

## **EXHIBIT A**

### **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF YAMPA VALLEY ELECTRIC ASSOCIATION, INC.**

#### **ARTICLE I**

The name of the Corporation is,

**YAMPA VALLEY ELECTRIC ASSOCIATION, INC.**

#### **ARTICLE II**

The object or objects and purpose or purposes for which the Corporation is formed are,

- (a) To generate, manufacture, purchase, acquire and accumulate electric energy for its members and for non-member consumers and to transmit, distribute, furnish, sell and dispose of such electric energy to its members and to non-member consumers 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 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 and non-member consumers 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 evidence of indebtedness, secured or unsecured, for moneys 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 evidence of indebtedness by mortgage or mortgages, 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 sell and provide other goods and services to members and non-member consumers, including energy derived from any source whatsoever, telecommunication services, systems, and related devices and equipment, and to create and maintain supporting infrastructure as necessary or convenient including energy storage facilities and physical or wireless communication networks and systems; and
- (g) To do and perform 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.

### ARTICLE III

Section 1. The Association is formed without any purpose of direct gain or profit to itself. The issuance of capital stock is not permitted. The Association is authorized to issue one million memberships. The property rights and interests of each member shall be determined by the Bylaws.

Section 2. Except as limited elsewhere in this certificate or in the by-laws of the Corporation the business and affairs of the Corporation shall be vested in and managed and controlled by a board of directors, and the officers of the Corporation shall be a president, a vice-president, a treasurer, a secretary and such other officers as may by determine by the board of directors from time to time. The offices of Secretary and Treasurer may be held by the same person.

#### ARTICLE IV

Section 1. The number of directors of the Association shall be nine (9). Directors shall be elected for a term of three years and until their successors are elected and shall have qualified.

Section 2. The bylaws may make provision for the removal of directors and the filling of vacancies so created. Bylaws may also provide for division of the territory served by the Corporation into voting districts, and for the election of directors directly by such voting districts, or by a body of delegates elected by such voting districts.

#### ARTICLE V

**[REPEALED 06-16-1979]**

#### ARTICLE VI

**[REPEALED 06-16-1979]**

#### ARTICLE VII

The term of existence of the Corporations shall be perpetual.

#### ARTICLE VIII

The private property of the members of the Corporation shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever.

#### ARTICLE IX

The operations of the Corporation shall be carried on in the County of Routt, in the State of Colorado, and in such other counties in the State of Colorado and in the United States, as the board of directors may from time to time decide. The principal office and place of business of the Corporation shall be in the City of Steamboat Springs, in Routt County, in the State of

Colorado, and the Corporation may maintain offices at such other place or places in in the State of Colorado and in the United States as the board of directors may from time to time decide.

#### ARTICLE X

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