

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
TRI-STATE GENERATION AND
TRANSMISSION ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of this Corporation is TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

**ARTICLE II
PURPOSES**

This Corporation is organized for the purposes of:

- (a) Generating, manufacturing, purchasing, acquiring and accumulating electric power and energy for its members and transmitting, distributing, furnishing, selling and disposing of such electric power and energy primarily to its members, provided that this Corporation may dispose of its electric power and energy to other than members insofar as it may have excess power and energy which can be disposed of on an interchange or sales basis for the ultimate benefit of its members; and
- (b) Any other lawful purpose.

**ARTICLE III
DURATION**

This Corporation shall have perpetual existence.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The principal office of this Corporation shall be 1100 West 116th Avenue, Westminster, Colorado 80234, and this Corporation may maintain offices and operations at such other place or places in the United States as the Board of Directors may from time to time decide.

ARTICLE V MEMBERSHIP AND VOTING

Section 1. Membership. Membership in this Corporation shall be limited to any cooperatively-owned power supplier, public power district or other entity accepted for membership by the Board of Directors of this Corporation in accordance with the Bylaws of this Corporation.

Section 2. Voting. 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. Proxy voting, voting by mail, and cumulative voting shall not be permitted. 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, except as otherwise provided by applicable law, these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE VI ORGANIZATIONAL STRUCTURE

This Corporation is formed without any purpose of direct gain or profit to itself, and it shall be operated on a cooperative, non-profit basis for the mutual benefit of its members. This Corporation's operations shall be conducted such that all members furnish capital for this Corporation through their patronage. This Corporation shall be obligated to account on a patronage basis to all its members as provided in the Bylaws. In no event shall this Corporation permit non-member sales on a patronage basis. In the event of dissolution, the disposition of the net earnings and the assets of this Corporation shall be as provided in the Bylaws.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. Number and Qualifications. The business and affairs of this Corporation shall be managed by a Board of Directors. Except as set forth in Article XIII of the Bylaws, the number of directors shall equal the number of members of this Corporation and one (1) director shall be elected by each member. The names and post office addresses of the current directors of this Corporation, who shall manage the business and affairs of this Corporation until the next annual meeting of members or until their successors shall have been elected and shall have qualified according to law and the Bylaws of this Corporation, are:

Mr. Lyle Adair, Director
P.O. Box 2007
Gallup, NM 87301

Mr. Wayne R. Cobb, Director
HCR 75, Box 32
Merriman, NE 69218

Mr. Harold Baca, Director
P.O. Box 1331
Socorro, NM 87801

Mr. Louis Costello, Director
7780 Highway 135
Gunnison, CO 81230

Mr. Lloyd E. Barling, Director
P.O. Box 5
Meeteetse, WY 82433

Mr. Jay W. Cox, Director
P.O. Box 77
Winston, NM 87943

Mr. Robert Bledsoe, Director
Box 435
Hugo, CO 80821

Mr. William W. Dalles, Director
179 Dalles Lane
Laramie, WY 82070-9725

Mr. James Boyd Jr., Director
151 State Highway 66
Longmont, CO 80501

Mr. Bernard Fehringer, Director
631 Road 115
Sidney, NE 69162-4108

Mr. Tony Casados, Director
P.O. Box 186
Tierra Amarilla, NM 87575

Mr. Jack Finnerty, Director
285 Slater Road
Wheatland, WY 82201

Mr. Wayne Child, Director
9816 Child Road
Cheyenne, WY 82009

Mr. R.W. Gillespie, Director
P.O. Box 218
Springer, NM 87747

Mr. A. W. Gnatkowski, Director
Box 48 Ancho Route
Carizozo, NM 88301

Mr. Gary Kniss, Director
Route 2, Box 336
Bayard, NE 69334

Mr. Leroy Gonzales, Director
P.O. Box 416
Peñasco, NM 87553

Mr. Gerald W. Lorenz, Director
Route 1, Box 30
San Acacio, CO 81151

Mr. Rick L. Gordon, Director
P.O. Box 518
Simla, CO 80835-0518

Mr. Gary L. Merrifield, Director
Box 152
Buena Vista, CO 81211

Mr. Ed Hansen, Director
4554 County Road 74E
Livermore, CO 80536

Mr. Davin Montoya, Director
7463 Highway 160
Hesperus, CO 81326

Mr. Timothy Hoffner, Director
7513 Road 6
Wiggins, CO 80654

Mr. Christopher Moore, Director
P.O. Box 1491
Montrose, CO 81402

Mr. Harold Hopkin, Director
203 Lane 10-1/2
Powell, WY 82435

Mr. Marcellino Ortiz, Director
P.O. Box 117
Rowe, NM 87562

Mr. Donald Johnson, Director
37488 County Road 18
Holyoke, CO 80734

Mr. David R. Salazar, Director
P.O. Box 1052
Espanola, NM 87532

Mr. James H. Johnson, Director
P.O. Box 3135
Winter Park, CO 80482

Mr. C. Jim Soehner, Director
38566 County Road 13
Wray, CO 80758

Mr. Hal Keeler, Director
4555 Solana Road SE
Deming, NM 88030

Mr. Wid Stevenson, Director
HCR 62, Box 39
Amistad, NM 88410

Mr. Everett D. Kilmer, Director
Box 714
Lusk, WY 82225

Mr. Darryl D. Stout, Director
P.O. Box 1056
Meeker, CO 81641

Mr. Harold Thompson, Director
P.O. Box 9
Jeffrey City, WY 82310-0009

Mr. Gary Wood, Director
P.O. Box 556
Cloudcroft, NM 88317

Mr. Jerry Underwood, Director
7000 Valley Road
Alliance, NE 69301

Mr. Bill Wright, Director
47818 Road X
Walsh, CO 81090-0267

Mr. Donald Triple, Director
250511 County Road S
Gering, NE 69341

Mr. Robert Yeik, Director
Route 2, Box 317
Torrington, WY 82240

Mr. Travis Waller, Director
P.O. Box 7586
Pueblo West, CO 81007

Mr. Jack N. Young, Director
P.O. Box 443
Monticello, UT 84535

Ms. Kristi Westfall, Director
P.O. Box 212
Ouray, CO 81427

Mr. Terry Zeigler, Director
P.O. Box 618
Grant, NE 69140

Section 2. Director's Terms. Except as hereafter provided, the term of each director shall be from the time he or she is elected by his or her member and the fact of such election is certified to this Corporation by such member, in writing, until his or her member elects some other person to serve and the fact of such election is certified to this Corporation by such member in writing. Notwithstanding the foregoing, a person shall be eligible to be elected a director, and shall be eligible to remain a director, only if he or she has the qualifications set forth in the Bylaws. In addition, a director may be removed from the Board of Directors by the members in the manner provided in the Bylaws.

Section 3. Director Liability. No director of this Corporation shall be personally liable to this Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability:

- (a) for a breach of the director's duty of loyalty to this Corporation or its members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

- (c) for a transaction from which the director derived an improper personal benefit; or
- (d) for an act or omission occurring prior to the date when the provisions of this Section (or predecessor thereto) became effective.

It is the intention of the members of this Corporation to eliminate or limit the personal liability of the directors of this Corporation to the greatest extent permitted under Colorado law. If amendments to the Colorado Revised Statutes are passed after the effective date of this Section which authorize cooperatives to act to further limit or eliminate the personal liability of directors, then the liability of the directors of this Corporation shall be limited or eliminated to the greatest extent permitted by the Colorado Revised Statutes, as so amended. Any repeal or modification of this Section by the members of this Corporation shall not adversely affect any right of or any protection available to a director of this Corporation which is in existence at the time of such repeal or modification.

Section 4. Indemnification. This Corporation shall indemnify persons who are or were directors and officers, and may indemnify employees and agents, to the full extent allowed by law, as set forth in the Bylaws.

ARTICLE VIII **BYLAWS**

The Bylaws of this Corporation may be altered, amended or repealed by the members or the directors of this Corporation in the manner specified in the Bylaws.