

**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 otherwise entering into business arrangements with non-utility 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 (regardless of the nature of its business) accepted for membership by the Board of Directors of this Corporation in accordance with the Bylaws of this Corporation. The Corporation shall not have at any time more than 200 Members. Patronage allocations and capital contributions shall be as provided in the Bylaws.

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 (but this limitation shall not prohibit the Corporation from selling to or purchasing from Members 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. The number of directors shall be as provided in the Bylaws. Any Member may waive or decline representation on the Board of Directors. 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. Charles Abel, Director
12510 W County Road 270
Nathrop, CO 81236

Mr. Leroy Anaya, Director
905 Liles Street
Socorro, NM 87801

Mr. Robert Baca, Director
HC 74 Box 451
Pecos, NM 87552

Mr. Robert C. Bledsoe, Director
P.O. Box 435
Hugo, CO 80821

Mr. Lucas Bear, Director
32770 Pioneer Road
Merriman, NE 69218

Mr. Lawrence Brase, Director
P.O. Box 671
Lamar, CO 81052

Mr. Leo Brekel, Director
Route 1, 9373 County Road 81
Fleming, CO 80728

Mr. William Bridges, Director
P.O. Box 671
Cowley, WY 82420

Mr. Matt Brown, Director
1287 Owl Creek Road
Thermopolis, WY 82443

Mr. Jerry Burnett, Director
P.O. Box 4
Hereford, CO 80732

Mr. Wayne Connell, Director
Star Route 1, Box 30
Mountainair, NM 87036

Mr. Kevin Cooney, Director
P.O. Box 4132
Telluride, CO 81435

Mr. Lucas Cordova, Jr., Director
P.O. Box 11
Espanola, NM 87532

Mr. Mark Daily, Director
1388 County Road 8
Gunnison, CO 81230

Mr. Jerry Fetterman, Director
12283 County Road W
Box 253
Yellow Jacket, CO 81335

Mr. Jack Finnerty, Director
P.O. Box 186
Wheatland, WY 82201

Mr. Joel Gilbert, Director
P.O. Box 369
Clayton, NM 88415

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

Mr. Randy Graff, Director
46 Sunset Lane
Ft Morgan, CO 80701

Mr. Ronald Hilkey, Director
200 County Road 43
Meeker, CO 81641

Mr. Ralph Hilyard, Director
60870 County Road 13
Mitchell, NE 69357

Mr. Donald Keairns, Director
108 Austin Street
La Veta, CO 81055

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

Ms. Julie Kilty, Director
P.O. Box 40
La Grange, WY 82221

Mr. Brian McCormick, Director
5128 Mt. St. Vrain Ave.
Frederick, CO 80504

Mr. Kohler McInnis, Director
343 Lower Road
Durango, CO 81303

Mr. Thaine Michie, Director
4164 Arrowhead Road
La Porte, CO 80535

Mr. Stuart Morgan, Director
9720 Road 54
Dalton, NE 69131-8212

Mr. Stan Propp, Director
290017 Main Road
Minatare, NE 69356

Mr. Tim Rabon, Director
9 Piedra Road
Alamogordo, NM 88310

Mr. Steve Rendon, Director
P.O. Box 354
Chama, NM 87520

Mr. Claudio Romero, Director
HC 77, Box 62
Seboyeta, NM 87014

Ms. Peggy Ruble, Director
P.O. Box 123
Cody, WY 82414

Mr. Roger Schenk, Director
26237 Highway 63
Akron, CO 80720

Mr. Gary Shaw, Director
HC 74, Box 25
Mills, NM 87730

Mr. Darryl Sullivan, Director
HC 30, Box 20
Monticello, NM 87939

Mr. Clay Thompson, Director
1742 State Highway 230
Laramie, WY 82070

Mr. Carl Trick, Jr., Director
P.O. Box 15
Cowardrey, CO 80434

Mr. Shawn Turner, Director
76465 Highway 61
Grant, NE 69140

Mr. William Wilson, Director
P.O. Box 476
Harrison, NE 69346

Mr. Scott Wolfe, Director
6628 N. County Road 101
Monte Vista, CO 81144

Mr. Phil Zochol, Director
1552 County Road 54
Alliance, NE 69301

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.