

Articles of Incorporation for the Brown County Rural Electrical Association

We, the undersigned persons of full age, acting for ourselves as individuals, for the purpose of forming a co-operative association under and pursuant to the provisions of Chapter 326, Laws of Minnesota 1923, and laws amendatory thereof and supplementary thereto, do hereby associate ourselves as a body corporate and adopt the following Articles of Incorporation:

ARTICLE I

Section 1. The name of this Association shall be Brown County Rural Electrical Association.

Section 2. The conduct of the business of this Association shall be upon the cooperative plan and the general nature of its business and the purpose or purposes for which it 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; and to construct, erect, purchase, lease, and in any manner, acquire, own, hold, maintain, operate, sell, dispose of, lease, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any of the foregoing purposes, including the right to join in an Association with other Rural Electrical Cooperatives to carry in to effect the foregoing purposes;

(b) To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any kind and character 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 and to receive, acquire, endorse, pledge, hypothecate and dispose of notes and other evidences of indebtedness; and to encourage and assist individuals and/or entities in activity deemed to benefit the economic well-being of the area served by the association; and to undertake and carry on, alone or with others, activity deemed to provide a benefit or service to its members and/or the area served by the association;

(c) To acquire, own, hold, use, exercise, and, to the extent permitted by law to sell, mortgage, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, right-of-way and easements necessary, useful or appropriate any or all of the purposes of this Association;

(d) To purchase, receive, lease as lessee, or in any other manner acquire, own, hold, maintain, sell, exchange and use any and all real and personal property or any interest therein necessary, useful, or appropriate to enable this Association to accomplish any and all of its purposes;

(e) To borrow money and otherwise contract indebtedness for the purposes, or any of them, for which this Association is formed, and to issue notes, bonds and other evidences of indebtedness, and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, assets, franchises and income;

(f) To sell and convey, mortgage, pledge, lease as lessor and otherwise dispose of all or any part of its property and assets; provided, however, that if the association desires to sell more than twenty-five percent (25%) thereof it shall be done in accordance with any provisions in the By-Laws relating thereto;

(g) 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 this Association is formed; provided, however, that the conduct of the business of this Association shall be upon the cooperative plan.

The enumeration of the foregoing powers shall not be held limit or restrict in any manner the general power of this Association, and this Association shall be authorized to exercise and enjoy all of the powers, rights, and privileges granted to or conferred upon associations of the character of this Association by the laws of the State of Minnesota now or hereafter in force.

Section 3. The principal place of transacting the business of this Association shall be in the Home Township, County of Brown, State of Minnesota, with mailing address of Sleepy Eye, Minnesota.

ARTICLE II

The period of duration of this Association shall be perpetual.

ARTICLE III

Section 1. The amount of the authorized capital stock of this Association shall be Twenty-five Thousand Dollars (\$25,000.00) divided into five thousand (5,000) shares of the par value of Five Dollars (\$5.00) each. The share of the authorized capital stock may be issued from time-to-time and shall be paid for at such time or times and in such manner as the Board of Directors of this Association shall determine; provided, however, that no share be issued for less than par value nor until the same has been paid for in full in cash or its equivalent and such payment has been deposited with the treasurer of this Association.

Section 2. The ownership of the capital stock of this Association by any individual stockholder shall not exceed the par value of Five and no/100 Dollars (\$5.00).

Section 3. Individual stockholders shall have only one vote in the affairs of this Association and the shares of stock of this Association shall not be transferable except with the approval and consent of the Board of Directors of this Association.

Section 4. No interest or dividends shall be paid upon any of the capital stock issued by this Association.

Section 5. The Association shall at all times be operated on a cooperative non-profit basis for the mutual benefit of its patrons with amounts received in excess of expenses being distributed on the basis of patronage in accordance with the By-Laws. No interest or dividends shall be paid or payable by the Association on any capital furnished by its patrons.

ARTICLE IV

The names and places of residence of the incorporators of this Association are:

Name	Township	Post Office
Edmund Lebert	Home	Sleepy Eye, MN
Robert Runck	Milford	New Ulm, MN
Joseph Mathiowetz	Eden	Sleepy Eye, MN

Herman Reinarts
Arthur Zschetzsche
Albert Anderson
Arthur M. Walser
Carl Olstad
George Brudelie

Sigel
Leavenworth
Burnstown
West Newton
Lake Hanska
Lake Hanska

New Ulm, MN
Sleepy Eye, MN
Springfield, MN
New Ulm, MN
Hanska, MN
Hanska, MN

ARTICLE V

Section 1. The Government of this Association and the management of its affairs and business shall be vested in a Board of Directors consisting of nine (9) members who shall be elected by ballot by the stockholders for such terms as the By-Laws may prescribe at the annual meeting of the stockholders which shall be held during the months of February, March or April of each year and on such date during February, March or April as may be designated by the Board of Directors. Said meeting shall be held at such time as may be determined by the directors and designated in the Notice of Meeting.

Section 2. 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 this Association or the laws of the State of Minnesota, as it may deem advisable for the management, administration and regulations of the business and affairs of this Association.

ARTICLE VI

Section 1. The By-Laws of this Association may define and fix the duties, responsibilities, and eligibility of the stockholders or members, officers, and directors and may also contain any other provision for the regulation of the business and affairs of this Association or Cooperative not inconsistent with these Articles of Incorporation or the laws of the State of Minnesota.

ARTICLE VII

The fiscal year of this Association shall begin on the first day of January in each year and end on the last day of December in the same year.

ARTICLE VIII

To the fullest extent permitted by laws governing cooperative associations, as the same exist or may hereafter be amended, a director of this Association shall not be personally liable to the Association or its members for monetary damages for breach of fiduciary duty as a director.

ARTICLE IX

This Association reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law.