

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CORPORATION DIVISION CERTIFICATE OF GOOD STANDING

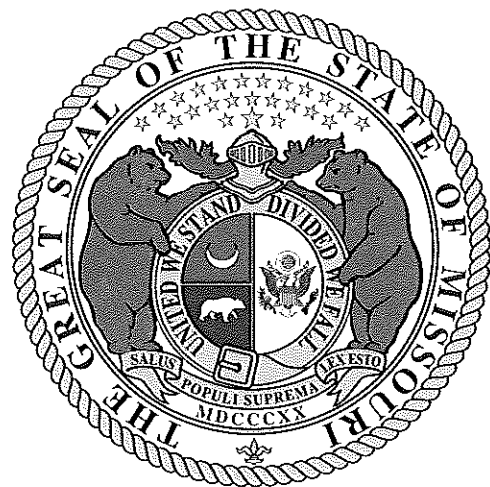
I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

GRUNDY ELECTRIC COOPERATIVE, INC.
Q00061846B

was created under the laws of this State on the 22nd day of October, 1938, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 26th day of June, 2008


Secretary of State



Certification Number: 10859419-1 Reference: JW
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>

STATE OF MISSOURI



Robin Carnahan
Secretary of State

Q00061846B

CERTIFICATE OF CORPORATE RECORDS

GRUNDY ELECTRIC COOPERATIVE, INC.

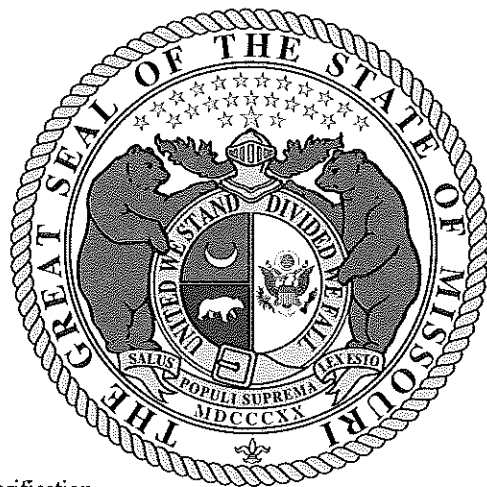
I, ROBIN CARNAHAN, Secretary of the State of the State of Missouri and Keeper of the Great Seal thereof, do hereby certify that the annexed pages contain a full, true and complete copy of the original documents on file and of record in this office for which certification has been requested.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 26th day of June, 2008

Robin Carnahan

Certification Number: 108594189 Secretary of State

Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



ARTICLES OF CONVERSION

of

GRUNDY ELECTRIC COOPERATIVE, INC.

Executed pursuant to the Rural
Electric Cooperative Act, 1 Mo.
Rev. Stats. (1939) Secs. 5386,
et seq.

GRUNDY ELECTRIC COOPERATIVE, INC., for the purpose of becoming converted into a cooperative non-profit, membership corporation pursuant to the Rural Electric Cooperative Act, 1 Mo. Rev. Stats. (1939) Secs. 5386, et seq., hereby certifies and states as follows:

FIRST: The name of the Corporation prior to its conversion into a cooperative is Grundy Electric Cooperative, Inc.

SECOND: The address of the principal office of the Corporation is Trenton, Missouri.

THIRD: The articles of incorporation of the Corporation were filed in the office of the Secretary of State on October 22, 1938.

FOURTH: The Corporation was organized as a cooperative association under 1 Mo. Rev. Stats. (1939) Secs. 14406, et seq.

FIFTH: The name assumed by the Corporation is Grundy Electric Cooperative, Inc.

SIXTH: The Corporation elects to become a cooperative, non-profit membership corporation subject to the Rural Electric Cooperative Act, 1 Mo. Rev. Stats. (1939) Secs. 5386, et seq.

SEVENTH: Stockholders of the Corporation shall automatically, upon the conversion, become members in the converted corporation.

EIGHTH: The Board of Directors of the Corporation shall constitute the Board of Directors of the converted corporation and shall hold office until the next following annual

meeting of the members, or until their successors shall have been elected and qualified. The names and addresses of the directors are as follows:

Glennie R. Cochran	R.F.D.	Milan, Mo.
Paul Hiatt	R.F.D.	Bethany, Mo.
Wayne E. Rhoades	R.F.D.	Harris, Mo.
Clem Cleeton	R.F.D.	Spickard, Mo.
Roger Williams	R.F.D.	Trenton, Mo.
Earl Hagan	R.F.D.	Cainsville, Mo.
A.F. Turner	R.F.D.	Eagleville, Mo.
G.V. Allen	R.F.D.	Humphreys, Mo.
George Drury	R.F.D.	Spickard, Mo.

NINTH: New bylaws for the converted corporation shall in the first instance be adopted by its Board of Directors. Thereafter, bylaws shall be adopted, amended or repealed by the members.

IN WITNESS WHEREOF, Grundy Electric Cooperative, Inc. has caused these Articles of Conversion to be executed in its name by its President, and its corporate seal to be hereto affixed and attested by its Secretary, this 17th day of July, 1942.

GRUNDY ELECTRIC COOPERATIVE, INC.

BY Glennie R. Cochran
President.

ATTEST:

Wayne E. Rhoades
Secretary.

STATE OF MISSOURI, }
COUNTY OF GRUNDY. } SS.

On this 17th day of July, 1942, before me appeared Glennie R. Cochran, to me personally known, who, being by me duly sworn did say that he is the President of Grundy Electric Cooperative, Inc., and that the seal affixed to the foregoing Articles of Conversion is the corporate seal of said corporation, and that said instrument was signed and sealed in behalf of said Corporation by authority of its stockholders and Board of Directors, and said Glennie R. Cochran, acknowledged said instrument to be the free act and deed of said Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal, the day and year last above written.

Bernadine Bennett
NOTARY PUBLIC WITHIN AND FOR
THE COUNTY AND STATE AFORESAID.

MY COMMISSION EXPIRES:

November 18, 1942

FILED and CERTIFICATE
ISSUED

SEP 8 1942

Dwight H. Brown
Secretary of State.

AFFIDAVIT OF COMPLIANCE WITH SECTION 16 OF
THE RURAL ELECTRIC COOPERATIVE ACT.

STATE OF MISSOURI, }
COUNTY OF GRUNDY. } SS.

On this 17th day of July, 1942, before me appeared Glennie R. Cochran, to me personally known, who, being by me duly sworn did say that he is President of Grundy Electric Cooperative, Inc. and that the provisions of Section 16 of the Rural Electric Cooperative Act (1 Mo. Rev. Stats. (1939) Sec. 5402) with respect to the approval of the Directors and the Stockholders of the Corporation of the proposition for the conversion of the Corporation into a cooperative pursuant to said Section 16, and with respect to the approval of the directors and the stockholders of the Corporation of the foregoing articles of conversion, were duly complied with.

Glennie R. Cochran
PRESIDENT.

Subscribed and sworn to before me this 17th day of
July, 1942.

Bernadine Bennett
NOTARY PUBLIC WITHIN AND FOR GRUNDY
COUNTY, MISSOURI

MY COMMISSION EXPIRES:

December 18, 1942.

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STATE OF MISSOURI
CERTIFICATE OF AMENDMENT



To All to Whom These Presents Shall Come:

I, DWIGHT H. BROWN, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that.....

.....GRUNDY ELECTRIC COOPERATIVE, INC.,.....

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its affidavit of Amendment Converting and Changing the Incorporation from Article 29, Chapter 87, R.S. Mo. 1929 to Article 7 Chapter 33, R.S. Mo., 1939 under Section 5402, R.S. Mo. 1939,

as provided by Law, and has in all respects complied with the requirements of law governing the amendment of corporations organized under Article ⁷ of Chapter 33 of the Revised Statutes of 1939 and amendments thereto.

IN WITNESS WHEREOF, I hereunto set my hand and affix the Great Seal of the State of Missouri. Done at the City of

(SEAL)

Jefferson, this 8th day of September, A. D. 1942

Dwight H. Brown

Secretary of State.

Justus R. Mole

Chief Clerk.