

RESTATED ARTICLES OF INCORPORATION
OF
TRI-COUNTY ELECTRIC COOPERATIVE

(A Michigan Non-Profit Corporation)

ARTICLE I

Pursuant to the provisions of Act 162, Public Acts of 1982, as amended, and Sections 98 to 109, inclusive, of Act 327, Public Acts of 1931, as amended, the undersigned corporation executes the following Restated Articles:

1. The present name of the corporation is: Tri-County Electric Cooperative.
2. The identification number issued by the Bureau is 800879878
3. The corporation's former name is N/A.
4. The date of filing the original Articles of Incorporation was: March 26, 1937.

The following Restated Articles of Incorporation supersede the Articles of Incorporation as previously restated and amended, and shall be the Articles of Incorporation of the corporation:

ARTICLE II

The purpose or purposes of this corporation are as follows:

The conduct of the business of the corporation shall be upon the mutual plan and the general nature of its business and the 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 only, and to construct, erect, purchase, lease as lessee and in any manner, acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes;

B. To engage, acquire, hold, operate, furnish, distribute, transmit, construct, maintain and sell telecommunication and broadband services including distribution lines, equipment, machinery, apparatus and systems necessary or useful for carrying out and accomplishing the same, including but not limited to, fiber optic distribution systems, to its members and non-member patrons.

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 franchise, rights, privileges, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the corporation.

D. To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge real or personal property or any interest

therein necessary, useful or appropriate to enable the corporation to accomplish any or all of its purposes;

E. To assist its members and non-member patrons, to wire their premises and install therein electrical, and plumbing, and telecommunications appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical, and plumbing, and telecommunications appliances, fixtures, machinery, supplies, apparatus, systems, programs, programming, and equipment of any and all kinds and character, (including without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefore;

F. To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for money borrowed or in payment for property acquired, or for any of the other objects or purposes of the corporation; to secure the payments of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges or permits of the corporation, wheresoever situated, acquired or to be acquired;

G. To do and perform, either for itself or its members and non-member patrons, any and all acts and things, and to have and exercise any and all powers as may be necessary or convenient to accomplish any or all of the foregoing purposes, or as may be permitted by the act under which the corporation is formed and the non profit corporation act, provided, however, that the corporation shall not be operated for pecuniary profit to the corporation or its members.

ARTICLE III

The address and mailing address of the corporation is 7973 East Grand River Avenue, Portland, Michigan 48875.

ARTICLE IV

The corporation is to be financed under the following general plan:

Membership to be paid at a nominal fee and loans to be obtained from the Federal government, or any agency or instrumentality thereof, or from a national financing institution, organized on a cooperative plan for the purpose of financing its members, programs, projects and undertakings, in which the corporation holds membership, or from private financial institutions.

ARTICLE V

The term of this corporation shall be perpetual.

ARTICLE VI

Qualifications and Obligations of Members: Any person may become a member in the corporation by: (a) paying the membership fee determined by the Board of Directors; (b) agreeing to purchase or receiving from the corporation monthly, as soon as electric energy shall become available, not less than the minimum amount of electric energy which shall from time to time be determined by resolution of the Board of Directors; (c) agreeing to comply with and be bound by the corporation's Articles of Incorporation and By-Laws and any amendments thereof, and such rules and regulations as the corporation's Board of Directors may adopt. A consumer shall become a member upon the Board or its designee approving the Member's membership application.

ARTICLE VII

A. Notwithstanding any other provision of these articles of incorporation, the corporation shall not carry out any purpose, conduct any activity or exercise any power not permitted for a corporation exempt from tax under Section 501(c)(12) of the Code. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to (i) any director or officer of the corporation; (ii) any individual or organization that is not a member or other patron of the corporation; or (iii) any member or other patron of the corporation other than in accordance with the cooperative plan of the corporation.

B. Members shall have no individual or separate interest in the property or assets of the corporation, except that upon dissolution, after (i) all debts and liabilities of the corporation have been paid or provided for; and (ii) all capital furnished through patronage has been retired as provided in the bylaws of the corporation, the remaining property and assets of the corporation shall be distributed among the members and former members in proportion to their aggregate patronage.

ARTICLE VIII

A. No director of the corporation shall be personally liable to the corporation or its members for monetary damages nor breach of fiduciary duty as a director, for any action taken or any failure to take any action as a director, except liability for any of the following:

1. The amount of a financial benefit received a director or volunteer officer to he or she is not entitled.
2. Intentional infliction of harm on the corporation.
3. A violation of section 551 of the Michigan Nonprofit Corporation Act (the "Act").
4. An intentional criminal act.
5. A liability imposed under section 497(a) of the Michigan Nonprofit Corporation Act.

B. The corporation hereby assumes all liability to any person other than the corporation or its members for all acts or omissions of a director who is a volunteer director as defined in the Act, incurred in the good faith performance of the director's duties as such; provided, however that the corporation shall not be considered to have assumed any liability to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(12) of the Code or results in the imposition of tax under the Code.

C. The corporation hereby assumes the liability for all acts or omissions of a volunteer director or volunteer officer, as those terms are defined in the Act, if all of the following are met:

1. The volunteer director or officer was acting, or reasonably believed he or she was acting, within the scope of his or her authority.
2. The volunteer director or officer was acting in good faith.
3. The volunteer director or officer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer director or officer's conduct was not an intentional tort.
5. The volunteer director or officer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in Section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being Section 500.3135 of the Michigan Compiled Laws.

Provided, however that the corporation shall not be considered to have assumed any liability of a volunteer director or volunteer officer to the extent such assumption is inconsistent with the status of the corporation as an organization described in Section 501(c)(12) of the Code or results in the imposition of tax under the Code.

If the Michigan Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be eliminated or limited to the fullest extent permitted by the Michigan Nonprofit Corporation Act as so amended. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of any such amendment or repeal.

ARTICLE IX

Any plan of merger or consolidation of the cooperative must be preceded by the board of the cooperative approving such a plan by a unanimous vote. Such plan must be provided in writing to all members of the cooperative, detailing all of the provisions of the plan, and as otherwise may be required by law. A minimum of twenty percent (20%) of the membership either present and voting in person, or by mail ballot, must participate for the balloting to be considered valid, and a two-thirds (2/3) majority of those voting in favor of the merger or consolidation is required to approve the plan at a general or special member meeting. For the purpose of such a vote, delegate voting will not be allowed, and proxy voting will not be allowed. Mail ballot voting shall be conducted in a reasonable manner as set forth by the board of directors or otherwise as permitted by law.