




A Touchstone Energy Cooperative 

August 17, 2012

Mr. Jeff Derouen  
Executive Director  
Kentucky Public Service Commission  
211 Soward Boulevard  
P.O. Box 615  
Frankfort, KY 40602-0615

RECEIVED

AUG 17 2012

PUBLIC SERVICE  
COMMISSION

RE: Case No. 2012-00361

Dear Mr. Derouen,

Enclosed are the original and 10 copies of the information needed to address the filing deficiencies on the above referenced case.

If you have any questions, please contact me at your convenience.

Sincerely,

A handwritten signature in cursive script that reads "Joni K. Hazelrigg".

Joni K. Hazelrigg  
CFO

SUIT, McCARTNEY, PRICE, PRICE & RUARK, PLLC  
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August 17, 2012

Mr. Jeff Derourn  
Executive Director  
Kentucky Public Service Commission  
211 Soward Boulevard  
P.O. Box 615  
Frankfort, KY 40602-0615

RE: Fleming-Mason Energy Cooperative, Inc.  
Case No. 2012-00361  
Filing Deficiencies

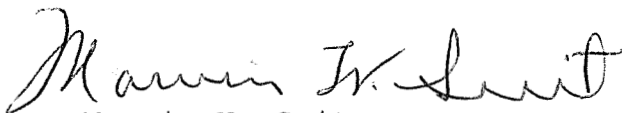
Dear Mr. Derouen:

Please find enclosed a copy of the Original Articles of  
Incorporation of "THE FLEMING-MASON RURAL ELECTRIC COOPERATIVE  
CORPORATION" dated October 31, 1957-

As amended on June 17, 1998 changing the name to "Fleming-Mason  
Energy Cooperative, Inc."

I trust this will complete our filing.

Sincerely,



Marvin W. Suit

MWS/ms

Filing Deficiency (1)

Fleming-Mason should file a certified copy of its Articles of Incorporation and all amendments thereto as required by 807 KAR 5:001 Section 8(3).

Response: Attached

Filing Deficiency (2)

807 KAR 5:001, Section 9(2)(b) – Copies of franchise or permits, if any, from the proper public authority for the proposed new construction or extension, if not previously filed with the commission.

Response: The proposed AMI project will not require additional franchise agreements or permits between Fleming-Mason Energy and any other entity.

ARTICLES OF INCORPORATION  
OF  
THE FLEMING-MASON RURAL ELECTRIC  
COOPERATIVE CORPORATION  
FLEMINGSBURG, KENTUCKY  
OCTOBER 31, 1957

equipment, wiring, appliances, fixtures and supplies and all kinds of tools, equipment and machinery (including any fixtures or property or both which may by its use be conducive to a more complete use of electricity or electric energy and, without limiting the generality of the foregoing:

(a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members and non-members to the extent permitted by the Act under <sup>which</sup> the Corporation is formed and to transmit, distribute, furnish, sell and dispose of such electric energy to its members and non-members to the extent permitted by the Act under which the Corporation is formed, 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 electric 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 the law, to sell, mortgage pledge, hypothecate and in any manner dispose of franchise, rights, privileges, licenses, rights of way and easements necessary, useful or appropriate to accomplish any or all of the purposes of the 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 appro-

ARTICLES OF INCORPORATION

OF

FLEMING-MASON RURAL ELECTRIC COOPERATIVE CORPORATION

The incorporators whose names are hereunto signed, being natural persons and citizens of the Commonwealth of Kentucky, have executed these Articles of Incorporation for the purpose of forming a cooperative corporation not organized for pecuniary profit pursuant to the "Rural Electric Cooperative Corporation Act" which was passed by the General Assembly of Kentucky at Special Session, 1936, and approved on January 18, 1937, in accordance with the followings provisions:

ARTICLE I

the name of the Corporation shall be "FLEMING-MASON RURAL ELECTRIC COOPERATIVE CORPORATION".

ARTICLE II

The purpose or purposes for which the Corporation is formed are to promote and encourage the fullest possible use of electric energy in the Commonwealth of Kentucky by making electric energy available by production, transmission or distribution, or both, to or by otherwise securing the same for the inhabitants of and persons in rural areas of the Commonwealth of Kentucky at the lowest cost consistent with sound business methods and prudent management of the business of the Corporation and also by making available to the said inhabitants as aforesaid electrical devices,

appropriate to enable the 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, sell, lease, 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, wherever 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, and to exercise any of its powers anywhere.

ARTICLE III

The principal office of the Corporation shall be located at Flemingsburg, in the County of Fleming, Commonwealth of Kentucky.

ARTICLE IV

The operations of the Corporation are to be conducted in the Counties of Fleming and Mason and in such other counties as such operations may from time to time become necessary or desirable in the interest of this Corporation or of its members.

ARTICLE V

The number of Directors of the Corporation shall be not less than five (5) nor more than eleven (11) unless otherwise provided by the bylaws the number of Directors shall be seven (7)

ARTICLE VI

The names and post office addresses of the directors who are to manage the affairs of the Corporation until the first annual meeting of the members or until their successors shall have been elected and shall have qualified, are:

NAME

POST OFFICE ADDRESS



FRANK L. HINTON  
LUTIE WHALEY  
D. D. PORTER  
RUSSELL ROBERSON  
E. H. BRYANT  
H. A. MOYERS  
ALBERT DICKENS

PLUMMERS LANDING, KY.  
FLEMINGSBURG, KY. R. F. D. 3  
FLEMINGSBURG, KY.  
MAYSLICK, KY.  
TOLLESBORO, KY.  
DOVER, KY.  
SHARPSBURG, KY. R. F. D. 1

#### ARTICLE VII

The duration of the Corporation is: perpetual.

#### ARTICLE VIII

Section 1. The Corporation shall have no capital stock, and the property rights and interests of each member shall be equal,

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

- (a) paying the membership fee hereinafter specified;
  - (b) agreeing to purchase from the Corporation electric energy as herein after specified: and
  - (c) agreeing to comply with and be bound by the articles of incorporation of the Corporation and its bylaws and any amendments thereto and such rules and regulations as may from time to time be adopted by the board of directors;
- provided, however, that, no person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the board of directors or the members. At each meeting of the members held subsequent to the expiration of a

period of six (6) months from the date of the incorporation of the Corporation, all applications received more than ninety (90) days prior to such meeting and which have not been accepted by the board of directors shall be submitted by the board of directors to such meeting of the members and subject to the compliance by the applicant with the conditions set forth in subdivisions (a), (b), and (c) of this section, such application for membership may be accepted by a vote of the members at such meeting. The Secretary shall give any and such applicant at least ten (10) days prior notice of the date of the members meeting to which his application will be submitted and such applicant may be present and heard at the meeting. No person, firm corporation or body politic may own more than one (1) membership in the Corporation.

A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b), and (c).

Section 3. Each member shall, as soon as electric energy shall be available, purchase from the corporation monthly not less than the minimum amount of electric energy which shall from time to time be determined by a resolution of the board of directors of the corporation and shall pay therefore, and for all additional electric energy used by such member, the rate which from time to time shall be fixed therefore by resolution of the board of directors. It is expressly understood that amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each

member shall be credited with the capital so furnished as provided in these bylaws, 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 4. Each member shall be entitled to one (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, or these Articles of Incorporation. No proxy shall be valid after sixty (60) days from the date of its execution, and the person appointed may not vote at any meeting other than the one designated in the proxy or any adjournment or adjournments of such meeting. No person shall vote as proxy for more than three (3) members at any meeting of the members except upon the question of amendments of the Articles of Incorporation to increase the number of counties in which the Corporation may operate or on the question of mortgaging or otherwise encumbering any of the Corporation's property to secure loans made or to be made to the Corporation by the United States of America or any agency or instrumentality thereof, in either of which cases a person may hold an unlimited number of proxies. If a husband and wife hold a joint membership they shall be entitled jointly to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members.

Section 5. Membership in the corporation and the certificate representing the same shall not be transferred; and upon the death, cessation of existence, expulsion or withdrawal of a member, the membership of such member shall thereupon terminate and his or its

certificates of membership shall be surrendered to the corporation. Subject to the payment of all debts and liabilities of a member to the corporation, upon the death, cessation of existence, expulsion or withdrawal of a member and the surrender of his or its membership certificate, the corporation shall pay to such member or his personal representative the amount of the membership fee paid in cash. The termination of membership by death, cessation of existence, expulsion or withdrawal shall not release the member from the debts or liabilities of such member to the corporation.

~~IX~~  
ARTICLE VIII

Section 1. The Board of Directors shall have power to make and adopt such rules and regulations not inconsistent with these Articles of Incorporation or the By-Laws of the Corporation as it may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

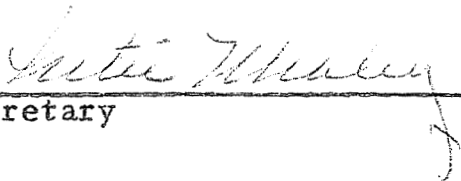
Section 2. The directors of the Corporation shall be members thereof.

ARTICLE X


The Corporation may amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.

CERTIFICATE OF SECRETARY

I, the undersigned, Lutie Whaley, Secretary of the Fleming-Mason Rural Electric Cooperative Corporation, hereby certify that the foregoing is a correct counterpart of the Articles of Incorporation of the cooperative dated as of March 10, 1938 and including all amendments up to October 31, 1957.

  
Secretary

Compiled October 31, 1957

  
J. M. McIntire, Attorney  
Fleming-Mason Rural Electric  
Cooperative Corporation

ARTICLES OF AMENDMENT TO THE  
ARTICLES OF INCORPORATION OF  
FLEMING-MASON RURAL ELECTRIC COOPERATIVE CORPORATION

RECEIVED & FILED

Ch 1800

JUL 17 9 53 AM '98

JOHN Y. SHOOT III  
SECRETARY  
BY *Shirley Perry*

Pursuant to KRS 279.050, the undersigned corporation executes these articles of amendment to its articles of incorporation:

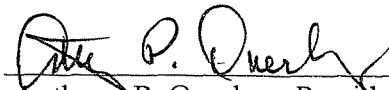
- (A) The name of the corporation is Fleming-Mason Rural Electric Cooperative Corporation.
  
- (B) The following amendment to the articles of incorporation was adopted by the unanimous vote of the Board of Directors and then adopted by a majority of the members present (with a quorum verified) at their annual meeting on May 13, 1998, in the manner prescribed by KRS 279.050:

ARTICLE I

The name of the Corporation shall be **Fleming-Mason Energy Cooperative, Inc.**, by which it may contract and be contracted with, sue and be sued, adopt a corporate seal and conduct its business.

(C) The above amendment was first approved by the unanimous vote of the Board of Directors and then adopted by a majority of the votes entitled to be cast by the members present at their annual meeting on May 13, 1998.

**IN WITNESS WHEREOF**, the president has executed these articles of amendment in triplicate originals on June 4, 1998.

  
\_\_\_\_\_  
Anthony P. Overbey, President

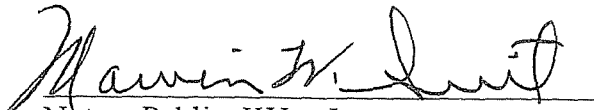
  
\_\_\_\_\_, ATTEST

Lonnie C. Vice, Secretary

STATE OF KENTUCKY

COUNTY OF FLEMING

Before me personally appeared, Anthony P. Overbey, President, and  
Lonnie C. Vice, Secretary, who acknowledged that they signed the foregoing  
Articles of Amendment pursuant to their authority as officers of said corporation  
on this 4<sup>th</sup> day of June, 1998.

  
Notary Public, KY at Large

My Comm. Expires: 02/02/2000