

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS
CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU

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DEC 15 2021

RESTATED ARTICLES OF INCORPORATION ADMINISTRATOR
For use by Domestic Nonprofit Corporations CORPORATIONS DIVISION
 (Please read information and instructions on the last page)

Pursuant to the provisions of Act 162, Public Acts of 1982, the undersigned corporation executes the following Restated Articles:

- The present name of the corporation is:
Midwest Energy Cooperative
- The identification number assigned by the Bureau is:
- All former names of the corporation are:
Fruit Belt Electric Cooperative
Southwestern Michigan Rural Electric Cooperative, Incorporated
- The date of filing the original Articles of Incorporation was: December 19, 1997

The following Restated Articles of Incorporation supersede the Articles of Incorporation as amended and shall be the Articles of Incorporation for the corporation:

ARTICLE I

The name of the corporation is:
 Midwest Energy Cooperative

ARTICLE II

The purpose or purposes for which the corporation is formed are:
 See Exhibit A

NC

ARTICLE III

1. The corporation is formed on a nonstock basis.
(stock or nonstock)

2. If formed on a stock basis, the aggregate number of shares that the corporation has authority to issue is _____ . If the shares are or are to be divided into classes, the designation of each class, the number of shares in each class, and the relative rights, preferences, and limitations of the shares of each class to the extent that the designations, numbers, relative rights, preferences, and limitations have been determined are as follows:

3a. If formed on a nonstock basis, the corporation is to be financed under the following general plan:

The amount of assets which the cooperative posses (as of December 21, 2020) is

Real Property: \$54,363,744 (Land and Buildings

Personal Property: \$260,167,136 (Cash, Equipment and Fixtures)

The Corporation is to be financed under the following general plan: member capital contributions, membership fees as approved by the Board of Directors, revenues from business conducted with members and non-members, and loans from the United States of America or an instrumentality thereof or another financing organization

b. The corporation is formed on a membership basis.
(membership or directorship)

ARTICLE IV

1. The name of the resident agent is: Robert L. Hance

2. The address of the registered office is:

60590 Decatur Road Cassopolis , Michigan 49031
(Street Address) (City) (ZIP Code)

3. The mailing address of the registered office, if different than above:

_____, Michigan _____
(Street Address or P.O. Box) (City) (ZIP Code)

ARTICLE V (Additional provisions, if any, may be inserted here; attach additional pages if needed.)

See Exhibit B

5. COMPLETE SECTION (a) IF THE RESTATED ARTICLES WERE ADOPTED BY THE UNANIMOUS CONSENT OF THE INCORPORATOR(S) BEFORE THE FIRST MEETING OF THE BOARD OF DIRECTORS, OTHERWISE, COMPLETE SECTION (b). DO NOT COMPLETE BOTH.

a. These Restated Articles of Incorporation were duly adopted on the _____ day of _____, _____, in accordance with the provisions of Section 641 of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors under Section 611(1)(a).

Signed this _____ day of _____, _____

(Signatures of a Majority of Incorporators; Type or Print Name Under Each Signature)

b. These Restated Articles of Incorporation were duly adopted on the 4th day of October, 2021, in accordance with the provisions of section 641 of the Act: (check one of the following)

by the Board of Directors without a vote of the members or shareholders. These Restated Articles of Incorporation only restate and integrate the articles and include only amendments adopted under section 611(1) or section 611(2) of the Act and there is no material discrepancy between those provisions and the provisions of the Restated Articles of Incorporation.

were duly adopted by the shareholders, the members, or the directors (if organized on a nonstock directorship basis). The necessary number of votes were cast in favor of these Restated Articles of Incorporation.

were duly adopted by the written consent of all the shareholders or members entitled to vote in accordance with section 407(3) of the Act.

were duly adopted by the written consent of all the directors pursuant to section 525 of the Act as the corporation is formed on a directorship basis.

were duly adopted by the written consent of the shareholders, members, or their proxies having not less than the minimum number of votes required by statute in accordance with section 407 of the Act. Written notice to members or shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders, members, or their proxies is permitted only if such provision appears in the Articles of Incorporation).

Signed this 19th day of November, 2021

By  _____
(Signature of Authorized Officer or Agent)

James Y. Stewart
(Type or Print Name)

Attorney
(Type or Print Title)

EXHIBIT A

ARTICLE II

The purpose or purposes for which the corporation is formed are:

1. The Corporation is organized exclusively for the purposes set forth in Section 501(c)(12) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law (the "Code"). The primary purpose of the Corporation is to provide power, energy and other services to the members of the Corporation, including, but not necessarily be limited to, the following:
 - a. To generate, manufacture, purchase, acquire and accumulate electric energy and other sources of energy ("Energy") for its members or patrons and to transmit, distribute, furnish, sell and dispose of such Energy to its members or patrons, 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 plans, buildings, works, machinery, supplies, apparatus, equipment and transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any and 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 or patrons to wire their premises and install therein 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 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 this Corporation;

to secure 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 lieu upon, any or all of the property, rights, privileges or permits of this Corporation, wheresoever situated, acquired or to be acquired;

- f. To do and perform either for itself, its members or its patrons, 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 other lawful purposes, directly or indirectly through subsidiaries, joint ventures and/or affiliates or as may be permitted by the Acts under which this Corporation is formed or the Acts which this Corporation has elected to accept; provided, however, that this Corporation shall not be operated for pecuniary profit to this Corporation, its members or its patrons. This Corporation shall render no service to or for the public, directly or indirectly, that would not be permitted under Section 501(c)(12) of the Internal Revenue Code.
2. The Corporation, including all activities incident to its operation, shall at all times be conducted so as to be an organization described in Section 501(c)(12) of the Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(12) of the Code; and, by a nonprofit corporation organized under the laws of the State of Michigan pursuant to the Acts.

EXHIBIT B

ARTICLE V

The term of the corporate existence is perpetual.

ARTICLE VI

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting, without prior notice, and without a vote if a consent in writing setting forth the acting so taken, is signed by a majority of the members having not less than the minimum number of votes necessary to authorize or take the action at a meeting where all eligible members were present and voted. Such consent shall have the same effect as a vote of the members and may be stated as such in any Articles or document filed with the State of Michigan. The Corporation shall give prompt notice of any corporate action taken without a meeting by less than unanimous written consent to those members that did not consent to the action in writing.

ARTICLE VII

The Corporation shall not sell, mortgage, lease or otherwise dispose of or encumber any of its property other than:

- (a) property which in the judgement of the Board of Directors neither is nor will be necessary or useful in operating and maintaining the Corporation's system and facilities; provided, however, that all sales of such property shall not, in any one (1) year, exceed in value ten per cent (10%) of the value of all of the property of the Corporation;
- (b) services of all kinds, including electric and other forms of energy; or
- (c) personal property acquired for resale;

unless such sale, mortgage, lease or other disposition or encumbrance is authorized at a meeting of the members by the affirmative vote of at least two-thirds (2/3) of the members entitled to vote. The notice of such proposed sale, mortgage, lease or other disposition or encumbrance shall have been contained in the notice of the meeting. Notwithstanding anything contained in these Articles, the Board of Directors, without authorization by the members, shall have the full power and authority to borrow money from the United States of American, any agency of the United States of America, the National Rural Utilities Cooperative Finance Corporation, or other sources, and to authorize the execution and delivery of bonds, notes or other evidences of indebtedness to evidence the indebtedness created by loans made by the United States of America, any agency of the United States of America, or the National Rural Utilities Cooperative Finance Corporation, or other sources, to the Corporation, and to refund bonds, notes of other evidences of indebtedness heretofore executed and delivered by the Corporation, or in renewal thereof, or in substitution therefor, to evidence the indebtedness created by loans heretofore made by the United States of America or National Rural Utilities Cooperative Finance Corporation or other sources to said Cooperatives, and to secure such bonds, notes or other evidences of indebtedness heretofore executed and delivered by said

Cooperatives to United States of America or National Rural Utilities Cooperative Finance Corporation or other sources, to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of, all or any of the property, assets, rights, privileges, licenses, franchises and permits of the Corporation, whether acquired or to be acquired, and wheresoever situated, all upon such terms and conditions as the Board of Directors shall determine.

ARTICLE VIII

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, board, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in the furtherance of the purposes set forth in Article II hereof. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(12) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

Upon dissolution of the Corporation, the Board of Directors shall dispose of all corporate assets, after paying or making provision for the payment of all of the liabilities of the Corporation, in any manner not prohibited by applicable law or Section 501(c)(12) of the Internal Revenue Code. Methods of disposing of such assets include, but are not limited to, giving the assets to such organizations who are organized for similar purposes as set forth in Article II hereof, or to such organizations operating as exempt organizations under Section 501(c)(12) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation.

ARTICLE IX

Any action required or permitted by the Act to be taken at an annual or special meeting of the directors or a committee of the board may be taken without a meeting, prior notice, or a vote, if before or after the action, all the directors then in office or of the committee consent to the action in writing or by electronic transmission. The consent shall be filed with the minutes of the proceeding of the board or committee. The consent has the same effect as a vote of the board or committee for all purposes.

ARTICLE X

When a compromise, an arrangement, or a plan of reorganization is proposed between this corporation and its creditors or directors, a court of equity jurisdiction within this state may order a meeting of the affected creditors or directors. The corporation, a creditor or member of the corporation, or a receiver appointed for the corporation may apply to the court for a meeting. The meeting shall be summoned in such manner as the court directs. If a majority in number representing 3/4 in value of the affected creditors or 3/4 of the affected directors agree to a compromise or arrangement, the compromise, arrangement, or reorganization of this corporation resulting from the compromise or arrangement, if approved by the court, shall be binding on all the creditors and directors, and also on this corporation.

ARTICLE XI

No member of the board of directors of the corporation who is a volunteer director, as that term is defined in the Michigan Nonprofit Corporation Act (the "Act"), or a volunteer officer shall be personally liable to this corporation or its directors for monetary damages for a breach of the director's or officer's for money damages for any action taken or any failure to take any action as a director or volunteer officer; provided, however, that this provision shall not eliminate or limit the liability of a director or officer for any of the following:

1. The amount of a financial benefit received by a director or volunteer officer to which he or she is not entitled
2. Intentional infliction of harm on the corporation, its shareholders or members.
3. A violation of section 551 of the Act;
4. An intentional criminal act;
5. A liability imposed under Section 497(a)

The corporation assumes all liability to any person, other than the corporation or its members, for all acts or omissions of a director who is a volunteer director, as defined in the Act. However, the corporation shall not be considered to have assumed any liability to the extent that such assumption is inconsistent with the status of the corporation as an organization described in IRC 501(c)(3) or the corresponding section of any future federal tax code.

If the Act is amended after the filing of these Articles of Incorporation to authorize the further elimination or limitation of the liability of directors or officers of nonprofit corporations, then the liability of directors of the board of directors or officers, in addition to that described in Article X, shall be assumed by the corporation or eliminated or limited to the fullest extent permitted by the Act as so amended. Such an elimination, limitation, or assumption of liability is not effective to the extent that it is inconsistent with the status of the Corporation as an organization described in IRC 501(c)(3) or corresponding section of any future federal tax code. No amendment or repeal of Article X shall apply to or have any effect on the liability or alleged liability of any member of the board of directors or officer of this corporation for or with respect to any acts or omissions occurring before the effective date of any such amendment or repeal.

ARTICLE XII

The corporation assumes the liability for all acts or omissions of a volunteer if all of the following conditions are met

1. The volunteer was acting or reasonably believed he or she was acting within the scope of his or her authority.
2. The volunteer was acting in good faith.

3. The volunteer's conduct did not amount to gross negligence or willful and wanton misconduct.
4. The volunteer's conduct was not an intentional tort.
5. The volunteer's conduct was not a tort arising out of the ownership, maintenance, or use of a motor vehicle for which tort liability may be imposed as provided in section 3135 of the Insurance Code of 1956, Act No. 218 of the Public Acts of 1956, being section 500.3135 of the Michigan Compiled Laws.

ARTICLE XIII

Pursuant to the provisions of the Consumer Cooperative Act, as amended, being MCL 450.3100 et seq, and the Michigan Nonprofit Corporation Act of 1982, as amended, being MCL 450.2101 et seq (the "Acts") the undersigned corporation executes these Articles.