

ARTICLE X. WAIVER OF NOTICE

Section 1. WAIVER OF NOTICE. Whenever any notice is required to be given to any member or director of the corporation under the provisions of these By-Laws or under the provisions of the Articles of the Corporation or

State of Nevada



Department of State

I, JOHN KOONTZ, Secretary of State of the State of Nevada, do hereby certify that WELLS RURAL ELECTRIC COMPANY did on the THIRTEENTH day of NOVEMBER, 1958, file in this office the original Articles of Incorporation; that said Articles are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the statements of facts required by the law of said State of Nevada.

In Witness Whereof, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this THIRTEENTH day of NOVEMBER, A. D. 1958.


By _____, Deputy

Secretary of State



326



THE STATE OF NEVADA

DEPARTMENT OF STATE

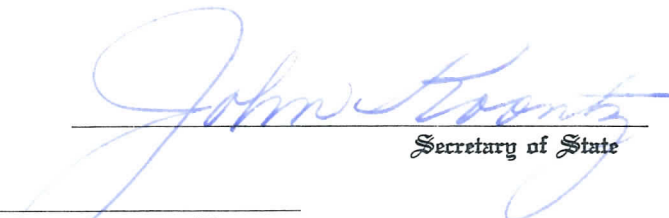
I, JOHN KOONTZ, the duly elected, qualified and acting Secretary of State of the State of Nevada, do hereby certify that the annexed is a true, full and correct transcript of the original Articles of Incorporation of

WELLS RURAL ELECTRIC COMPANY

as the same appears on file and of record in this office.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office in Carson City, Nevada, this THIRTEENTH day of NOVEMBER A. D. 19 58




Secretary of State

Deputy

1 poles, wires and other things and devices, and to acquire, lease, hold, or
2 occupy lands, and the use of such lands, or easements therein.

3 ARTICLE V

4 That the principal office for the transaction of the business of the
5 corporation is to be located at 518 Idaho Street in the City of Elko, County of
6 Elko, State of Nevada, and the resident agent for said corporation shall be
7 ROBERT O. VAUGHAN whose office address is as hereinbefore stated. The location
8 of the principal office of the transaction of business and of the persons who serve
9 as resident agent shall be subject to change by appropriate action by the Board
10 of Directors.
11

12 ARTICLE VI

13 That the corporate powers of the corporation shall be vested in a
14 board of Nine (9) Directors, director shall hold office for a term of three years,
15 except the first board. The first Board of Directors shall consist of three one-
16 year term directors, three two-year term directors and three-three year term
17 directors. Directors shall be elected by popular vote of the members of the
18 corporation at the annual meeting of said members, with three three-year term
19 directors to be elected each year.
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22 ARTICLE VII

23 That the names and residences of the persons who are to act in the
24 capacity of Directors for the first year, and for the terms indicated, and until their
25 successors shall have been elected and shall have accepted office, and who shall
26 be known as Directors, are as follows, to-wit:
27

28	<u>NAME</u>	<u>ADDRESS</u>	<u>TERM OF OFFICE</u>
29	Robert R. Wright	Clover Valley, Nevada	3 years
30	Charles C. Read	Wells, Nevada	3 years
	Roger Smith	Arthur, Nevada	3 years
31	James L. Ballard	Clover Valley, Nevada	2 years
	James B. Wines	Arthur, Nevada	2 years
32	Charles Ballew	Wells, Nevada	2 years
	Vernon Dalton	Clover Valley, Nevada	1 year
	Blaine Sharp	Arthur, Nevada	1 year
	Herbert M. Uhlig	Metropolis, Nevada	1 year

1 ARTICLE VIII

2 That the powers of the corporation shall be exercised by the Board
3 of Directors, with the right to delegate to officers and agents the performance of
4 duties and the exercise of powers; and said powers shall consist of the following,
5 to-wit:

6 (a) To receive, acquire, hold, manage, administer, and expend
7 property and funds for the general and specific purposes of the corporation.

8 (b) To take property by will, gift, or otherwise for the general
9 and specific purposes of the corporation; provided, that if the donor shall specify
10 the use of the property it shall be used for that purpose only.

11 (c) To hold, in its own name and right, real and personal property
12 of every nature and description without limitation as to extent, character, or amount
13 and with all the powers of control, management, investment, change, and disposal
14 incident to the absolute ownership of property or funds by a private person,
15 subject only to the terms of any particular trusts.

16 (d) To borrow money, either upon or without security, giving such
17 promissory notes or other evidences of indebtedness and such pledges, mortgages
18 or other instruments of hypothecation as it may be advised. Without in any way
19 limiting the powers herein granted, the said corporation shall have the specific
20 power and authority to borrow from the United States of America, the Rural
21 Electrification Administration and the Reconstruction Finance Corporation.

22 (e) To appoint and pay officers and agents to conduct and administer
23 the affairs of the corporation.

24 (f) To adopt by-laws prescribing the duties of the officers and
25 agents of the corporation, the detail of the organization, the time and manner of
26 its meetings, and any and all detail incident to its organization and the efficient
27 conduct and management of its affairs.

1 (g) To conduct and carry on its business or any branch thereof in
2 any state of the United States, on conformity with the laws of the said state, and
3 to have and maintain in any state, a business office, plant, installation, or other
4 property.

5
6 (h) To do all and everything necessary, suitable, or proper for
7 the accomplishments of any of the purposes, the attainment of any of the objects,
8 or the furtherance of any of the powers hereinbefore set forth, either alone or in
9 connection with other corporations, firms, or individuals, and either as principals
10 or agents, and to do every other act or acts, thing or things, incidental or
11 appurtenant to or growing out of or connected with the aforesaid objects, purposes,
12 or powers, or any of them.
13

14 ARTICLE IX

15 That the voting power and the property rights and interests of each
16 member shall be equal, save and except as to the division and distribution of the
17 money or property of the corporation upon dissolution and the winding up of the
18 corporation under the general rules as hereinafter set out, but the corporation
19 shall have power to admit new members who shall be entitled to vote and share
20 in the property of the corporation with the old members, in accordance with such
21 general rules.
22

23 Dissolution of the said corporation shall be in accordance with
24 N.R.S. §1.520 and the statutes therein referred to, and any amendments thereto,
25 save and except that upon the wind up of the affairs of the corporation, after the
26 assets have been realized upon and the corporate debts have been paid, the
27 residue of the property or money of the corporation shall not be divided among the
28 members, but shall be transferred or paid over to the three persons who are
29 members and named to act in liquidation, as trustees. The said trustees shall
30 use said property and money, and any income therefrom, for all or any one of the
31 following purposes, to-wit:
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1 (A) To financially aid any non-profit corporation, cooperative,
2 or association, which non-profit organization shall carry on or operate the
3 business enterprises, functions or purposes of this corporation.

4 (B) To financially aid non-profit charitable institutions or
5 organizations.

6 (C) To financially aid worthy students in obtaining higher
7 education.
8

9 (D) To financially aid projects for the benefit or use of the
10 general public.

11 The said trustees shall, within their discretion, use principal
12 or income of the trust property for the purposes herein mentioned. The said
13 trustees may hold the property or money in trust for the purposes herein mentioned,
14 or said trustees may distribute all or any portion thereof to any organizations to
15 be used by said organizations for the purposes herein mentioned. Funds of the
16 trust may be invested by the trustees, with the income therefrom to be used for
17 the purposes herein mentioned.
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19 ARTICLE X

20 That the said corporation is to have perpetual existence not to
21 exceed ^{For} fifty years.
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23 ARTICLE XI

24 That the by-laws of this corporation shall be adopted pursuant to
25 N.R.S. §1.470 and may thereafter be altered or additional by-laws may be adopted
26 by the manner and means provided in said by-laws.

27 IN WITNESS WHEREOF, the undersigned, all of whom are of legal
28 age, and are residents of the State of Nevada and citizens of the United States,
29 and who are to act in the capacity of first Directors of the corporation have here-
30 unto set their hands this 7th day of November, 1958.
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32 Robert R. Wright
ROBERT R. WRIGHT

James L. Ballard
JAMES L. BALLARD

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Charles Ballew
CHARLES BALLEW

STATE OF NEVADA)
) SS.
COUNTY OF ELKO)

On this 7th day of November, 1958, personally appeared before me, a Notary Public in and for said County and State, ROBERT R. WRIGHT, JAMES L. BALLARD & CHARLES BALLEW, known to me to be the persons described in and who executed the foregoing instrument; who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

(SEAL)

Robert O. Vaughan
NOTARY PUBLIC