

SECOND ANNUAL MEETING OF THE MEMBERS OF
WELLS RURAL ELECTRIC COMPANY

Second

The annual meeting of the members of the Wells Rural Electric Company was held on October 21, 1961 at the Wells High School, in the City of Wells, State of Nevada at 2:00 P.M.

The meeting was called to order by Robert R. Wright, President, who presided and John W. Moschetti acted as Secretary of the meeting.

The invocation was given by James Ballard.

Upon calling the roll of the directors, the Secretary reported that the following directors were present: ROBERT WRIGHT, JAMES L. BALLARD, VERNON DALTON, ROGER SMITH, BLAINE SHARP, CHARLES READ, CLARENSE SWETT, ARTHUR GROCK, EYER BOIES, HERBERT UHLIG and JOHN MOSCHETTI, said persons being all of the directors.

The minutes of the last annual meeting were read by the Secretary and approved.

President Wright gave a report of the accomplishments for the year and the proposed plans of the company to expand its facilities to Wendover, Nevada, O'Neil and Deeth ranches which will add 322 customers. He also thanked the members for their cooperation and help in making the first year's operation a success.

Manager Bickett reported on the progress of the company and stated that we now have 645 users. He said that our receipts for the nine months ended September 30th were \$144,209.76 with disbursements of \$119,227.54 leaving capital patronage and margin of \$25,055.39.

President Wright introduced the guest speaker, E. E. Haroldsen, Manager of the Twin Falls division of the Idaho Power Company who spoke on the higher living standards by electricity. He told of the many uses of electricity and what a boon it can be to a country's future development. A film was then shown entitled "The System of Better Living" featuring the all electric "Gold Medallion Homes". Mr. Haroldsen asked everyone to be sure and take time to see the electric trailer of the company featuring all electric improvements which was on display at the school.

Articles of Incorporation
Attorney Bob Vaughan was asked to present the capital credit program to the members through which the company would be able to conserve its capital for improvements and paying for improvements already constructed. Following discussion and deliberation, on motion duly made and seconded, the attached resolution was adopted by unanimous vote:

10. Drawing

Drawing was held to give the door prizes; they were won by the following:

Toaster	Ruth Ortiz, Wells
Can Opener	Nevada Bill, Wells
Travel Iron	Mrs. Lewis Ward, Ruby Valley
Hot Water Htr	Mrs. Johnson , Wells
	Joe Hansen

Mr. Wright then asked for a report of the nomination committee.

Director Roger Smith reported that the nominating committee submits the following names for reelection as directors: JAMES BALLARD, EYER BOIES and CLARENSE SWETT.

Chairman Wright then asked for nominations from the floor.

There being no nominations from the floor it was then moved and seconded that the nominees as reported by the nominating committee should be voted in as directors by acclamation and the Secretary instructed to cast a unanimous ballot as such.

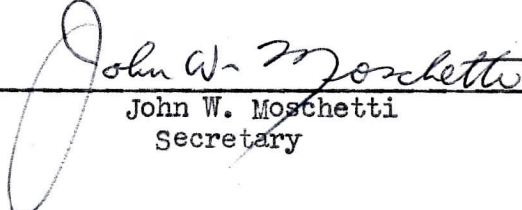
Motion passed by unanimous vote.

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

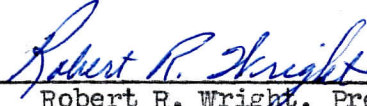
Following adjournment of the membership meeting, the directors' had a short organizational meeting in which the same officers were reinstated:

ROBERT WRIGHT, President
JAMES BALLARD, Vice-President
JOHN W. MOSCHETTI, Secretary
CHARLES READ, Assistant secretary

Adjourned at 4:45 P.M.


John W. Moschetti
Secretary

APPROVED:


Robert R. Wright, President

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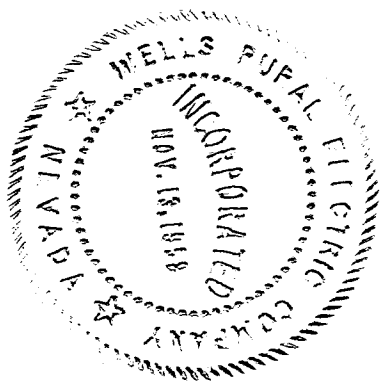
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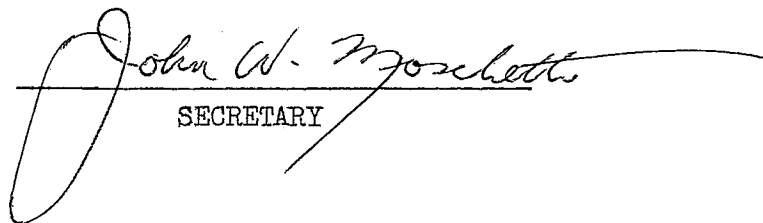
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I HEREBY CERTIFY that I am the duly elected Secretary of the WELLS RURAL ELECTRIC COMPANY, a Nevada Corporation, and that the following is a true copy of a Resolution duly adopted by unanimous vote of the Board of Directors of said corporation at a regular meeting of the Board of Directors of said Corporation held in accordance with the By-Laws of said Corporation, which meeting was held in the Company Office, in the City of Wells, County of Elko, State of Nevada, on the 15th day of September, 1961:

WHEREAS The Jiggs-Lee area is considered a part of the B Loan Application, and WHEREAS the Jiggs-Lee area is a remote community and to service this area with electricity would involve a good many miles of distribution line and perhaps limit or hamper the needs of present cooperative members, BE IT RESOLVED, That, if present negotiations with other power suppliers should fail to secure electricity for this community, that Wells Rural Electric Company would attempt to serve the Jiggs-Lee people provided that it is feasible to this cooperative.

IN WITNESS WHEREOF, I have hereunto affixed my name as Secretary of said corporation and have caused the corporate seal of said corporation to be hereto affixed this 2nd day of October, 1961.




SECRETARY

RESOLUTION OF THE BOARD OF



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After due consideration and deliberation, on motion duly made and seconded, the following resolutions were adopted by unanimous vote:

RESOLVED: That it is advisable for the corporation to amend its Articles of Incorporation by amending ARTICLE II, ARTICLE VIII, and ARTICLE IX in such a manner as to permit the establishment and operation of a capital credit program, said amendments as or particularly hereinafter set out.

BE IT FURTHER RESOLVED: That ARTICLE II of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by addition of the following paragraph:

"Nothing herein contained shall prohibit, and the Board of Directors are specifically authorized to account to, and within the discretion of the Board to pay to its patrons and customers, on a patronage basis, all amounts received and receivable from said patrons and customers in excess of operating costs and expenses properly chargeable against the furnishing of electrical energy, sales and service."

BE IT FURTHER RESOLVED: That ARTICLE VIII of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by addition of the following paragraph:

"(a) (1) to receive and accept from its patrons and customers sums of money for sales and/or service, the excess of said sums over and above operating costs and expenses properly chargeable against the furnishing of services, merchandise or other items of value, being considered contributions to capital; and to account for the same on a patronage basis to all of its patrons and customers, and within the discretion of the Board of Directors to pay the same to said patrons and customers."

BE IT FURTHER RESOLVED: That ARTICLE IX of the Articles of Incorporation of WELLS RURAL ELECTRIC COMPANY be amended by addition thereto of the following:

"Upon dissolution of the corporation, and after the assets have been realized upon and the corporate debts have been paid, then, prior to paying or transferring the residue of the property or money of the corporation to the trustees in liquidation, the capital credit accounts of the patrons and customers of the corporation shall be paid in accordance with the by-laws of the corporation. After the payment of said capital credit accounts the residue of the property or money of the corporation shall be transferred or paid over to the three persons who are members and named to act in liquidation, as trustees."

BE IT FURTHER RESOLVED: That these resolutions and particularly the proposed amendments to the Articles of Incorporation be submitted to a vote of the members of the corporation entitled to vote thereon at the regular meeting to be held at 2:00 o'clock P.M., on the 21st day of October, 1961, at the Wells High School Auditorium in the City of Wells, County of Elko, State of Nevada, and the Secretary is hereby directed to give such notice thereof as required by law.

BE IT FURTHER RESOLVED: That the President and Secretary of this corporation be, and they hereby are, authorized and directed to make, execute, and acknowledge a certificate under the corporate seal of this corporation embracing the foregoing resolutions, and to cause such certificate to be filed and recorded in the manner required by law.