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Michael G. Adams  
Kentucky Secretary of State  
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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BIG RIVERS ELECTRIC CORPORATION**

The Board of Directors of Big Rivers Electric Corporation having approved the amendment of the Articles of Incorporation as herein contained at a duly called regular meeting on August 18, 2023, by the margin required by KRS 279.050 and the Members of Big Rivers Electric Corporation having approved the amendment of the Articles of Incorporation as herein contained at a duly called regular meeting on September 14, 2023, by the margin required by KRS 279.050:

Pursuant to KRS 279.050, Big Rivers Electric Corporation does hereby amend Articles I – X of its Articles of Incorporation in their entirety as follows:

**ARTICLE I**

The name of the corporation shall be “BIG RIVERS ELECTRIC CORPORATION.”

**ARTICLE II**

The purpose or purposes for which the corporation is formed are to promote and encourage the fullest possible use of electric energy in the Commonwealth of Kentucky, by making electric energy available by production, transmission, distribution, or by otherwise securing the same for inhabitants of and persons, including natural persons, firms, associations, corporations, business trusts, partnerships and bodies politic and corporate, in rural areas of the Commonwealth of Kentucky, at the lowest cost consistent with sound business methods and prudent management of the business of the corporation and also by making available to the said inhabitants and persons, including natural persons, firms, associations, corporations, business trusts, partnerships and bodies politic and corporate, electrical devices, equipment, wiring, appliances, fixtures, supplies and machinery (including any fixtures or property, or both, which may by its use be conducive to a

more complete use of electricity or electric energy) operated by electricity or electric energy, and accounting services, forms and supplies, bargaining services, business counsel and advice, engineering services, supervisory services, investment counsel, general purchasing services of all kinds, and any other services that are requested or deemed advisable or desirable in the conduct of the business of the corporation or in the business of any natural persons, firms, associations, corporations, business trusts, partnerships and bodies politic and corporate, in rural areas of the Commonwealth of Kentucky. In addition, the purpose or purposes for which the corporation is formed are, without limiting the generality of the foregoing:

(a) to generate, manufacture, purchase, transport, acquire and accumulate electric energy for its members and non-members to the extent permitted by the Act under which the Corporation is formed and to transmit, distribute, furnish, sell, and dispose of such electric energy to its members and non-members to the extent permitted by the Act under which the Corporation is formed, 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 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 to wire their premises and install therein electrical and plumbing 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 electrical and plumbing 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 monies borrowed or in payment for property acquired, or for any of the other objects or purposes of the Corporation; to secure the 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 lien upon, any or all of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired;

(f) to do and perform, either for itself or its members, 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 Act under which the Corporation is formed, and to exercise any of its power anywhere.

**ARTICLE III**

The principal office of the Corporation shall be located at Owensboro, Kentucky.

**ARTICLE IV**

The operations of the Corporation may be conducted in any state in the United States of America and in such other places as may be provided from time to time in the Bylaws of the Corporation.

**ARTICLE V**

The number of directors of the Corporation shall be not less than five (5) or more than sixteen (16). Unless otherwise provided in the Bylaws, the numbers of directors shall be five (5).

**ARTICLE VI**

The duration of the Corporation is perpetual.

**ARTICLE VII**

Section 1: The Corporation shall have no capital stock and the property, rights and interests of each member shall be equal. The Corporation shall not be authorized to issue any non-voting equity securities.

Section 2: Any person, firm, corporation, body politic, or other organization may become a member in the Corporation by:

- (a) paying the membership fee specified in the Bylaws;
- (b) agreeing to purchase from the Corporation electric energy as specified in the Bylaws;
- and
- (c) agreeing to comply with and be bound by these articles of incorporation and the Bylaws of the Corporation and any amendments thereto, and such rules and regulations as may from time to time be adopted by the Board of Directors;

provided, however, that no such firm, person, corporation, body politic or other organization shall become a member unless and until he or it has been accepted for membership by the Board of Directors or the members in the manner provided in the Bylaws. No person, firm, corporation, body politic or other organization may own more than one (1) membership in the corporation.

Section 3: Membership in the Corporation shall be terminated by cessation of existence, expulsion, or withdrawal of a member as provided in the Bylaws of the Corporation. Subject to any capital credits provision contained in the Bylaws, termination of membership in any manner shall operate as a release of all right, title and interest of the member in the property and assets of the Corporation; provided, however, that such termination of membership shall not release the member from the debts or liabilities of such member of the Corporation.

Section 4: The private property of the members of the Corporation shall be exempt from execution for the debts of the Corporation and no member or incorporator shall be individually liable or responsible for any debts or liabilities of the Corporation.

Section 5: The Bylaws of the Corporation may fix other terms and conditions upon which other persons shall be admitted to and retain membership in the Corporation not inconsistent with these articles of incorporation or the Act under which the Corporation is organized.

## **ARTICLE VIII**

The Board of Directors shall have the power to make and adopt such rules and regulations not inconsistent with these articles of incorporation or the Bylaws of the Corporation as it may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

## ARTICLE IX

The Corporation may amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law.

## ARTICLE X

No director of the Corporation shall be personally liable to the Corporation or its members for monetary damages for breach of his duties as a director, except for liability (i) for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its members, or (ii) for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law, or (iii) for the types of liability set forth in KRS 271B.8-330, or (iv) for any transaction from which the director derived an improper personal benefit. If the general corporation laws of Kentucky are amended after the effective date of this article to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the Corporation shall be limited to the fullest extent permitted by such general corporation laws as so amended. Any repeal or modification of this Article by the members of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS HEREOF, the President and Secretary of Big Rivers Electric Corporation have executed these AMENDED ARTICLES OF INCORPORATION of said Corporation for and on behalf of the said Corporation as of this 14<sup>th</sup> day of September, 2023.

Big Rivers Electric Corporation

By:   
Robert W. Berry, President

Attest:

*Paul Edd Butler*

Paul Edd Butler, Secretary

COMMONWEALTH OF KENTUCKY    )  
COUNTY OF DAVIESS            )

The foregoing instrument was subscribed, sworn to, and acknowledged before me this 14<sup>th</sup> day of September, 2023, by Robert W. Berry, as President of Big Rivers Electric Corporation, and Paul Edd Butler, as Secretary of Big Rivers Electric Corporation, on behalf of the corporation.

*TJK*

Notary Public, Kentucky State at Large

My commission expires: \_\_\_\_\_

Notary Id No. \_\_\_\_\_

