

AMENDED ANNUAL REPORT



Corporation Division
www.filinginoregon.com

E-FILED
May 03, 2021
OREGON SECRETARY OF STATE

REGISTRY NUMBER

3969516

REGISTRATION DATE

06/18/1937

BUSINESS NAME

UMATILLA ELECTRIC COOPERATIVE ASSOCIATION

BUSINESS ACTIVITY

COOPERATIVE

MAILING ADDRESS

1455 SW BROADWAY STE 1500
PORTLAND OR 97201 USA

TYPE

COOPERATIVE

PRIMARY PLACE OF BUSINESS

750 W ELM ST
HERMISTON OR 97838 USA

JURISDICTION

OREGON

REGISTERED AGENT

64983993 - CH REGISTERED SERVICES, LLC

1455 SW BROADWAY STE 1500
PORTLAND OR 97201 USA

If the Registered Agent has changed, the new agent has consented to the appointment.

PRESIDENT

BRYAN WOLFE

299 E PUNKIN CENTER RD
HERMISTON OR 97838 USA

SECRETARY

STEVE PLATT

47452 MCKAY CREEK RD
PILOT ROCK OR 97868 USA



I declare as an authorized signer, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment, or both.

By typing my name in the electronic signature field, I am agreeing to conduct business electronically with the State of Oregon. I understand that transactions and/or signatures in records may not be denied legal effect solely because they are conducted, executed, or prepared in electronic form and that if a law requires a record or signature to be in writing, an electronic record or signature satisfies that requirement.

ELECTRONIC SIGNATURE

NAME

THOMAS GRIM

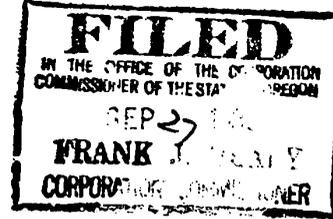
TITLE

AUTHORIZED AGENT

DATE SIGNED

05-03-2021

FILE NO. 3969516



STATEMENT OF ADOPTION
OF RESTATED ARTICLES OF INCORPORATION

UMATILLA ELECTRIC COOPERATIVE ASSOCIATION

The attached Restated Articles of Incorporation ("Restated Articles") were adopted by a majority of members of Umatilla Electric Cooperative Association (the "Corporation") on August 11, 1983.

1. The name of the Corporation is Umatilla Electric Cooperative Association.
2. The date of the adoption of the Restated Articles is August 11, 1983.
3. The Corporation has no shareholders.
4. 671 members of the Corporation voted in favor and 52 members of the Corporation voted against the adoption of the Restated Articles of Incorporation.
5. The Restated Articles of Incorporation do not provide for exchange, reclassification or cancellation of shares.

We, the President and the Secretary of the Corporation, hereby certify that we have examined the foregoing and to the best

0002 0001 0034 0027

PAGE 1 - STATEMENT OF ADOPTION

UMATILLA ELECTRIC COOPERATIVE A



3969516-16169715

ZIMGRST

of our knowledge and belief it is true, correct and complete.

UMATILLA ELECTRIC COOPERATIVE
ASSOCIATION

Jerry E. Myers
Jerry E. Myers, President

Arthur A. Allen, Secretary

VERIFICATION

STATE OF OREGON)
County of Umatilla) ss.

I, the undersigned Secretary of Umatilla Electric Cooperative Association, being first duly sworn, hereby verify that the President and Secretary of the Corporation are fully authorized to execute and file this Statement and the Restated Articles of Incorporation and have done so for and on behalf of the Umatilla Electric Cooperative Association.

Arthur A. Allen
Arthur A. Allen, Secretary

Subscribed and sworn to before me this 24th day of August, 1983.

[Signature]
Notary Public for Oregon
My Commission Expires: 12-3-86

0002 0001 0034 0028

PAGE 2 - STATEMENT OF ADOPTION

RESTATED ARTICLES OF INCORPORATION

UMATILLA ELECTRIC COOPERATIVE ASSOCIATION

Pursuant to the provisions of ORS 62.570 and ORS 57.385, these Restated Articles of Incorporation supersede the heretofore existing articles and amendments thereto.

ARTICLE I

The name of the Corporation is Umatilla Electric Cooperative Association.

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 only and to transmit, distribute, furnish, sell, 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, 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 ~~0020010034000~~ 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 and 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 liens upon, all or any of the property, rights, privileges or permits of the Corporation, wheresoever situated, acquired or to be acquired.
- (f) To do and perform 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 Oregon Revised Statutes, Chapter 62. The Corporation shall render no service to or for the public.

ARTICLE III

The principal office and place of business of the Corporation shall be in the City of Hermiston, in the County of Umatilla, State of Oregon.

ARTICLE IV

The term of existence of the Corporation shall be: perpetual.

ARTICLE V

SECTION 1. The Corporation shall have no capital stock.

SECTION 2. Any person, firm, association, corporation, or body politic or subdivision thereof will become a member of the Corporation upon receipt of electric service from the Corporation, provided that he, she or it has first:

- (a) Made a written application for membership therein;
- (b) Agreed to purchase from the Corporation electric energy as hereinafter specified;
- (c) Agreed to comply with and be bound by the Articles of Incorporation and bylaws of the Corporation and any rules and regulations adopted by the Board of Directors; and
- (d) Paid the membership fee hereinafter specified.

No member may hold more than one membership in the Corporation and no membership in the Corporation shall be transferable except as provided in the Bylaws of the Corporation.

SECTION 3. The membership in the Corporation shall be Five Dollars (\$5.00), the payment of which shall make the member eligible for service.

0002 0001 0034 0031

PAGE 3 - RESTATED ARTICLES OF INCORPORATION

SECTION 4. Each member shall purchase from the Corporation all electric energy purchased for use on the premises specified in his or her application for membership, and shall pay therefor at rates which shall from time to time be fixed by the Board of Directors. Production or use of electric energy on such premises, regardless of the source thereof, by means of facilities which shall be interconnected with facilities of the Corporation shall be subject to appropriate regulations fixed from time to time by the Corporation. Amounts paid for electric energy in excess of the cost of service are furnished by members as capital and each member shall be credited with the capital so furnished as provided in the Bylaws of the Corporation. Regardless of the amount of electric energy consumed, each member shall pay to the Corporation a minimum amount as shall be fixed from time to time by the Board of Directors. Each member shall also pay all amounts owed to the Corporation as and when the same become due and payable.

SECTION 5. Each member shall be entitled to one (1) vote and no more on each matter submitted to a vote at an annual or special meeting of the members. Each member qualified to vote shall be entitled to one (1) vote and no more on the election of a director submitted to a vote at a district meeting of members. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote by ballot of a majority of the members voting thereon at such meeting in person or by mail, except as otherwise provided by law, the Articles of Incorporation or the Bylaws of the Corporation. The qualified candidate for director receiving the highest number of votes at a district

PAGE 4 - RESTATED ARTICLES OF INCORPORATION

meeting, even if less than a majority of the votes cast, shall be elected as director. If a husband and wife hold a joint membership, they shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote at a district, annual or special meeting of the members.

SECTION 6. Membership in the Corporation shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions as shall be determined by the Board of Directors not contrary to, or inconsistent with, the Articles of Incorporation or the Bylaws of the Corporation. Such certificates shall be signed by the President and by the Secretary of the Corporation and shall be sealed with its corporate seal.

SECTION 7. No membership certificate shall be issued for less than the membership fee fixed in Section 3 of Article V of these Articles of Incorporation or until such membership fee has been fully paid. If a certificate is lost, destroyed or mutilated, a new certificate may be issued therefor upon such uniform terms and indemnity to the Corporation as the Board of Directors may prescribe.

SECTION 8. The Bylaws of the Corporation may define and fix such other duties and responsibilities of the members and prescribe such other terms and conditions upon which members shall be admitted to and retain membership in the Corporation not inconsistent with these Articles of Incorporation or Oregon Revised Statutes, Chapter 62.

0002 0001 0034 0033

PAGE 5 - RESTATED ARTICLES OF INCORPORATION

ARTICLE VI

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 expenses of the Corporation including an amount for prospective operating 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 unpaid, and all taxes, insurance and all other non-operating expenses which shall have accrued at the end of the fiscal year but 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:

- (a) 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;
- (b) 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;

31695-16

(c) The payment by credits to a capital account for each of the patrons of the Corporation of refunds in proportion to the amounts of their respective patronage (purchase 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. The private property of the members of the Corporation shall be exempt from execution for the debts of the Corporation and no member shall be individually liable or responsible for any debts or liabilities of the Corporation.

SECTION 3. The Bylaws of the Corporation may be altered, amended or repealed by the members at any regular or special meeting, provided that the notice of such meeting shall have contained a copy of the proposed alterations, amendments or repeal.

SECTION 4. The Board of Directors shall have the power to make such rules and regulations not inconsistent with law, these Articles of Incorporation and the Bylaws of the Corporation as the Board of Directors may deem advisable for the management, administration and regulation of the business and affairs of the Corporation.

0002 0001 0034 0035