

DEC 16 2003

Department of Community
And Economic Development

**ARTICLES OF INCORPORATION
OF**

**INTERIOR ALASKA GENERATION AND TRANSMISSION
ELECTRIC COOPERATIVE, INC.**

A NON-PROFIT CORPORATION

We, the undersigned, being natural persons over the age of nineteen years, and residing within the State of Alaska, do hereby make, and verify the following Articles of Incorporation for the purpose of forming a non-profit cooperative association under Title 10, Chapter 25, of the Alaska Statutes, and all laws amendatory thereof and supplemental thereto, and do hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this corporation is and shall be **INTERIOR ALASKA GENERATION AND TRANSMISSION ELECTRIC COOPERATIVE, INC.**

**ARTICLE II
DURATION**

The duration of this corporation shall be perpetual.

**ARTICLE III
PURPOSES**

The object or objects and purpose or purposes for which this corporation is formed are:

A. To generate, manufacture, purchase, acquire, accumulate and transmit electric energy and distribute, sell, supply and dispose of such electric energy to its members, to governmental agencies and other persons; 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 plants, buildings, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes;

B. To assist its members to install electrical distribution equipment, fixtures, machinery, supplies, apparatus, and equipment of any and all kinds and character and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical equipment, fixtures, machinery, supplies, apparatus, and equipment of any and all kinds and character and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor;

C. To engage in any business permitted under the statutes under which this cooperative is organized

D. To do and perform 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 statute under which the corporation is formed.

ARTICLE IV **POWERS**

To such extent as a corporation organized under AS 10.25 may now or hereafter lawfully do, this corporation shall have the power to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or lawful, or in connection with or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objectives herein enumerated, or designed directly or indirectly to promote the interests of this corporation or to enhance the value of its property; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under AS 10.25 or any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE V
PRINCIPAL OFFICE

The principal office for the transactions of the business corporation shall be at 758 Illinois Street, Fairbanks, Alaska 99701, and such business may be carried on in such city, and elsewhere within the state, at the discretion of the Board of Directors.

ARTICLE VI
REGISTERED AGENT

The registered agent for the corporation shall be **Cory R. Borgeson** of 100 Cushman Street, Suite 311, Fairbanks, Alaska 99701.

ARTICLE VII
MEMBERSHIP

The corporation is formed without any purpose of pecuniary profit to itself and shall have no capital stock. Membership may be evidenced by a certificate of membership as may be provided by the Bylaws. Membership shall be nontransferable.

The initial membership of the corporation shall be constituted of the charter member **Golden Valley Electric Association, Inc.**, represented by the natural person or persons as designated in writing by the member from time to time.

ARTICLE VIII
BOARD OF DIRECTORS

The business and affairs of the corporation shall be vested in and managed and controlled by a Board of Directors, and the officers of the corporation shall be a President, a Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be held by the same person.

The number of directors of the corporation shall not be less than five (5) nor more than (7), each of whom shall be a member of the cooperative or of another cooperative that is a member thereof.

The initial Board of Directors shall be:

<u>Name</u>	<u>Address</u>
Steve Haagenson	P. O. Box 71249, Fairbanks, AK 99707
John Grubich	P. O. Box 71249, Fairbanks, AK 99707
Kathryn Lamal	P. O. Box 71249, Fairbanks, AK 99707
Michael Wright	P. O. Box 71249, Fairbanks, AK 99707
Jeffrey Yauney	P. O. Box 71249, Fairbanks, AK 99707
David Gardner	P. O. Box 71249, Fairbanks, AK 99707

ARTICLE IX **AMENDMENTS**

Amendments to these Articles may be adopted by a majority vote of the then existing members at a regular meeting or at a special meeting of the members called for that purpose, provided, however, that written notice of such proposed amendments shall have been given to all members as provided by the Bylaws and the laws of the State of Alaska.

ARTICLE X **SEVERANCE**


If any phrase, clause, sentence, paragraph, or provision of these Articles of Incorporation is held void or illegal, it shall not impair or affect the rest of these Articles of Incorporation and the incorporators do hereby declare that they would have signed and executed the remainder of these Articles without such void or illegal provision.

ARTICLE XI
INCORPORATORS

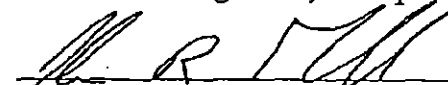
The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Steve Haagenson	P. O. Box 71249, Fairbanks, AK 99707
John Grubich	P. O. Box 71249, Fairbanks, AK 99707
Kathryn Lamal	P. O. Box 71249, Fairbanks, AK 99707
Michael Wright	P. O. Box 71249, Fairbanks, AK 99707
Jeffrey Yauney	P. O. Box 71249, Fairbanks, AK 99707
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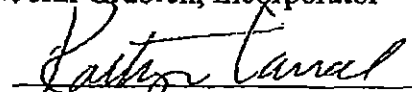
DATED this 15th day of December, 2003, at Fairbanks, Alaska.



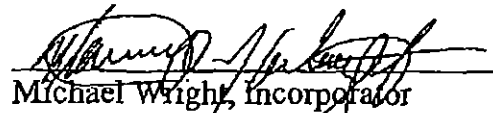
Steven H. Haagenson, Incorporator



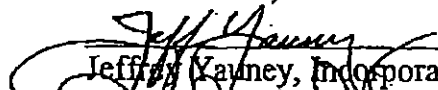
John Grubich, Incorporator




Kathryn Lamal, Incorporator



Michael Wright, Incorporator



Jeffrey Yauney, Incorporator



David Gardner, Incorporator