

# State of Idaho

## Department of State

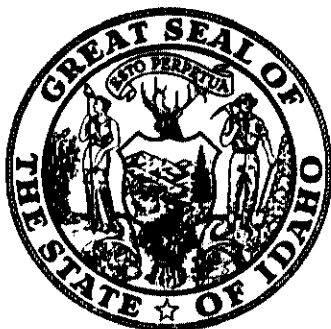
### CERTIFICATE OF INCORPORATION OF

SNAKE RIVER VALLEY ELECTRIC ASSOCIATION, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of SNAKE RIVER VALLEY ELECTRIC ASSOCIATION, INC. duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 27, 1993



*Pete T. Cenarrusa*  
SECRETARY OF STATE

By *[Signature]*

**ARTICLES OF INCORPORATION**  
**OF**  
**SNAKE RIVER VALLEY ELECTRIC ASSOCIATION, INC.**

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SEC. OF STATE

The undersigned person(s) or entity(ies), acting as incorporator(s) of a corporation under the Idaho Nonprofit Corporation Act, adopt(s) the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **SNAKE RIVER VALLEY ELECTRIC ASSOCIATION, INC.**

**ARTICLE II**

The purpose for which the corporation is organized is the transaction without any purpose of pecuniary profit to itself, of any lawful activity including, but not limited to, the following:

- (a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members only 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 electrical transmission and distribution lines or systems necessary, convenient or useful 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, 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 the corporation;

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- (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 to corporation to accomplish any or all of its purposes;
- (d) To assist its members to wire their premises and install therein electrical and plumbing 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 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 to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor;
- (e) 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 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;
- (f) To do and perform, either for itself or 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 corporation is formed. The corporation shall render no service to or for the public.

### **ARTICLE III**

The number of directors constituting the initial board of directors is seven (7). The names and addresses of the individuals who are to serve as the initial directors until the first annual meeting of the members or until their successors are elected and shall qualify are:

<b><u>Name</u></b>	<b><u>Address</u></b>
Doyle Beck	P.O. Box 1768 Idaho Falls, ID 83403
Clyde Cook	P.O. Box 566 Ririe, ID 83443
Del Ray Holm	P.O. Box 297 Roberts, Id 83444
LaVerl Womack	577 N. 4200 E. Rigby, ID 83442
Brent Stolworthy	3679 S. Holmes Idaho Falls, ID 83400
Mark Tucker	13586 N. 45th E. Idaho Falls, ID 83401
Kevin Ward	9310 N. 35th W. Idaho Falls, ID 83402

### **ARTICLE IV**

The street address of the corporation's initial registered office shall be 13586 North 45th East, Idaho Falls, ID 83401. The name of the corporation's initial registered agent at that address shall be Mark Tucker.

## **ARTICLE V**

The name and address of the incorporator of the corporation is:

**Name**

Carl Palmer

**Address**

345 E. 4500 S., Suite B  
Salt Lake City, UT 84107

## **ARTICLE VI**

The corporation shall have members. The qualifications of members of this corporation, the property, voting and other rights and privileges of the membership, and the liability of each to dues and assessments, and the methods of collection thereof to the extent not provided herein shall be provided in the by-laws of the corporation.

Any person or entity may become a member in the corporation.

No shares of stock shall be issued by the corporation, however, membership may be evidenced by a Certificate of Membership as may be provided by the bylaws.

The board of directors of the corporation may, by the affirmative vote of not less than two-thirds (2/3) of the members thereof, expel any member who shall have violated or refused to comply with any of the provisions of the Articles of Incorporation of the Corporation or by the by-laws or any rules and regulations adopted from time to time by the board of directors. Any member so expelled may be reinstated as a member by a vote of the members at any annual or special meeting of the members. The action of the members with respect to any such reinstatement shall be final.

Any member may withdraw from membership upon payment in full of all debts and liabilities of such member to the corporation and upon compliance with such terms and conditions as the board of directors may prescribe.

Membership in the corporation and a certificate representing the same shall not be transferrable, except as hereinafter otherwise provided, and upon the death, cessation of existence, expulsion or withdrawal of a member, the membership of such member shall thereupon terminate, and the certificate of membership of such member shall be surrendered forthwith to the corporation. Termination of

membership in any manner shall operate as a release of all right, title and interest of a member in the property and assets of the corporation; provided, however, that such termination of membership shall not release the member from the debts or liabilities of such member to the corporation.

A membership may be transferred by a member to himself or herself and his or her spouse, as the case may be, jointly upon the written request of such member. Such transfer shall be made and recorded on the books of the corporation and such joint membership noted on the original certificate representing the membership so transferred.

When a membership is held jointly by a husband and wife, upon the death of either such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally issued closely to him or her, as the case may be, and the joint membership certificate may be surrendered by the survivor and upon the recording of such death upon the books of the corporation the certificate may be reissued to and in the name of the survivor; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the corporation.

Each member shall be entitled to (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon in person or by proxy, except as otherwise provided by law, the certificate of incorporation of this corporation, or the by-laws. If a husband and wife hold a joint membership they shall jointly be entitled to one(1) vote and no more upon each matter submitted to a vote at a meeting of the members.

#### **ARTICLE VII**

The private property of the members of the corporation shall be exempt from execution for the debts of the corporation and no member shall be individually liable or responsible for any debts or liabilities of the corporation.

#### **ARTICLE VIII**

The term of existence of the corporation shall be perpetual.

## **ARTICLE IX**

In the event of dissolution or liquidation of the corporation, after:

(a) All of the outstanding indebtedness of the corporation shall have been paid, and

(b) All outstanding capital credits be retired without priority on a pro rata basis, the remaining property and assets of the corporation shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the ten years next preceding the date of the filing of the certificate of dissolution, or, if the corporation shall not have been in existence for such period, during the period of its existence.

## **ARTICLE X**

The corporation may alter, amend, change or repeal any provision contained in these Articles Incorporation as follows:

a. If one or more of the following amendments are made, by a two thirds vote of the directors:

1. To delete the names and address of the initial directors;
2. To delete the name and address of the initial registered agent or registered office, if a statement of change is on file with the secretary of state; and
3. To change the corporate name by substituting the word "corporation," "incorporated," "company," "limited," or the abbreviation "corp.," "inc.," "co.," or "ltd.," for a similar word or abbreviation in the name, or by adding, deleting or changing a geographical attribution to the name.

b. For approval of all other amendments, by the members by at least two-thirds of the votes cast or at least a majority of the voting power, whichever is less.

## **ARTICLE XI**

The By-laws of the corporation shall be adopted and promulgated by the Board of Directors named in the Articles of Incorporation and may thereafter be

amended or repealed by any means provided in the bylaws, and as allowed by the laws of Idaho.

DATED this 17<sup>th</sup> day of December, 1993.

Carl L. Palmer  
Carl Palmer

STATE OF IDAHO           )  
                                  ss  
County of Bannock        )

I, Linda M. Larsen, a notary public, do hereby certify that on this 17<sup>th</sup> day of December, 1993, personally appeared **CARL PALMER**, who being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and that the statements therein contained are true.

(SEAL)

Linda M. Larsen  
NOTARY FOR THE STATE OF IDAHO  
Residing at Pocatello  
Commission expires 12-1-97