

STATE OF MISSOURI



Jason Kander
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF CORPORATE RECORDS

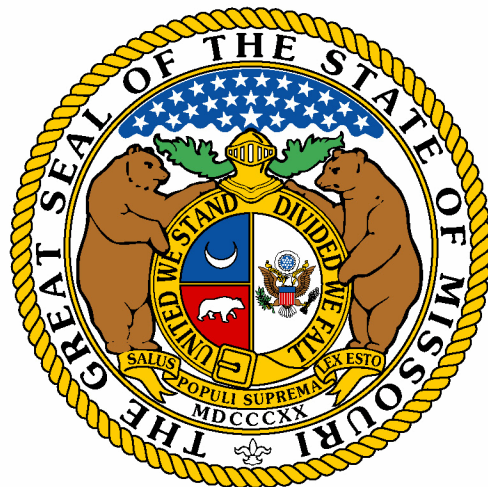
PLATTE-CLAY ELECTRIC COOPERATIVE, INC.
Q00061726B

I, JASON KANDER, Secretary of 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.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 25th day of July, 2016.


Secretary of State

Certification Number: CERT-07252016-0096



STATE OF MISSOURI
Rebecca McDowell Cook, Secretary of State
P.O. Box 778
Jefferson City, Missouri 65102
Corporate Division

*Check # 1132
\$ 30.00
+ 2 CKS.*

CERTIFICATE OF CHANGE OF REGISTERED AGENT AND/OR
REGISTERED OFFICE OF A NONPROFIT CORPORATION

RECEIVED

Charter No. Q00061726B

MAR 04 1997

The undersigned corporation, organized and existing under the laws of the State of Missouri, for the purpose of changing its registered agent and its registered office of both in Missouri, represents that:

- (1) The name of the corporation is: Platte-Clay Electric Cooperative, Inc.
- (2) The address, including street and number, of its present registered office is: 425 Main Street, P.O. Box 1940, Platte City, Missouri 64079.
- (3) The address, including street and number, of its registered office is hereby changed to: 1000 West 92 Highway, P.O. Box 100, Kearney, Missouri 64060.
- (4) The name of its present registered agent is: James K. Steele.
- (5) The name of the new agent is: Michael R. Torres. Authorized signature of the new registered agent:
Michael R. Torres
- (6) The address of its registered office and the address of the office of its registered agent as changed, will be identical.
- (7) The effective date of this document is the date it is filed by the Secretary of State of Missouri.

In affirmation of the facts stated above.

Harold S. Hamilton, Jr.
Harold Hamilton, Jr., President

2-21-97
(date)

MAR 12 1997

STATE OF MISSOURI)
) ss
COUNTY OF CLAY)

I, Cheryl J. Chandler, a Notary Public, do hereby certify that on the 21st day of February, 1997, personally appeared before me Harold Hamilton, Jr., who declares he is the President of the corporation, executing the foregoing document, and being duly sworn, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.



Cheryl J. Chandler
Notary Public

My commission expires: CHERYL J. CHANDLER
NOTARY PUBLIC - STATE OF MISSOURI
COUNTY OF CLAY
MY COMMISSION EXPIRES JULY 5, 1997

FILED

MAR 04 1997

Rebecca McDowell Cook
SECRETARY OF STATE

MAR 12 1997



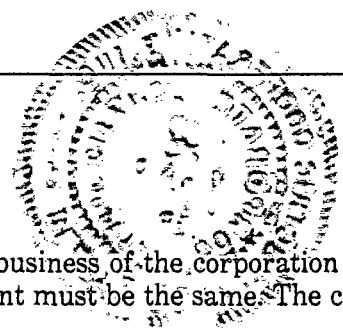
State of Missouri . . . Office of Secretary of State

pd
11524

ROY D. BLUNT, Secretary of State

STATEMENT OF CHANGE OF REGISTERED AGENT OR REGISTERED OFFICE

INSTRUCTIONS



The filing fee for this change is \$5.00.

Change must be filed in DUPLICATE.

The registered office may be, but need not be, the same as the place of business of the corporation or limited partnership, but the registered office and the business address of the agent must be the same. The corporation or limited partnership cannot act as its own registered agent.

Any subsequent change in the registered office or agent must be immediately reported to the Secretary of State. Forms are available upon request.

RECEIVED

APR 19 1991

ROY D. BLUNT
SECRETARY OF STATE

Charter No. Q61726B

The undersigned corporation or limited partnership, organized and existing under the laws of the State of Missouri for the purpose of changing its registered agent "The General and Business Corporation Act of Missouri," or the "Missouri Uniform Limited Partnership Law," represents that:

(1) The name of the corporation/ltd. partnership is:

Platte-Clay Electric Cooperative, Inc.

(2) The name of its registered agent before this change is:

None

(3) The name of the new registered agent is: James K. Steele

(4) The address, including street number, if any, of its registered office before this change is:

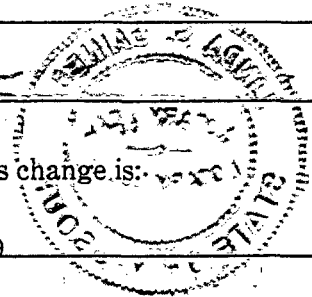
425 Main Street, P. O. Box 1940, Platte City, Missouri 64079

(5) Its registered office (including street number, if any change is to be made) is hereby CHANGED TO:

425 Main St P.O. Box 1940 Platte City, Mo. 64079

(6) The address of its registered office and the address of the business office of its registered agent, as changed will be identical.

(7) Such change was authorized by resolution duly adopted by the board of directors of the corporation or by the limited partnership.



IN WITNESS WHEREOF, the undersigned corporation or limited partnership has caused this report to be executed in its name by its PRESIDENT or VICE PRESIDENT of the corporation, or GENERAL PARTNER of the limited partnership, and attested to by the assistant secretary if a corporation on the 8th day of April, 19 91.



PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

Name of corporation or limited partnership

By James K. Steele

President or Vice President of corporation
or
General Partner of limited partnership

Attest:

Cheryl J. Chandler

Secretary or Assistant Secretary
of corporation

FILED

APR 9 1991

Ray D. Belmont

SECRETARY OF STATE

State of Missouri

SS

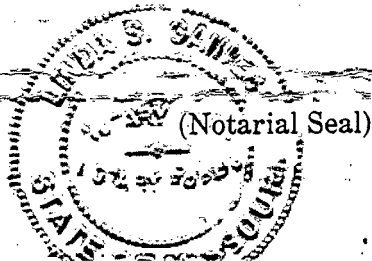
County of Platte

I, Linda S. Gaines, a Notary Public, do hereby certify that on the 8th day of April, 19 91, personally appeared before me James K. Steele who declares he/she is the President or Vice President of the corporation, or a General Partner of the limited partnership, executing the foregoing document, and being first duly sworn, acknowledged that he/she signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Linda S. Gaines

Notary Public



LINDA S. GAINES

My commission expires 7 Notary Public - State of Missouri

Commissioned in Platte County

My Commission Expires August 6, 1991

SECRETARY OF STATE
P.O. BOX 778
JEFFERSON CITY, MO 65102

ARTICLES OF AMENDMENT OF THE PLATTE-CLAY ELECTRIC COOPERATIVE, INC.,
EXECUTED PURSUANT TO CHAPTER 394 R.S.MO.

KNOW ALL MEN BY THESE PRESENTS, that the Platte-Clay Electric Cooperative, Inc., for the purpose of amending Article Seven of its Articles of Incorporation, pursuant to Section 394.090 of the Rural Electric Cooperative Law, hereby executes the following Articles of Amendment.

I

A. The name of the cooperative is Platte-Clay Electric Cooperative, Inc.

B. The address of its principal office is Platte City, Missouri.

II

The date of the filing of its Articles of Incorporation in the Office of the Secretary of State is August 27, 1938.

III

Article VII of its Articles of Incorporation are amended to provide as follows:

"Seventh. The cooperative may not sell, lease or otherwise dispose of, except by mortgage, or deeds of trust, all or any substantial portion of its property unless such sale, lease, or other disposition is authorized at a duly held meeting of the members thereof by the affirmative vote of not less than two-thirds of all of the members of the cooperative and unless the notice of such proposed sale, lease or other disposition shall have been contained in the notice of the meeting.

Notwithstanding anything else herein contained, the board of directors of the cooperative, without authorization by the members thereof, shall have full power and authority 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, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the cooperative, whether acquired or to be acquired, and wherever situated, as well as the revenues and income therefrom, all upon.

such terms and conditions as the board of directors shall determine, to secure any indebtedness of the cooperative to the United States of America or any instrumentality or agency thereof, or to any bank or other financial institution or organization."

IN WITNESS WHEREOF, I, John Robert Ray, President, have executed the Articles of Amendment for and on behalf of the Platte-Clay Electric Cooperative, Inc. and caused its corporate seal to be affixed thereto and attested by its Secretary this 15th day of November, 1974.

PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

By

John Robert Ray

President



Secretary

FILED AND CERTIFICATE
ISSUED

NOV 22 1974

James C. Patrick
Corporation Dept. SECRETARY OF STATE

AFFIDAVIT

STATE OF MISSOURI)
) ss.
COUNTY OF PLATTE)

John Robert Ray, first being duly sworn, on his oath states:

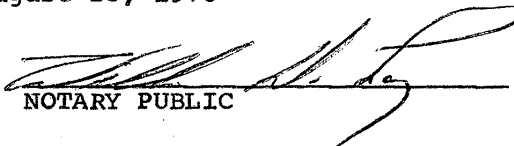
That he is the President of Platte-Clay Electric Cooperative, Inc. and that the foregoing Amendment to Article Seven of the Articles of Incorporation was first approved by the Board of Directors and then submitted to a vote of the members at a Special Meeting of the Platte-Clay Electric Cooperative, Inc., the notice of which meeting set forth the proposed amendment and that the proposed amendment was duly approved, without change, on the affirmative vote of more than two-thirds of those members voting thereon at said meeting and that all provisions of Section 394.090, RSMo. were duly complied with.



JOHN ROBERT RAY, PRESIDENT
PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

Subscribed and sworn to before me this 15th day of November, 1974.

My commission expires: August 23, 1976


NOTARY PUBLIC

FILED AND CERTIFICATE
ISSUED

NOV 22 1974



Corporation Dept. SECRETARY OF STATE



STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

Certificate of Amendment

I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do hereby certify that
PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

a corporation organized under the Laws of Missouri, has delivered to me and that I have filed its Certificate of Amendment of its Articles of Incorporation; that said Corporation has in all respects complied with the requirements of law governing the Amendment of Articles of Incorporation and that said Articles are amended in accordance therewith.

IN WITNESS WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Missouri, at the City of Jefferson, this 22nd day of November, A.D. 19 74

James Kirkpatrick
Secretary of State

Deputy Secretary of State

RECEIVED OF **PLATTE-CLAY ELECTRIC COOPERATIVE, INC.**
~~ONE DOLLAR~~ and no/100

Dollars, \$ 1.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

Dorahymae Miller
Deputy Collector of Revenue

ARTICLES OF CONVERSION

of

PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

executed pursuant to the
Rural Electric Cooperative
Act, Mo. Rev. Stat. (1939),
Sections 5386 et seq.

19
2/14
2/14
1/4
Platte-Clay Electric Cooperative, Inc., for the purpose of becoming converted into a cooperative, non-profit, membership corporation pursuant to the Rural Electric Cooperative Act, Mo. Rev. Stat. (1939), Sections 5386 et seq., hereby certifies and states as follows:

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

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

THIRD: The articles of incorporation of the Corporation were filed in the office of the Secretary of State on August 29, 1938.

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

FIFTH: The name assumed by the Corporation is Platte-Clay Electric Cooperative, Inc.

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

SEVENTH: The manner and basis of converting shares of stock of the Corporation into memberships in the converted corporation after completion of the conversion shall be as follows: Each stockholder of the Corporation shall automatically, upon completion of the conversion become a member 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 shall have qualified. The names and addresses of the directors are as follows:

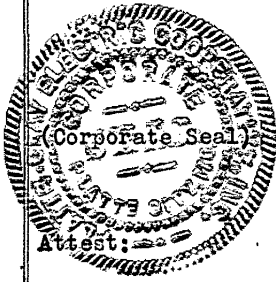
Robert A. Phillips	Holt, Missouri
G. Osborne Shaver	Holt, Missouri
M. M. Johnston	Platte City, Missouri
J. B. Ray	Dearborn, Missouri
William Bailey	Trimble, Missouri
J. W. Crouch	Turney, Missouri
C. L. VanBuren	Lathrop, Missouri
Reo T. Elliott	Lathrop, Missouri
J. C. Stanton	Rushville, Missouri

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

2
IN WITNESS WHEREOF, Platte-Clay 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 31st day of August, 1946.

PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

By J. B. Ray
President



W. W. Johnston
Secretary

STATE OF MISSOURI)
) SS
COUNTY OF PLATTE)

On this 31st day of August, 1946, before me appeared J. B. Ray, to me personally known, who, being by me duly sworn, did say that he is the President of the Platte-Clay Electric Cooperative, Inc. and that the seal affixed to the foregoing instrument 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 J. B. Ray acknowledged said instrument to be the free act and deed of said corporation.

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

David R. Clauges
Notary Public

(Seal)

My commission expires:
February 24th, 1947

FILED and CERTIFICATE
ISSUED

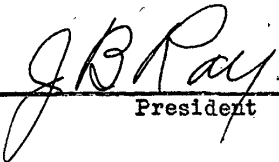
SEP 8 1946

Alvan Beck
Secretary of State

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

STATE OF MISSOURI)
) SS
COUNTY OF PLATTE)

On this 31st day of August, 1946, before me appeared J. B. Ray, to me personally known, who, being by me duly sworn did say that he is President of Platte-Clay Electric Cooperative, Inc. and that the provisions of Section 16 of the Rural Electric Cooperative Act, Laws of Missouri (1939), [Section 5402 of Mo. Rev. Stat. (1939)] 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.



President

Subscribed and sworn to before me
this 31st day of August, 1946.



Notary

(Notarial Seal)

**FILED and CERTIFICATE
ISSUED**

SEP 9 1946



Secretary of State

My commission expires February 24th, 1947.

STATE OF MISSOURI
CONVERSION 25
CERTIFICATE OF ~~AMENDMENT~~



To All to Whom These Presents Shall Come:

I, WILSON BELL, Secretary of State of the State of Missouri, and Keeper of the Great Seal thereof, do hereby certify that _____

PLATTE-CLAY ELECTRIC COOPERATIVE, INC.

a corporation organized under the Laws of Missouri, has filed in the Office of the Secretary of State its ~~affidavit~~ ^{articles} of conversion into a cooperative, non-profit, membership

corporation pursuant to the Rural Electric Cooperative Act, Mo. Rev. Statutes 1939, Secs. 5386 et seq.

as provided by Law, and has in all respects complied with the requirements of law governing the conversion of corporations under the Rural Electric Co-operative Act ~~of corporations organized under The General and Business Corporation Act of Missouri.~~

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 9th day of September, A. D. 194 6

Wilson Bell

Secretary of State.

Chief Clerk.

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