

RESTATED ARTICLES OF INCORPORATION
OF
EAU CLAIRE ENERGY COOPERATIVE

October 6, 2001
Restated August 30, 2004

ARTICLE I

NAME AND LOCATION

The name of this rural electric cooperative association shall be Eau Claire Energy Cooperative, and its location and principal offices shall be in the Town of Washington, in the County of Eau Claire, Wisconsin, P.O. address: Elco Park, Fall Creek, Wisconsin 54742.

ARTICLE II

PURPOSES

The principal purposes for which this cooperative association is formed are furnishing its members with electric power, other forms of present or potential energy, and other goods and services on a cooperative non-profit basis. The cooperative may engage in any activity within the purposes for which cooperative associations may be organized under Wisconsin Law and all such activities shall be deemed within its purposes subject to such express limitations as may be imposed pursuant to its bylaws.

ARTICLE III

DURATION

The duration of this cooperative association shall be perpetual.

ARTICLE IV

NON-STOCK AND MEMBER CLASSES

This cooperative association is organized without capital stock and there shall be only one class of members with respect to voting rights.

ARTICLE V

PROPERTY RIGHTS AND BASIS OF DISTRIBUTION IN THE EVENT OF DISSOLUTION

Upon dissolution, after

- (a) All debts and liabilities of the cooperative shall have been paid, and
- (b) All capital furnished through patronage shall have been retired as provided in the bylaws,

the remaining property and assets of the cooperative shall be distributed among the members and former members in the proportion which the aggregate patronage of each bears to the total patronage of all members during the ten calendar years next preceding the date of the filing of the certificate of dissolution, subject to and in accordance with such classifications of business formula as may have been employed in allocating patronage capital to such members during said ten-year period.

ARTICLE VI

DIRECTORS

The business and affairs of the cooperative shall be managed by a board of directors. The number of and qualifications for directors shall be specified in the bylaws.

ARTICLE VII

OFFICERS

The Directors shall elect the officers of the Cooperative, who shall be a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as may be determined by the Board from time to time. The offices of Secretary and Treasurer may be held by the same person. Any officer may be, but shall not be required to be, a member or director of the Cooperative.