

Department of Licensing and Regulatory Affairs

Lansing, Michigan

*This is to Certify that the annexed copy has been compared by me with the record on file in this Department and that the same is a true copy thereof.*

*This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.*



*In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 2nd day of April, 2015*

Alan J. Schefke, Director  
Corporations, Securities & Commercial Licensing Bureau

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS**

**FILING ENDORSEMENT**

**This is to Certify that the RESTATED ARTICLES OF INCORPORATION - NONPROFIT**

**for**

**MICHIGAN ELECTRIC COOPERATIVE ASSOCIATION**

**ID NUMBER: 711518**

**received by facsimile transmission on April 1, 2015 is hereby endorsed.**

**Filed on April 2, 2015 by the Administrator.**

**This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.**

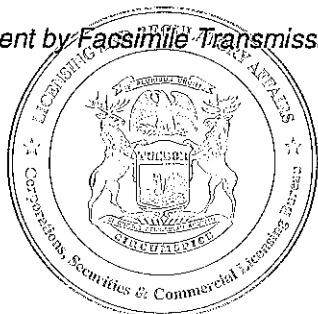


**In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 2nd day of April, 2015.**

A handwritten signature in black ink, appearing to read "Alan J. Schefke".

**Alan J. Schefke, Director  
Corporations, Securities & Commercial Licensing Bureau**

**Sent by Facsimile Transmission**



CSCL/CD-511 (Rev. 01/14)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU			
Date Received	(FOR BUREAU USE ONLY)		
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	William J. Perrone, Dykema Gossett PLLC,		
Address	201 Townsend Street, Suite 900		
City	State	ZIP Code	
Lansing	MI	48933	
			Effective Date:

Document will be returned to the name and address you enter above.  
If left blank document will be mailed to the registered office.

### RESTATED ARTICLES OF INCORPORATION For Use by Domestic Nonprofit Corporations

*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 **Michigan Electric Cooperative Association.**
2. The corporation identification number (CID) assigned by the Bureau is **711-518.**
3. This corporation has used no other names.
4. The date of filing for the original Articles of Incorporation was **July 26, 1978,** and amended **May 3, 1988.**

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

#### ARTICLE I

The name of the corporation is: Michigan Electric Cooperative Association ("corporation" or "association").

#### ARTICLE II

The corporation is organized and shall be operated exclusively for one or more of the purposes as specified in Section 501(c)(6) of the Internal Revenue Code (the "Code"), or the corresponding provision of any future federal internal revenue law. The purposes for which the corporation is organized are:



A. Operate for the benefit of Michigan's electric cooperatives and, through them, empower communities and empower member-consumers to improve their quality of life;

B. Represent the legislative and regulatory interests of Michigan's electric cooperatives with a unified message that ensures their ability to provide safe, reliable and affordable electricity to member-consumers;

C. Empower the safety culture of Michigan's electric cooperatives and utility partners through a comprehensive safety program;

D. Coordinate emergency mutual aid assistance for Michigan's electric cooperatives and utility partners;

Assist Michigan's electric cooperatives with the development and implementation of strategic communications that advance their priorities and member-consumer engagement;

F. Facilitate the collaborative implementation of energy initiatives on behalf of Michigan's electric cooperatives;

G. Coordinate education and training resources for Michigan's electric cooperative directors, managers, employees and future leaders; and

H. Engage in any other business, activity or undertaking that can be done better collaboratively than individually for the benefit of Michigan's electric cooperatives, and are not otherwise prohibited by law.

ARTICLE III

The corporation is organized on a nonstock basis. The description and value of its real property assets and its personal property assets are:

Real property: NONE

Personal property:

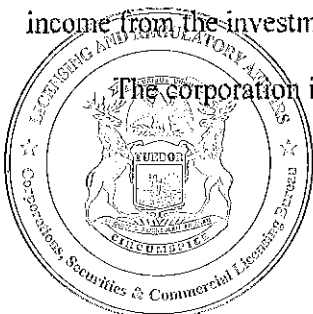
Value: \$2,482,521.00

Description: Cash, investments, furniture, fixtures and office equipment.

(the valuation of the above assets was as of December 31, 2014)

The corporation is to be financed under the following general plan: (i) revenues from business conducted with members and others; (ii) fees, dues and capital contributions; (iii) income from the investments of corporate funds; and (iv) other sources which may be available.

The corporation is organized on a nonprofit membership basis.



#### ARTICLE IV

1. The name of the resident agent is Craig Borr.
2. The address of the registered office is 2859 W. Jolly Road, Okemos, MI 48864.

#### ARTICLE V

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) a corporation exempt from tax under Section 501(c)(6) of the Internal Revenue Code, as amended, or the corresponding section of any future tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future tax 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; or (ii) any individual or organization that is not a member or other patron of the corporation (if authorized by law).

No substantial part of the activities of the corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, except as may be permitted under Section 501(h) of the Internal Revenue Code of 1986, as amended, and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on or behalf of or in opposition to any candidate for public office.

#### ARTICLE VI

A. No member of the Board of Directors of the corporation and no volunteer officer shall be personally liable to this corporation or its members for monetary damages for any action taken or any failure to take any action as a director or voluntary officer; provided, however, that this provision shall not eliminate or limit the liability of a director or voluntary officer for any of the following:

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



B. The corporation hereby assumes the liability for all acts or omissions of a volunteer director or a volunteer officer occurring after filing these Articles of Incorporation, if all of the following are met:

1. The volunteer director or volunteer officer was acting or reasonably believed he or she was acting within the scope of his or her authority;
2. The volunteer director or volunteer officer was acting in good faith;
3. The volunteer director's or volunteer officer's conduct did not amount to gross negligence or willful and wanton misconduct;
4. The volunteer director's or volunteer officer's conduct was not an intentional tort; and
5. The volunteer director's or volunteer 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.

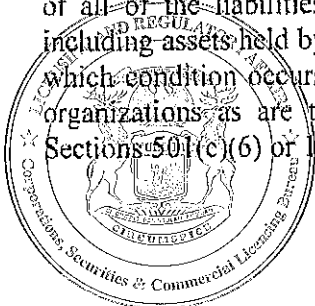
C. If the Act is amended to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of members of the Board of Directors and of officers of the corporation, in addition to the limitation, elimination and assumption of personal liability contained in this Article, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act so amended. No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any member of the Board of Directors or officer of this 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 VII

Members, directors and officers of the corporation shall not be personally liable for the payment of any debts or obligations of the corporation of any nature whatsoever, nor shall any property of the members, directors and officers be subject to the payment of the debts or obligations of the corporation to any extent whatsoever.

#### ARTICLE VIII

The duration of the corporation shall be indefinite, unless and until the corporation is dissolved in accordance with the law. Upon dissolution, after payment or provision for payment of all of the liabilities of the corporation, the remaining assets of the corporation (but not including assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution) shall be distributed to such one or more organizations as are then exempt from federal income taxes as organizations described in Sections 501(c)(6) or 170(c)(2) of the Internal Revenue Code of 1986, as amended, or otherwise



in accordance with applicable state and federal law. The distributions of assets shall be done in such amounts or proportions as shall be determined by a vote of the members of the corporation.

ARTICLE IX

The corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

ADOPTION OF ARTICLES

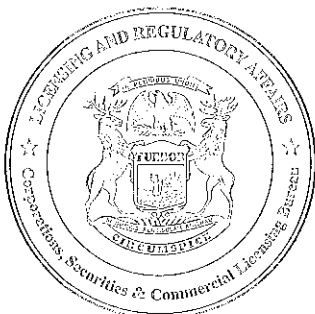
These Restated Articles of Incorporation were duly adopted by the members of the corporation on the 31st day of March, 2015, in accordance with the provisions of Section 642 of the Act. These Restated Articles of Incorporation restate, integrate, and do further amend the provisions of the Articles of Incorporation, and were duly adopted by the members. The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

Signed this 31st day of MARCH, 2015

By: (Signature of President, Vice President, Chairperson, or Vice-Chairperson)

CRAIG BORR, PRESIDENT / CEO (Print or Type Name and Title)

PREPARED BY: William J. Perrone, Dykema Gossett PLLC, 201 Townsend Street, Suite 900, Lansing, MI 48933-1742, (517) 374-9174, WPerrone@dykema.com



LAN01353133.2 IDAASW - 0251660024