

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
KOOTENAI ELECTRIC COOPERATIVE, INC.

Pursuant to the provisions of §30-3-91 and §30-3-93 of the Idaho Nonprofit Corporation Act, Kootenai Electric Cooperative, Inc. hereby adopts the following Articles of Amendment to its Articles of Incorporation. The corporation, acting through its Board Chairman and Secretary, do hereby certify the following:

1. The name of the corporation is Kootenai Electric Cooperative, Inc.
2. The Board of Directors of the Cooperative adopted a resolution setting forth proposed amendments to the Articles of Incorporation of Kootenai Electric Cooperative, Inc. and directed that such proposed amendments be submitted to a vote of the members at the 2012 Annual Membership Meeting.
3. Printed notice setting forth the proposed amendments to the Articles of Incorporation was sent to the members entitled to vote at such meeting within the time and in the manner provided by Idaho law.
4. The membership meeting at which the members adopted the proposed amendments was held on April 24, 2012 at Lake City Community Church, 6000 N. Ramsey Road, Coeur d'Alene, Idaho. A quorum of members was present either in person or by mail-in-ballot.

C/9925

5. By the affirmative vote or more than two-thirds (2/3) of the members casting their votes, amendments to the Cooperative's Articles of Incorporation were adopted to read as follows:

## **ARTICLE II**

- g. To borrow money and make loans or investments pursuant to the provisions of the Rural Development Act and the regulations promulgated by the Rural Utilities Service.
- i. To do and perform, either for itself or for its members, 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 Cooperative is formed in the State of Idaho and in any other state of the United States of America. The Cooperative may create, promote or participate in charitable, philanthropic or public purpose causes, events or programs which are of benefit to the persons within the counties which are in whole or in part located within the Cooperative's service territory.

## **ARTICLE III**

The Cooperative shall have perpetual existence. The governance of the Cooperative will be vested in the board of directors which will be as provided in the bylaws.

## **ARTICLE V**

**Section 2.** Members who are currently purchasing electric service from the Cooperative shall be considered active members and shall be entitled to vote at all annual and special membership meetings. Members who are not purchasing electric service shall be considered inactive members and will not be entitled to a vote.

## **ARTICLE VIII**


The cooperative may amend, alter, change or repeal any provision contained in these Articles of Incorporation upon a resolution duly adopted by the board of directors, followed by the affirmative vote of two-thirds of the total number of the active members voting in person or by mail ballot, or by a majority of the voting power of the Cooperative, whichever is less, at any annual or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

6. The amendments consist of matters other than those described in §30-3-90, Idaho Code, and were therefore adopted by the members.


7. (a) The number of members entitled to vote was 20,102.
- (b) The number of members that voted for each amendment was 2,920.
- (c) The number of members that voted against each amendment was 86.

IN WITNESS WHEREOF we have hereunto set our hands this 22<sup>nd</sup> day of May, 2012.

KOOTENAI ELECTRIC COOPERATIVE, INC.

  
By: Everett A. Gossett  
Its: Chairman of the Board

KOOTENAI ELECTRIC COOPERATIVE, INC.

  
By: William R. Swick  
Its: Board Secretary

STATE OF IDAHO )

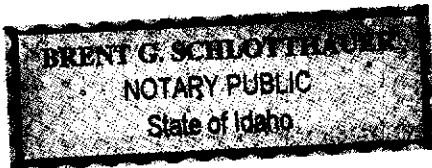
ss.

County of Kootenai )

On this 22<sup>nd</sup> day of May, 2012, before me personally appeared EVERETT A. GOSSETT, who by me being personally sworn, declared that he is the Chairman of the Board of Directors of Kootenai Electric Cooperative, Inc., and further declared that he signed the foregoing document in his duly authorized capacity as Chairman of the Board of Directors for the uses and purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first written above.

(SEAL)



A handwritten signature in black ink, appearing to be "B. Schlottbauer", written over a horizontal line.

Notary Public in and for the State of Idaho

Residing At: Hayden - ID

My Commission Expires: 01/06/18

STATE OF IDAHO )

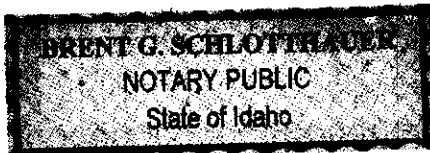
ss.

County of Kootenai )

On this 22<sup>nd</sup> day of May, 2012, before me personally appeared WILLIAM R. SWICK, who by me being personally sworn, declared that he is the Secretary of the Board of Directors of Kootenai Electric Cooperative, Inc., and further declared that he signed the foregoing document in his duly authorized capacity as Secretary of the Board of Directors for the uses and purposes therein mentioned.

GIVEN UNDER MY HAND AND OFFICIAL SEAL the day and year in this certificate first written above.

(SEAL)



A handwritten signature in black ink, appearing to be "B. Schlottbauer", written over a horizontal line.

Notary Public in and for the State of Idaho

Residing At: Hayden - ID

My Commission Expires: 01/06/18