

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CASS COUNTY ELECTRIC COOPERATIVE INC.**

These Amended and Restated Articles of Incorporation are adopted for the purpose of forming an electric cooperative corporation under NDCC Chapter 10-13 (the “Act”):

ARTICLE I

The name of the Corporation is: Cass County Electric Cooperative Inc.

ARTICLE II

The Corporation is organized to provide electric service to persons or entities who are authorized to be members of the Corporation under the Act, and to engage in all other activities and services authorized by the Act. The Corporation will operate as a tax-exempt cooperative under the Internal Revenue Code of 1986, as amended (the “Code”). The Corporation will have:

- A. All powers authorized by the Act and NDCC Chapter 10-15 except where any such powers are inconsistent with the requirements of the Act.
- B. The right to serve non-members to the full extent authorized by the Act.

ARTICLE III

The number of directors of the Corporation is to be specified in the bylaws of the Corporation, but in no event may be less than five (5) and no more than eighteen (18) members.

ARTICLE IV

The principal office of the Corporation is located 3312 42nd Street S, Suite 200, Fargo, North Dakota 58104-7084.

ARTICLE V

The duration of the Corporation is perpetual.

ARTICLE VI

The Corporation will have no capital stock.

ARTICLE VII

The Bylaws of the Corporation may fix the terms and conditions upon which persons or entities may be admitted to and retain membership in the Corporation, provided that the requirements are not inconsistent with these Articles of Incorporation or the Act.

ARTICLE VIII

Section 1. All patrons must furnish and contribute to the Corporation, and the Corporation will receive from its patrons, as capital the amount by which revenues received by the Corporation from patrons for furnishing electrical service, reduced by the amount of any rebates to patrons authorized by the board, exceed the Corporation's costs and expenses of furnishing electrical service, consistent with the requirements of the Act and the Code ("Operating Margins").

Section 2. The Corporation will annually allocate to, and pay by credit to a capital account for each patron, Operating Margins in proportion to the value or quantity of the electricity used by each patron during the applicable fiscal year ("Capital Credits") in the manner required by the Act and the Code. Capital Credits must be treated as though the Corporation paid the Capital Credit amounts to each patron in cash pursuant to a preexisting legal obligation, and each patron furnished or contributed the Capital to the Corporation in the corresponding Capital Credit amounts.

Section 3. If the Corporation is a member or patron of an entity providing a good or service used by the Corporation in providing electrical power to its patrons ("Affiliated Entity"), then, to the extent the Affiliated Entity allocates or credits funds, amounts, or capital to the Corporation in proportion to the value or quantity of the goods or services used by the Corporation ("Affiliated Entity Allocated Capital"), the Corporation may separately allocate and credit to its patrons the Affiliated Entity Allocated Capital ("Affiliated Capital Credits") in proportion to the value or quantity of the energy purchased by each patron.

Section 4. The board of directors is authorized to adopt bylaws, policies and rules and regulations restricting the sale or other transfer of capital credits. The board may redeem and pay patrons for capital credits at the time and in the manner it determines, consistent with the requirements of these articles of incorporation, the Act, the Code, and any bylaws and policies adopted by the board.

Section 5. The Corporation may set off any balance owing by a member to the Corporation

against any amounts owed by the Corporation to the member for capital credits redeemed.

ARTICLE IX

Section 1. Seventy-five (75) members present in person or represented by proxy will constitute a quorum for the transaction of business at all meetings of the members.

Section 2. The Board of Directors has the power to make, adopt modify and amend bylaws and policies, rules and regulations, not inconsistent with these Articles of Incorporation, as it may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

Section 3. The private property of the members of the Corporation is not subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever.

ARTICLE X

Upon liquidation of the Corporation, the assets of the corporation will be distributed as reasonably determined by its board of directors, consistent with the following parameters:

- A. The Corporation must first pay, satisfy, or discharge all Corporation debts, obligations, and liabilities;
- B. Thereafter, the Corporation will then retire and refund, without priority, all outstanding Capital Credits allocated to current and former patrons of the Corporation.
- C. After paying, satisfying, or discharging all Corporation debts, obligations, liabilities and, Capital Credits as set forth in subpart A above to the extent reasonably determinable, any remaining assets will be distributed in the manner determined by the board of directors.

Approved by the Board of Directors of the Cooperative at a meeting held November 24, 2010.