

FILED

SECOND RESTATED ARTICLES OF INCORPORATION

of

99 SEP 13 AM 10:29

FALL RIVER RURAL ELECTRIC COOPERATIVE, INC. SECRETARY OF STATE
STATE OF IDAHO

A NON-PROFIT CORPORATION

Pursuant to the provisions of Section 30-326 of the Nonprofit Corporation Act of the State of Idaho, the board of directors, having been authorized by the members, hereby adopts the following Second Restated Articles of Incorporation:

1. Name.

The name of this Corporation is FALL RIVER RURAL ELECTRIC COOPERATIVE, INC.

2. Non-Profit.

This corporation shall, at all times, be operated on a cooperative non-profit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Corporation on any capital furnished by its patrons.

3. Duration.

This Corporation shall have perpetual duration.

4. Purposes.

This Corporation is formed:

(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its patrons, to file upon power sites for the purpose of development of electric energy to transmit, distribute, furnish, sell and dispose of such electric energy to its patrons.

IDAHO SECRETARY OF STATE

09/13/1999 09:00
CK: 11940 CT: 2552 BH: 249357

SECOND RESTATED ARTICLES OF INCORPORATION
ELECTRIC COOPERATIVE, INC. - PAGE 1

F:\WP6\DK\FRREC.2RA

1 0 30.00 = 30.00 NON-PROF A # 7
1 0 20.00 = 20.00 NON EXPIDI # 9

C20174

purchase, receive, lease or otherwise acquire and own, hold, improve, use, distribute, furnish, sell, dispose of and otherwise deal in and with any lawful product and service for its electric patrons 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 and give and take security interests in plants, buildings, works, machinery, supplies, apparatus, equipment, electric transmission and distribution lines and any other energy and energy producing systems, and systems for any other type of service and product necessary, convenient or useful for the transaction of any lawful activity either alone or in combination with other purposes, and for carrying out and accomplishing any or all of the foregoing purposes;

(b) To acquire, own, hold, use, exercise, and, to the extent permitted by law, to sell, mortgage, give and take security interests in, 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 Corporation;

(c) To purchase, receive, lease as lessee, or in any other manner, acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge or otherwise dispose of any and all real and personal property or any interest therein, necessary, useful, or appropriate, to enable the Corporation to accomplish any or all of its purposes;

(d) To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the payment of such bonds, notes or other evidences of indebtedness by security agreements, mortgage or mortgages, 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;

(e) To do business at such locations, in or out of the State of Idaho, that the Board of Directors may from time to time determine to be in the best interests of the Corporation; and

(f) To purchase, receive, subscribe for or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of, and deal in and with, shares, memberships, or other interests in or obligations of any entity.

(g) To do and perform, either for itself or its 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 Laws under which this Corporation is formed.

5. Non-Stock Member Corporation.

This Corporation shall be non-stock, but shall have members, each of which shall have equal rights with all other members, and any person, firm, entity, association, corporation, or body politic or subdivision thereof may become a member in the Corporation upon receipt of electric service from the Corporation, by:

(a) making written application for membership.

(b) agreeing to purchase from the Corporation electric energy,

(c) agreeing to comply with and be bound by these Second Restated Articles of Incorporation and the bylaws of the Corporation, and any amendments to same, and such policies, rules, and regulations, as may from time to time be adopted by the board of directors, and be accepted for membership by the board of directors; and

(d) being accepted for membership by the board of directors or by the members, in a manner as provided for in the by-laws.

6. Management.

The business and affairs of this Corporation shall be managed by a board of directors, the exact number of which to be determined by the by-laws; and said board shall exercise all of the powers of the Corporation except such as are by law, or by these Second Restated Articles of Incorporation, or by the by-laws, conferred upon or reserved to the members.

7. Registered Agent and Office.

The name of the present registered agent and the address of the present registered office of the corporation are:

Dee M. Reynolds,
General Manager
1150 N. 3400 E.
Ashton, ID 83420

8. Directors.

The existing Board of Directors of Fall River Rural Electric Cooperative, Inc., shall continue as the directors until their successors are qualified and elected by the members. As of August 30, 1999, those directors and their addresses were:

<u>Name</u>	<u>Address</u>
Burton K. Phillips	Tetonia, ID 83452
Sonja J. Cherry	POB 447, Ashton, ID 83420
Marvin Hill	669 N. 4700 E., Ashton, ID 83420
Keneth L. Brown	4321 E. 300 N., Rigby, ID 83442
Clyde Seely	POB 1590, W. Yellowstone, MT 59758
Gordon Zollinger	POB 8, Island Park, ID 83429

Ryan Kearsley

270 W. 800 S., Victor, ID 83455

JT Hill

4711 N. 495 W., Rexburg, ID 83440

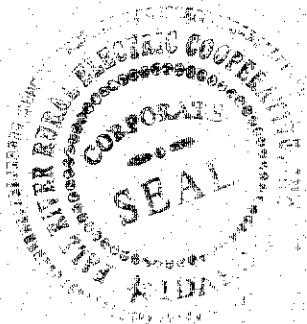
Larry Williamson

1700 N. Bustle Creek Rd, Alta, WY 83422

9. By-laws.

There exists By-laws previously adopted by the members. The power to alter, amend, repeal or adopt new By-Laws, shall be vested in the members, as prescribed by the laws of the State of Idaho.

DATED: September 7, 1999



FALL RIVER RURAL ELECTRIC
COOPERATIVE, INC.

By

Sonja J. Cherry
Sonja J. Cherry
Its President

and

JT Hill
JT Hill
Its Secretary

STATE OF IDAHO,

)

ss.

County of Fremont.

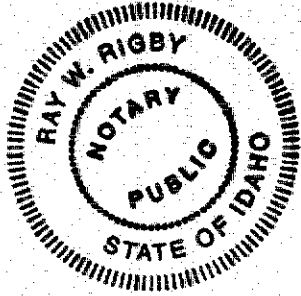
)

On this 7th day of September, 1999, before me, the undersigned, a Notary Public in and for said State, personally appeared SONJA J. CHERRY and JT HILL, known to me to be the President and Secretary, respectively, of Fall River Rural Electric Cooperative, Inc., the corporation that executed the foregoing instrument and acknowledged

**SECOND RESTATED ARTICLES OF INCORPORATION FOR FALL RIVER RURAL
ELECTRIC COOPERATIVE, INC. - PAGE 5**

F:\WP6\DK\FREC.2RA

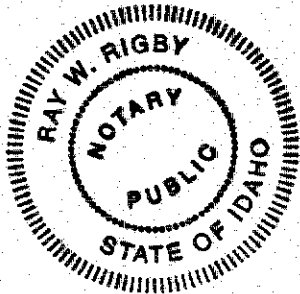
to me that such corporation executed the same.



Ray W. Legby
Notary Public for Idaho
Residing at Rexburg Idaho
My Commission Expires: 3-12-05

STATE OF IDAHO,)
) ss.
County of Fremont.)

I, Ray W. Rigby, a notary public, do hereby certify that on this 7th day of September, 1999, personally appeared before me SONJA J. CHERRY, who, being by me first duly sworn, declared that she is the President of Fall River Rural Electric Cooperative, Inc., that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.



Ray W. Sigby
Notary Public for Idaho
Residing at: Rexburg, Idaho
My Commission Expires: 3-12-05