

ARTICLES OF INCORPORATION

COPPER VALLEY ELECTRIC ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being of lawful age, a citizen of the United States of America, and a resident of the Territory of Alaska, have this day voluntarily associated ourselves together for the purpose of forming a nonprofit cooperative business corporation under and by virtue of Chapter 3, Title 36, of the Compiled Laws of Alaska 1949, and all laws amendatory thereof and supplemental thereto, and we do hereby make, subscribe to, and acknowledge, in quintuplicate, the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be COPPER VALLEY ELECTRIC ASSOCIATION, INC.

ARTICLE II

The purposes for which this Corporation 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, in the Territory of Alaska, and to construct, erect, purchase, lease as lessee, and in any manner acquire, own, hold, maintain, operate, sell, dispose of in any manner, lease as lessor, exchange, mortgage, pledge, hypothecate, or otherwise in any manner encumber any and all plants, buildings, works, dams, reservoirs, grounds, roads, ditches, tunnels, pipelines, turbines, generators, transformers, machinery, supplies, apparatus, equipment, and electric transmission and distribution lines, systems and facilities, of whatever nature, necessary, useful, convenient, or appropriate for carrying out or accomplishing any or all of the purposes of the Corporation;

(b) To purchase, receive, lease as lessee, or in any manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge, hypothecate, or otherwise in any manner dispose of or encumber any and all property, real, personal, mixed, tangible, or intangible or hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge, hypothecate, or otherwise in any manner dispose of or encumber any and all lands, tenements, hereditament, profits, uses, or similar or other property rights or any interest therein, necessary, useful, convenient, or appropriate to accomplish any or all of the purposes of the Corporation;

(c) To acquire, receive, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and otherwise in any manner dispose of or encumber any and all grants, concessions, licenses, easements, rights-of-way, privileges, franchises, or any other rights, powers, authorities, or property, or legal or equitable interests which may be granted by any nation, state, territory, province, municipality, public utility district, county, body politic, corporation, association, firm partnership, or any private person or persons, and to grant rights, licenses, or other pertinent or derived authority thereunder to any person, body politic, corporation, association, firm or partnership, whenever the exercise of any of the foregoing powers shall be necessary, useful, convenient, or appropriate to accomplish any or all of the purposes of the Corporation;

(d) To furnish under contract with any person, body politic, corporation, association, firm or partnership, technical services, including without limitation because of enumeration, engineering, bookkeeping, auditing, line repair, and

maintenance of transmission and distribution systems, meter reading, billing, collecting, financing, and any and all specialized management, consultation, or operations services for electrical generation, transmission or distribution firms, companies, or agencies;

(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 or rights 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 mortgages or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges, permits, interests, or claims of the Corporation, wheresoever situated and howsoever acquired or to be acquired;

(f) To carry on the business of manufacturing or dealing in any and all kinds of machinery, appliances, plants, equipment, line material, or any other articles of whatever description, particularly those incident, necessary, convenient, useful or appropriate to the business which the corporation has power to engage in; and to buy, sell, manufacture, repair, let, hire, or in any other manner deal in all such machinery, appliances, plants, equipment, line material or articles; to carry on any other business which may seem to the Corporation capable of being conveniently carried on in connection with the purposes and powers of the Corporation or calculated directly or indirectly to enhance the value of the Corporation's property, interest, or rights; to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, encumber, or dispose of in any manner, or exchange shares of capital stock, bonds, or other evidences of indebtedness, or physical or intangible assets of any other corporation or corporations created under the laws of the Territory of Alaska or under the laws of any other territory, district, state, province, or country, and to exercise all the rights, powers, and privileges, including the right to vote thereon which natural persons might, could or would exercise; to purchase, acquire, hold, sell, assign, transfer, mortgage, pledge, hypothecate, or otherwise in any manner dispose of or encumber any securities or evidences of debt created by this or any other corporation of the Territory of Alaska, or of any other territory, district, state, province, or country, or created by an individual or individuals in the same manner and to the same extent as natural persons might, could or would do; to acquire the good will, rights, properties, and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, persons, firm, association, partnership, corporation, or body politic engaged in a similar, allied or compatible line of business and to pay for the same in cash, bonds, stock, debentures, or other securities of this or any other corporation or otherwise; to issue debenture bonds and bonds secured by mortgage or mortgages upon the property of said Corporation or otherwise and to sell or pledge the same; to purchase, receive, and sell as principal or agent, debenture bonds or bonds secured by mortgage or mortgages upon the property, good will or franchises of this or any other corporation and of any other persons; to promote, finance, aid, and assist financially or otherwise, any individual, corporation, or association formed under the laws of the Territory of Alaska, or of any other territory, district, state, province or country of which or of whom this Corporation has or owns any interest of any nature or with which or with whom it has business dealings; and in connection therewith to guarantee or become surety for the performance of or assume any undertaking or obligation, or the payment of principal of or interest on obligations and dividends on stock or other payments whatsoever, and by endorsement, or otherwise, guarantee the payments of principal of and interest on bonds, debentures, notes, drafts, and other securities, evidences of indebtedness and obligations; and to aid in any manner any corporation, association, firm, partnership, or individual, of which this Corporation is a creditor, or of which it holds or claims stock, voting trust certificates, bonds, mortgages, debentures, notes, drafts, or other securities, evidences of indebtedness, certificates of interest or obligation; to apply for, obtain, register, purchase, and introduce and to sell, assign, or otherwise in any manner dispose of, formulas, secret processes, distinctive marks, improvements, and procedures used in connection with or secured under letters patent, copyrights, or trademarks of the United States or elsewhere, or otherwise; and to issue, exercise, develop, grant licenses in respect of, or otherwise, to turn to account any such trade names, trademarks, copyrights, patents, licenses, concessions, processes, and the like, or any such property or rights;

(g) To make and enter into contracts pertaining to the Corporation's business with any individual, firm, partnership, association, corporation, body politic, and with the Government of the United States, or of any state, territory, district, or possession thereof; and to do and transact all acts, business, and things incidental to or relating to or useful or convenient in or appropriate to the above things as principal, agent, partner, shareholder, or joint venturer, and by or through agents, and either alone or in conjunction with others, to remunerate any person or persons or corporation, firm, partnership, association, or body politic, for services rendered or to be rendered, including, but not limited to, placing or assisting to place or guaranteeing the placing of any debentures, stocks, bonds, or other securities of this or any other corporation or in carrying out or assisting in carrying out any of the purposes of the Corporation; to have one or more offices and to do all and everything necessary, suitable, useful, convenient, or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, either alone or in connection or conjunction with other corporations, firms, partnerships, associations, bodies politic, or individuals, and either as principal, agent, partner, shareholder, or joint venturer, or by or through agents; and to do every other act or acts, thing or things incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them;

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

(i) The foregoing clauses shall be construed as both purposes and powers, and the matters expressed in each clause shall, except as otherwise expressly provided, be in no wise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent purposes and powers and the enumeration of specific powers and purposes shall not be construed to limit or restrict in any manner the meaning of general terms and general powers of the Corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature, not expressed; all words and clauses appearing herein are used in their broadest sense and are intended to be so construed, but nothing herein contained is to be construed as authorizing the Corporation to carry on any business not permitted by the Act under which this Corporation is formed, nor shall this Corporation render any service to or for the public such as the business of banking, insurance, brokerage, loan, trust, guarantee, or public utility, but all services, functions and activities of this Corporation shall be by, for, and on behalf of its members only.

ARTICLE III

Section 1. The Corporation is not organized for profit and shall not have authority to issue capital stock.

Section 2. Any person, firm, association, corporation, or body politic or subdivision thereof, may become a member in the Corporation by:

- (a) Filing a written application for membership therein;
- (b) Agreeing to purchase from the Corporation electric energy as hereinafter specified;
- (c) Agreeing to comply with and be bound by the Articles of Incorporation of the Corporation and the Bylaws and such rules and regulations as may from time to time be adopted by the Board of Directors; and
- (d) Paying the membership fee hereinafter specified; provided, however, that no person, firm, association, corporation, or body politic or subdivision thereof, shall become a member unless and until he or it has been accepted for membership by the Board of Directors or the members; provided, that no person, firm, partnership, association, corporation, or body politic or sub-division thereof, may own more than one membership in this Corporation; and provided further, that the Bylaws may make additional provisions pertaining to the qualifications and methods of acquiring and terminating membership in this Corporation, not inconsistent with the provisions of these Articles of Incorporation.

Section 3. The membership fee, if any, shall be in an amount to be fixed by the Bylaws or by appropriate resolution of the Board of Directors. The Bylaws may provide for additional fees and assessments to be paid by members requesting more than one service connection.

Section 4. Each member shall, as soon as electric energy shall be available, purchase from the Corporation all electric energy used on the premises referred to in the application of such member of membership, and shall pay, therefore, monthly at rates which shall from time to time be fixed by resolution of the Board of Directors; provided, however, that the electric energy which the Corporation shall furnish to any member may be limited to such an amount as the Board of Directors shall from time to time determine and that each member shall pay to the Corporation such minimum amount per month as shall be fixed by the Board of Directors from time to time, regardless of the amount of electric energy consumed. Each member shall also pay all obligations which may from time to time become due and payable by such member to the Corporation as and when the same shall become due and payable.

Section 5. 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 IV

The principal place of business of this Corporation shall be in the Third Judicial Division in the Territory of Alaska, and the offices of the Corporation shall be at or near Glennallen, or at or near Copper Center, or at or near such other place within the Third Judicial Division as shall hereafter be provided by the Bylaws or by appropriate resolution of the Board of Directors.

ARTICLE V - as amended

This Corporation shall have perpetual existence.

ARTICLE VI - rescinded in 1999

ARTICLE VII

The number of Directors of this Corporation shall be eight (8).

ARTICLE VIII

The names and post office addresses of the persons forming this Corporation, or the Incorporators, are as follows:

Harry J. Heintz	Glennallen, Alaska
Jerome G. Luebke	Glennallen, Alaska
Joseph Costa	Glennallen, Alaska
Joseph F. Champoux	Glennallen, Alaska
George R. Stebbins	Glennallen, Alaska
Russell Wade	Anchorage, Alaska
Edgar Paul Boyko	Anchorage, Alaska

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided in the Act under which this Corporation is formed or any act or acts amendatory thereof or supplementary thereto.

IN WITNESS WHEREOF, the Incorporators herein named have hereunto set their hands and seals this 17th day of September 1955.

Signed Harry J. Heintz _____(Seal)
Signed Jerome G. Luebke _____(Seal)
Signed Joseph Costa _____(Seal)
Signed Joseph F. Champoux _____(Seal)
Signed George R. Stebbins _____(Seal)
Signed Russell Wade _____(Seal)
Signed Edgar Paul Boyko _____(Seal)
Signed Jerry E. Simmons
Signed Geneva Simmons

Amendments by the CVEA membership:

Article V was amended on February 16, 1980
Article III, Section 3 was amended on April 29, 1999

Article VI was amended on May 20, 1981
Article VI was deleted on April 29, 1999

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