



Arkansas Secretary of State

Charlie Daniels

State Capitol Building ♦ Little Rock, Arkansas 72201-1094 ♦ 501.682.3409

I, Charlie Daniels, Secretary of State of the State of Arkansas, and as such, keeper of the records of domestic and foreign corporations, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

All Corporate records on file for

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 31st day of July 2006.

Charlie Daniels

Charlie Daniels
Secretary of State

By: *Sue Stiles*
sue.stiles

CERTIFIED COPY

ARTICLES OF INCORPORATION

OF

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

We, the undersigned, being natural persons of the age of twenty-one years or more and residents of the State of Arkansas, for the purpose of forming a corporation under the "Electric Cooperative Corporation Act" of the State of Arkansas, do hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the Corporation is Craighead Electric Cooperative Corporation.

ARTICLE II.

The purposes for which the corporation is organized are to engage in rural electrification and

1. To generate, manufacture, purchase, acquire and accumulate electric energy and to transmit, distribute, sell, furnish and dispose of such electric energy to its members only, 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, equipment, apparatus, and transmission and distribution lines or systems necessary, convenient or useful.

2. To assist its members only to wire their premises and install therein electrical and plumbing fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character, and in connection therewith and for such purposes, to pur-

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chase, acquire, lease, sell, distribute, install and repair electrical and plumbing fixtures, machinery, supplies, apparatus and equipment of any and all kind and character and to receive, acquire, endorse, pledge, hypothecate and dispose of notes, bonds, and other evidences of indebtedness.

3. Generally to do any and all things and transact all business now provided for by Act 342 of the Acts of the General Assembly of the State of Arkansas for the year 1937, approved March 25, 1937.

ARTICLE III.

The names and addresses of the incorporators who shall serve as directors and manage the affairs of the Corporation until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Residence</u>
<u>Stacia Gregory</u>	<u>Cash, Ark</u>
<u>Ed L. Craig</u>	<u>Waraway "</u>
<u>Oscar Robinson</u>	<u>Broadland Ark</u>
<u>W. C. Bell</u>	<u>Jonesboro "</u>
<u>Ed. L. H. H. H. H.</u>	<u>Leachville</u>

ARTICLE IV.

The number of directors to be elected at annual meetings of the members is five.

ARTICLE V.

The address of the principal office of the Corporation shall be in Jonesboro, County of Craighead, Arkansas, and the name and address of its agent upon whom process may be served

is W.C. Beck, _____,
City of Jonesboro, Craighead County, Arkansas.

ARTICLE VI.

The duration of the Corporation is perpetual.

ARTICLE VII.

Section 1. The undersigned incorporators shall be members of the Corporation. In addition to the undersigned incorporators, any person, corporation or partnership not receiving central station service may become a member of the Corporation by: (a) paying such membership fee as shall be specified in the By-laws of the Corporation; (b) agreeing to purchase from the Corporation the amount of electric energy hereinafter in Section 2 of this Article specified; and (c) agreeing to comply with and be bound by the Articles of Incorporation and By-laws 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 of the Corporation; provided, however, that no person, corporation or partnership except the incorporators of the Corporation, or any person, corporation or partnership accepted for membership by the members at any meeting thereof, shall become a member in the Corporation unless and until he or it has been accepted for membership by the affirmative vote of a majority of the members of the Board of Directors.

Section 2. Each member shall, as soon as electric energy shall be available, purchase from the Corporation monthly not less than the minimum amount of electric energy which shall, from time to time, be determined by resolution of the

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Board of Directors of the Corporation and shall pay therefor, and for all additional electric energy used by such member, the price which, from time to time, shall be fixed therefor by resolution of the Board of Directors. Each member shall also pay all obligations which may from time to time become due and payable by such member to the Corporation as and when the same shall become due and payable.

Section 3. The By-laws of the Corporation may fix such other terms and conditions upon which persons shall be admitted to and retain membership in the Corporation not inconsistent with these Articles of Incorporation or the Act under which it is organized.

ARTICLE VIII.

Section 1. Subject to the provisions of any mortgage or deed of trust given by the Corporation and within sixty (60) days after the expiration of each fiscal year the Board of Directors, after paying or providing for the payment of all operating and maintenance expenses of the Corporation including an amount for prospective operating and maintenance expenses for a reasonable period, and all interest and installments on account of the principal ^{of} notes, bonds or other evidences of indebtedness of the Corporation which shall have become due and be unpaid, or which shall have accrued at the end of the fiscal year but which shall not be then due, and after paying or making provision for the payment of all taxes, insurance and all other non-operating expenses which shall have become due and be unpaid, and all taxes,

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insurance and all other non-operating expenses which shall have accrued at the end of the fiscal year but which shall not be then due, shall apply the revenues and receipts of the Corporation remaining thereafter for the following purposes and in the following order of priority:

1. The establishment and maintenance of a reserve for the payment of interest on and principal of all outstanding notes, bonds or other evidences of indebtedness of the Corporation in an amount which shall equal the amount of principal and interest required to be paid in respect of such notes, bonds or other evidences of indebtedness during the ensuing fiscal year;

2. The establishment and maintenance of a general reserve fund for working capital, insurance, taxes, improvements, new construction, depreciation, obsolescence, and contingencies in an amount which the Board of Directors shall deem reasonable;

3. The payment to the members of the Corporation of refunds in proportion to the amount of their respective purchases of electric energy and goods from the Corporation during the fiscal year; provided, however, that in no case shall any such refunds be paid to any member who is indebted to the Corporation until such indebtedness is paid or arrangements in respect thereof satisfactory to the Board of Directors shall have been made.

Section 2. Twenty per centum (20%) of the total number of members of the Corporation present in person or

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represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members so long as the total number of members does not exceed three hundred (300). In case the total number of members exceeds three hundred (300), then and in such case, seventy-five (75) members present in person or represented by proxy shall constitute a quorum for the transaction of business at all meetings of the members.

Section 3. The Board of Directors shall have power to make and adopt such rules and regulations, not inconsistent with these Articles of Incorporation or the By-laws of the Corporation, as it may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

Section 4. No member of the corporation shall be personally liable for any debt, liability or act of the Corporation or the officers, agents or employees thereof.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 13 day of August, 1937.

Edward Gregory

W. L. Craig

Oscar Robinson

W. E. Beeth

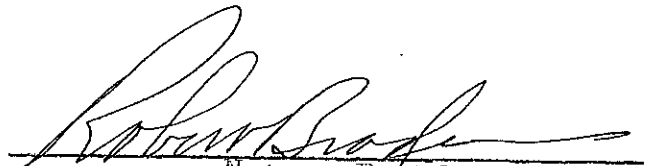
Ch. L. Homan

ACKNOWLEDGMENT

STATE OF ARKANSAS }
COUNTY OF CRAIGHEAD } SS

BE IT REMEMBERED that on this 13 day of AUGUST, 1937, personally came before me, the undersigned, a Notary Public within and for the State and County aforesaid, CLAUDE GREGORY - W.C. CRAIG
OSCAR ROBINSON - W.C. BECK AND ODE CHIPMAN parties to the foregoing Articles of Incorporation, known to me personally to be such, and severally acknowledged the same to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

GIVEN under my hand and seal of office the day and year aforesaid.



Notary Public

My Commission expires:
Jan. 9th 1939.

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1378

*Wrayhead Electric
Cooperative Corporation*

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FILED

AUG 13 1937

C. G. HALL
SECRETARY OF STATE

BY

CERTIFIED COPY

Arkansas
Certificate of Amendment
to Articles of Incorporation

Articles of Amendment to the
Articles of Incorporation
of
Craighead Electric Cooperative Corporation

State of Arkansas
County of Craighead ss

KNOW ALL MEN BY THESE PRESENTS:

That I, Claude Gregory, President of Craighead Electric Cooperative Corporation (hereinafter called the "Corporation") do hereby certify:

That, at a meeting of the members of the Corporation duly held on the 17th day of January, 1940 in conformity with the constitution and laws of the State of Arkansas, the following amendments were adopted by a majority of all the members of the Corporation:

Article IV is to be amended to read as follows:

ARTICLE IV

The number of directors to be elected at annual meetings of the members is eleven (11).

Article VII, Sec. 1, is to be amended to read as follows:

ARTICLE VII

Section 1. Any person, firm, corporation or body politic may become a member in the Corporation by:

- (a) paying the membership fee hereinafter specified;
- (b) agreeing to purchase from the Corporation electric energy as hereinafter specified; and
- (d) agreeing to comply with and be bound by the articles of incorporation of the Corporation and these bylaws 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 person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the board of directors or the members.

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The by-laws may provide for appeal by an applicant to a meeting of the members. No person, firm, corporation or body politic may own more than one (1) membership in the Corporation.

A husband and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions of this section provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b) and (c).

Sections 1 and 2 of Article VIII is to be repealed in toto.

Article IX is to be added to the Articles of Incorporation:

ARTICLE IX

The bylaws of the Corporation may be altered, amended or repealed by not less than the affirmative vote of two-thirds (2/3) of all of the Board of Directors at any regular or special meeting.

IN WITNESS WHEREOF I hereunto subscribe my name this 17th day of January, 1940.

Claude Gregory (SEAL)
President

(Corporate seal)

Attest: Oscar Robinson
Secretary

STATE OF ARKANSAS
COUNTY OF CRAIGHEAD

BE IT REMEMBERED That on this 17th day of January 1940, personally came before me, the undersigned, a Notary Public within and for the State and County aforesaid, Claude Gregory and Oscar Robinson parties to the foregoing Articles of Incorporation, known to me personally to be such, and severally acknowledged the same to be the act and deed of the signers respectively, and that the facts therein stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.

Clara Browder
Notary Public

My commission expires
Feb 5 - 1941

RECEIVED

NOTARY PUBLIC
STATE OF ARKANSAS
JAN 17 1940

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*Craighead Electric
Cooperative Corporation*

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APR 4 1940

U. G. HALL
SECRETARY OF STATE

BY _____

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NOTICE OF CHANGE OF
REGISTERED AGENT AND REGISTERED OFFICE

FILED
CORPORATION'S DIVISION
NO. 13754
JAN 26 12 06 PM '93

TO: Secretary of State
State of Arkansas
Little Rock, Arkansas 72203

W.I. [unclear] [unclear]
SECRETARY OF STATE
STATE OF ARKANSAS
BY: [signature]

Pursuant to the Corporation Laws of the State of Arkansas, the undersigned domestic corporation submits the following statement for the purpose of changing its registered agent and registered office in the State of Arkansas.

1. Name of Corporation: Craighead Electric Cooperative Corporation.
2. Address of its present registered office: Jonesboro, Craighead County, Arkansas.
3. Address to which registered office is to be changed: 325 Southwest Drive, Jonesboro, Craighead County, Arkansas.
4. Name of its present registered agent: W. C. Beck
5. Name of new registered agent: Mr. Wayne Honeycutt, 325 Southwest Drive, Jonesboro, AR 72401

The name of its registered agent, its registered office, and the address of the business office of its registered agent, as changed, will be identical to the above.

DATED this 30th day of December, 1992.

CRAIGHEAD ELECTRIC COOPERATIVE
CORPORATION

By: Linwood W. Wells
President

CERTIFIED COPY

ATTEST:

Bessie Hodges
Secretary

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12-9-92

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FILED
CORPORATIONS DIVISION

13754

ARTICLES OF AMENDMENT 97 OCT -3 PM 3:08
OF

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

SECRETARY OF STATE
STATE OF ARKANSAS

The undersigned, as President and Secretary of Craighead Electric Cooperative Corporation, a corporation duly existing under and by virtue of the laws of the State of Arkansas, hereby certify in compliance with the Electric Cooperative Corporation Act (Act 342 of 1937) that:

1. The name of the corporation is Craighead Electric Cooperative Corporation.
2. The amendment to the Articles of Incorporation was adopted on August 1, 1997.
3. The following provisions of the Articles of Incorporation of the corporation were amended to read as follows:

ARTICLE IV

The number of Directors to be elected at the proper annual meetings shall be nine (9) directors.

ARTICLE VII

Section 1. Any person, corporation, partnership or legal entity may become a member of the Corporation by: (a) paying the membership fee as specified; (b) agreeing to purchase from the Corporation electric energy; and (c) agreeing to comply with and be bound by the current Articles of Incorporation, the current by-laws and the current rules and regulations of the Corporation.

4. This amendment was adopted by the vote of the shareholders/members of the corporation. A total of 2,029 shareholders/members voted on the amendments with 1,726 in favor of the amendments and 303 against the amendments. Therefore, the amendments set forth in paragraph 3 above have been properly adopted by the shareholders/members.

IN WITNESS WHEREOF, the Corporation has caused its corporate name to be subscribed by its President, who hereby verifies that the statements contained in the foregoing Articles of Amendment are true and correct to the best of his

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knowledge and belief, and duly attested by its Secretary on this 4th day of August, 1997.

CRAIGHEAD ELECTRIC
COOPERATIVE CORPORATION

By: Linwood W. Wells
President

ATTEST:

J. D. Salmons
Secretary

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ACKNOWLEDGMENT

STATE OF ARKANSAS)
) ss
COUNTY OF CRAIGHEAD)

On this day, before me personally appeared Linwood Wells and J. D. Salmons, to me personally well known, who acknowledged that they were the President and Secretary of Craighead Electric Cooperative Corporation, a corporation, and that they, as such officers, being authorized so to do, had executed the foregoing instrument for the purposes therein contained, by signing the name of the corporation by themselves as such officers.

WITNESS my hand and official seal this 4th day of August, 1997.

J. L. Ligo
Notary Public

JIM LYONS
jlyons@leclaw.com

ZAC BAKER
zbaker@leclaw.com

Lyons & Cone, P.L.L.C.

ATTORNEYS AT LAW
407 SOUTH MAIN
P O BOX 7044
JONESBORO, ARKANSAS 72403-7044
870-972-5440 • FAX: 870-972-1270

MIKE CONE
mikecone@leclaw.com

DAVID TYLER
dtyler@leclaw.com

August 27, 2012

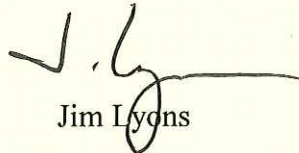
Ms. Marti Reams
Craighead Electric Cooperative Corporation
P. O. Box 7503
Jonesboro, AR 72403

Re: Articles of Amendment

Dear Marti:

Please find enclosed the original Articles of Amendment that have been filed with the Secretary of State's office in this matter. I am forwarding you this original to be maintained with the other original filings at your office. We have retained a copy for our files. If you have any questions or problems concerning this, please do not hesitate to call. Thank you for your cooperation.

Sincerely,



Jim Lyons

JL/ab

Enclosure

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STATE OF ARKANSAS



Mark Martin

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Mark Martin, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Amendment

of

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

filed in this office
August 24, 2012.

In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 24th day of August, 2012.



Mark Martin

Arkansas Secretary of State

**ARTICLES OF AMENDMENT
OF
CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION**

The undersigned, as President and Secretary of Craighead Electric Cooperative Corporation, a corporation duly existing under and by virtue of the laws of the State of Arkansas, hereby certify in compliance with the Arkansas Business Corporation Act (Act 958 of 1987) that:

1. The name of the corporation is Craighead Electric Cooperative Corporation.
2. The amendment to the Articles of Incorporation was adopted on August 27, 2010.
3. Article IV of the Articles of Incorporation of the corporation was amended to read

as follows:

Article IV

The number of directors to be elected at the proper annual meetings shall be eight (8).

4. This amendment was adopted by the members of the corporation and no other members were required to approve or adopt such amendment. As this is a non-profit corporation, there are no shareholders. According to applicable law and by-laws, a quorum was present and there were a total of 2,232 votes cast. Seventeen hundred nineteen votes were in favor of the amendment and 513 votes were opposed. As a result, the proposed amendment passed according to the applicable law and by-laws.

IN WITNESS WHEREOF, the Corporation has caused its corporate name to be subscribed by its President, who hereby verifies that the statements contained in the foregoing Articles of Amendment are true and correct to the best of his knowledge and belief, and duly attested by its Secretary on this 27th day of August, 2010.

CRAIGHEAD ELECTRIC COOPERATIVE
CORPORATION

By: Tom Sloan
President

ATTEST:

By: J. D. Salmon
Secretary

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STATE OF ARKANSAS



Mark Martin

ARKANSAS SECRETARY OF STATE

To All to Whom These Presents Shall Come, Greetings:

I, Mark Martin, Arkansas Secretary of State of Arkansas, do hereby certify that the following and hereto attached instrument of writing is a true and perfect copy of

Articles of Amendment

of

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

filed in this office
December 18, 2017.



In Testimony Whereof, I have hereunto set my hand and affixed my official Seal. Done at my office in the City of Little Rock, this 18th day of December, 2017.

Mark Martin

Arkansas Secretary of State



ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION, a corporation organized and existing under the laws of the State of Arkansas (the "Corporation") in order to amend its Articles of Incorporation in accordance with the requirements of Arkansas law, does hereby certify as follows:

1. The Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Arkansas on August 13, 1937.
2. An Amendment to Articles of Incorporation of the Corporation was filed with the Secretary of the State of Arkansas on April 4, 1940.
3. An Amendment to the Articles of Incorporation of the Corporation was filed with the Secretary of the State of Arkansas on January 26, 1993, changing the Registered Agent only.
4. An Amendment to Articles of Incorporation of the Corporation was filed with the Secretary of the State of Arkansas on October 3, 1997.
5. An Amendment to the Articles of Incorporation of the Corporation was filed with the Secretary of the State of Arkansas on July 23, 2007, changing the Registered Agent only.
6. An Amendment to the Articles of Incorporation of the Corporation was filed with the Secretary of the State of Arkansas on August 24, 2012.
7. The Articles of Amendment to the Articles of Incorporation as set forth in paragraph 8 below were adopted on the 25th day of August, 2017.
8. The Articles of Amendment as they currently exist will be amended so that ARTICLE IV as set forth in paragraph 10 below will replace the existing ARTICLE IV.
9. The number of votes cast for these Articles of Amendment for approval was 2,707 and the number of votes cast against was 292. As a result, the Amendment to the Articles was sufficient for approval.
10. These Articles of Amendment to the Articles of Incorporation shall be effective immediately upon the filing by the Secretary of State for the State of Arkansas and thereafter Article IV of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE IV: The number of directors of the Corporation to be elected at annual meetings of the members shall be seven (7). However, the number of directors currently serving

on the Board of Directors is eight (8). The number of members of the Board of Directors shall remain at eight (8) until such time as a director while in office: (A) resigns; (B) is disabled and unable to serve as a director; or (C) dies. At that time, the number of directors shall be reduced to seven (7) members of the Board of Directors.

IN WITNESS WHEREOF, CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION has caused these Articles of Amendment to the Articles of Incorporation to be executed by its President and Secretary on this 28 day of August, 2017.

CRAIGHEAD ELECTRIC COOPERATIVE CORPORATION

By: *Br Roy*
President

ATTEST:

Jim B. Hall
Secretary