

Articles of Incorporation
of
Licking Valley 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 following provisions

Article I

The name of the Corporation shall be "Licking Valley 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 and persons electrical devices, 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) operated by 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 which 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 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.

(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 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 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 West Liberty, in the County of Morgan, Commonwealth of Kentucky.

Article IV

The operations of the Corporation are to be conducted in the Counties of Morgan, Magoffin, Wolfe, Powell, Breathitt, Johnson and Elliott. and in such other Counties as such operation 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 in the bylaws, the number of directors shall be 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:

<u>Name</u>	<u>Post Office Address</u>
C. P. Henry	West Liberty, Kentucky
Thomas Richardson	Cannel City, Kentucky
R. K. Nickell	Mize, Kentucky
C. W. Murphy	Campton, Kentucky
Arlie S. Cecil	Hazel Green, Kentucky
John C. Arnett	Sulbitt, Kentucky
W. P. Adams	Leatha, Kentucky

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 specified in the bylaws;
- (b) agreeing to purchase from the Corporation electric energy as specified in the bylaws; and
- (c) agreeing to comply with and be bound by these articles of incorporation and the bylaws of the Corporation 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 in the manner provided in the bylaws. 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. Membership in the Corporation shall be terminated by death, cessation of existence, expulsion or withdrawal of the member as provided in the bylaws of the Corporation. Termination of membership in any manner shall operate as a release of all right, title and interest of the member in the property and assets of the Corporation; provided, however, that such termination of membership shall not release the member or his estate from the debts or liabilities of such member to the Corporation.

Section 4. Each member shall be entitled to one (1) vote and not 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 so 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 amendment 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 jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members.

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 or incorporator shall be individually liable or responsible for any debts or liabilities of the Corporation.

Section 6. The bylaws of the Corporation may fix other terms and conditions upon which persons shall be admitted to and retain memberships in the Corporation not inconsistent with these articles of incorporation or the Act under which the Corporation is organized.

Article IX

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 bylaws of the Corporation as it may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

Section 2. Directors of the Corporation shall be members thereof.

Article II

The Corporation may amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law.

In Witness Whereof, we hereunto subscribe our names this 18 day of June, 1940.

W. P. Adams

Jno. G. Arnett

C. W. Murphy

Archie S. Cecil

R. K. Nickell

Thos. Richardson

C. P. Henry

State of Kentucky

55.

County of Morgan.

I, C. K. Stacy, a Notary Public in and for said county and state do hereby certify that this instrument of writing from C. P. Henry, Thomas Richardson, R. K. Nickell, C. W. Murphy, Archie S. Cecil, John G. Arnett, W. P. Adams, was this day produced to me by the above parties and was acknowledged by the said C. P. Henry, Thomas Richardson, R. K. Nickell, C. W. Murphy, Archie S. Cecil,

John G. Arnett, W. P. Adams, to be their
act and deed.

Given under my hand and seal this 18
day of June, 1940.

My commission expires 8/15/40.

(Seal)

C. K. Stacy
Notary Public in and for
Morgan County, Kentucky

Approved 6-22-40

George Glenn Hatcher

Secretary of State

By C. W. Mc Kay - Chief Corp. Clk.

State of Kentucky
County of Morgan:

I, Stella Fannin, Clerk of the County Court in
and for the County and State aforesaid, do hereby
certify that the foregoing Articles of Incorporation were
lodged for record in my office on the 13 day of
July, 1940, whereupon the same, together with
the foregoing and this certificate have been duly
recorded in Articles of Incorporation Book No. 2
page 82.

Given under my hand this the 16 day
of July, 1940.

Stella Fannin, Clerk
Morgan County Court.

STATE OF KENTUCKY

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SCT.

COUNTY OF MORGAN

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I, Janis C. Williams, Clerk Morgan County court for the county and state aforesaid do hereby certify that the foregoing Article of Inc. is a true and correct copy from Article of Inc. Book 1 at Page 8289, as shown by the records of my office.

Given under my hand this the 4th day of OCT, 1970.

Janis C Williams CLERK

AMENDMENT TO ARTICLES OF INCORPORATION OF LICKING VALLEY RURAL ELECTRIC COOPERATIVE CORPORATION

ARTICLE VIII

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, or upon any matter submitted to a vote of the members by mail only, as may be provided in the bylaws, or otherwise provided by law. 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 mail, except as otherwise provided by law, or these Articles of Incorporation. All matters submitted to a vote of the membership by mail only shall be decided by a majority of the members voting hereon, except as otherwise provided by law, or these Articles of Incorporation. 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, or submitted to a vote of the membership by mail only.

(SEAL)

ATTEST:

The foregoing is a true and correct copy of an amendment to the Articles of Incorporation of Licking Valley Rural Electric Cooperative Corporation, duly adopted by said corporation pursuant to K. R. S. 279.050, on July, 18, 1978.

original copy filed
Secretary of State of Ky.
Frankfort, Ky.
August 29, 1978
Drexell R. Davis
Secretary of state
SLP

C. W. Murphy
Secretary

The affiants, Joe D. Stacy and C. W. Murphy, first being duly sworn, state that they are the President and Secretary, respectively, of Licking Valley Rural Electric Cooperative Corporation, and that the foregoing amendment to the Articles of Incorporation for said corporation was duly adopted July 18, 1978.

Joe D. Stacy
Joe D. Stacy, President

C. W. Murphy
C. W. Murphy, Secretary

STATE OF KENTUCKY)
) SCT.
COUNTY OF MORGAN)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 17th day of August, 1978, by Joe D. Stacy, President, and C. W. Murphy, Secretary, of Licking Valley Rural Electric Cooperative corporation, a Kentucky corporation, on behalf of said corporation.

Thomas L. Miller
Notary Public, State of Kentucky at Large

My commission expires: June 1, 1981.

STATE OF KENTUCKY }
) SCT.
COUNTY OF MORGAN }

I, Janis C. Williams, Clerk Morgan County Court for the county and state aforesaid do hereby certify that the foregoing Articles of Incorporation Amendment was on the 21 day of September, 1978 lodged for record whereupon the foregoing and this certificate have been duly recorded in my office.

Given under my hand this the 21 day of September, 1978

Janis C. Williams CLERK

BY: D.C.

STATE OF KENTUCKY

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COUNTY OF MORGAN

I, Janis C. Williams, Clerk Morgan County court for the
county and state aforesaid do hereby certify that the foregoing *A.H.*
of J.W. is a true and correct copy from *AOI* Book 3
at Page 148, as shown by the records of my office.

Given under my hand this the 4 day of Oct, 1980

Janis C. Williams CLERK

Randall Williams W. P.