

AMENDMENT TO ARTICLES OF INCORPORATION  
OF  
SUMTER ELECTRIC COOPERATIVE, INC.

Pursuant to the provisions of Section 425.13 Florida Statutes and Article VI, Section 5 of the Articles of Incorporation of SUMTER ELECTRIC COOPERATIVE, INC. with its principal place of business being located at Sumterville, Sumter County, Florida, original Articles of Incorporation being filed in the office of the Secretary of State on January 15, 1938 are hereby amended on this 26th day of March, 1988, to read as follows:

1. The portion that presently reads:

"ARTICLE V

The number of Trustees of the Cooperative shall be nine (9), whose terms of office and voting districts shall be governed by the Bylaws, as amended, of the Cooperative."

is deleted and in its place shall be inserted:

"ARTICLE V

Section 1. The number of Trustees of the Cooperative shall be nine (9), whose terms of office and voting districts shall be governed by the Bylaws, as amended, of the Cooperative.

Section 2. A trustee, director, manager, or officer of the Cooperative shall not be liable to the Cooperative or its members for damages for breach of fiduciary duty as a trustee, director, manager, or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Statutes as the same exist or may hereafter be amended.

Any repeal or modification of the foregoing provision by the members of the Cooperative shall not adversely affect any right or protection of a trustee, director, manager, or officer of the Cooperative existing at the time of such repeal or modification.

The Cooperative shall indemnify any trustee, director, manager or officer, against whom any proceeding is brought by reason of the fact that he is or was a trustee, director, manager or officer, against liability or expenses incurred in connection with any such proceeding, action or claim, including any appeal thereof."

2. The portion that presently reads:

"ARTICLE VI  
EVIDENCE OF MEMBERSHIP

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

is deleted and in its place shall be inserted:

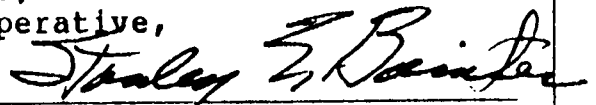
"ARTICLE VI  
EVIDENCE OF MEMBERSHIP

Section 6. Membership in the Cooperative shall be evidenced by the record in the cooperative's books of accounts that the prescribed membership fee has been paid and further evidenced by approval of the Board."

The above amendments were duly adopted by the members of Sumter Electric Cooperative, Inc. on the 26th day of March, 1988.

SUMTER ELECTRIC COOPERATIVE,  
INC., a Florida Rural Electric  
Cooperative,

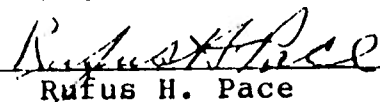
By



Stanley E. Bainter  
As Its President

ATTEST:

By



Rufus H. Pace  
As Its Secretary

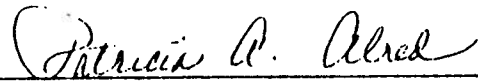
(CORPORATE SEAL)

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF               )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared STANLEY E. BAINTER and RUFUS H. PACE, well known to me to be the President and Secretary respectively of the corporation and that they severally acknowledged that they executed the same freely and voluntarily under authority duly vested in them by said corporation and that the seal affixed thereto is the true corporate seal of said corporation.

Amendment to Articles of Incorporation  
Sumter Electric Cooperative, Inc.  
Page 3

IN WITNESS WHEREOF, I have hereunto set my hand and affixed  
my official seal at said County and State, this 22<sup>nd</sup> day of  
April, 1988.



Notary Public

My Commission expires:

(SEAL)

PATRICIA A. ALRED, NOTARY PUBLIC  
THE STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES AUG. 29, 1989

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on May 29, 1986 to Articles of Incorporation for SUMTER ELECTRIC COOPERATIVE, INC., a Florida Rural Electric Cooperative, as shown by the records of this office.

The document number of this cooperative is 790278.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
29th day of May, 1986



CER-101

George Firestone  
Secretary of State

AMENDMENT TO ARTICLES OF INCORPORATION

OF SUMTER ELECTRIC COOPERATIVE, INC.

FILED

1986 MAY 29 PM 2:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 425.13 Florida Statutes, Article 5 of the Articles of Incorporation of SUMTER ELECTRIC COOPERATIVE, INC. with its principal place of business being located at Sumterville, Sumter County, Florida, original Articles of Incorporation being filed in the office of the Secretary of State on January 15, 1938 is hereby amended to read as follows:

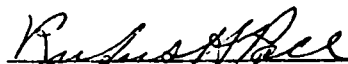
The portion that presently reads: "The election of Directors shall be by ballot and each member shall have the right to cast one vote for each director to be elected at such election. The number of candidates equal to the number of directors to be elected receiving the highest number for the term specified in the by-laws of the Association."

is deleted and in its place shall be inserted:

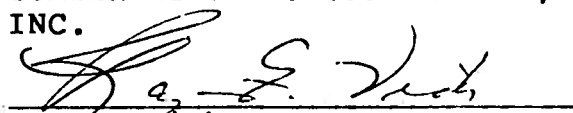
"The election of Trustees shall be as provided by the By-laws."

DATED this 19th day of May, 1986.

ATTEST:

  
Rufus H. Pace  
As its Secretary

SUMTER ELECTRIC COOPERATIVE,  
INC.

  
Ray F. Vick  
As its President

(CORPORATE SEAL)

AFFIDAVIT

STATE OF FLORIDA       )  
                              ) SS  
COUNTY OF SUMTER     )

COMES NOW, RAY F. VICK, pursuant to Florida Statutes Chapter 425.13(2) and having been duly sworn by the undersigned officer, says:

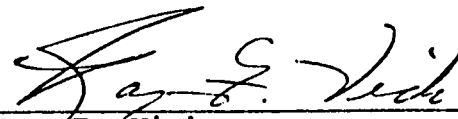
1. That he is the president of Sumter Electric Cooperative, Inc., a Florida Corporation.

2. That the attached Amendments to the Articles of Incorporation were passed by more than two-thirds (2/3) of the members voting thereon at a regular annual meeting.

3. That the proposed by-law changes were approved by the Board of Trustees of Sumter Electric Cooperative, Inc.

4. That the Notice of the Annual Meeting set forth the proposed amendment.

5. That all requirements of Florida Statutes Chapter 425.13(a) have been satisfied with regard to the passage of the attached Amendment to the Articles of Incorporation of Sumter Electric Cooperative, Inc.

  
\_\_\_\_\_  
Ray F. Vick  
AS President

SWORN to and SUBSCRIBED before me  
this 19th day of May, 1986.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Bonded from May 1, 1986 to \_\_\_\_\_

Florida - Articles of Incorporation

ARTICLES OF INCORPORATION

of

SUNTER ELECTRIC

COOPERATIVE ASSOCIATION, INC.

RECORDED 11/29/33  
TALLAHASSEE, FLA.



JAN 16 1934

We, the undersigned, being natural persons of the age of twenty-one years or more and citizens of the United States of America and of the State of Florida and engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming an incorporated non-profit cooperative association under and by virtue of The Agricultural Cooperative Act of Florida (Chap. 14675, Acts of the Legislature of 1931, as amended by Chap. 16879 of the Acts of the Legislature of 1935) and all laws amendatory thereof and supplemental thereto, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Association is **Sunter Electric Cooperative Association, Inc.**

ARTICLE II

The purpose for which the Association is formed is:

(a) to generate, manufacture, purchase, acquire and accumulate electric energy for its members, and for non-members to the extent permitted by The Agricultural Cooperative Act and all laws amendatory thereof or supplemental thereto, and to transmit, distribute, furnish, sell and dispose of such electric energy to its members, and to non-members to the extent permitted by The Agricultural Cooperative Act and all laws amendatory thereof or supplemental thereto, 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;

CLERK'S MEMO: Legibility of the writing, typing, or printing unsatisfactory in this document.

(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 Association;

(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 Association to accomplish any or all of its purposes;

(d) to assist its customers 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 moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Association 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 lien upon, all or any of the property, rights, privileges or permits of the Association, wherever situated, acquired or to be acquired;

(f) to do and perform any and all acts and things, and to have and





exercise any and all powers which may be necessary or convenient to accomplish any or all of the foregoing purposes or which may be permitted by The Agricultural Cooperative Act and all laws amendatory thereof or supplemental thereto.

ARTICLE III

The principal office of the Association within the State of Florida shall be located in the City (Town) or Bushnell, in the County of Sumter, State of Florida.

ARTICLE IV

The term of existence of the Association shall be fifty (50) years.

ARTICLE V

The number of directors of the Association shall be seven (7) and the names and addresses of those who are to serve for the first term or until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
H. A. Sebekow	Oxford, Florida
W. H. Proctor	Bellview, Florida
C. L. Johnson	Wildwood, Florida
J. H. Hughes	Bushnell, Florida
A. G. Slone	Center Hill, Florida
J. G. Sparkman	Webster, Florida
J. W. Patterson	Linden, Florida.

ARTICLE VI

Section 1. The Association shall have no capital stock.

Section 2. The undersigned subscribers to these Articles of Incorporation shall be members of the Association. In addition to the undersigned subscribers, any person, firm, partnership, association or corporation

11/23/37

in the production of agricultural products may become a member of the Association by: (a) paying in full the membership fee, hereinafter specified in Section 3 of this Article VI; (b) agreeing to purchase from the Association the amount of electric energy hereinafter in Section 4 of this Article specified; and (c) agreeing to comply with and be bound by these Articles of Incorporation and the Bylaws of the Association and any amendments thereto and by such rules and regulations as may from time to time be adopted by the Board of Directors of the Association, provided, however, that no person, firm, partnership, association or corporation except the undersigned subscribers to these Articles of Incorporation or any person, firm, partnership, association or corporation accepted for membership by the members at any meeting thereof, shall become a member of the Association 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 of the Association. No person, firm, partnership, association or corporation shall own more than one (1) membership in the Association.

Section 3. The fee for membership in the Association shall be five dollars (\$5.00).

Section 4. Each member shall, as soon as electric energy shall be available, purchase from the Association monthly not less than the minimum amount of electric energy which shall from time to time be determined by a resolution of the Board of Directors of the Association 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 Association as and when the same shall become due and payable.

Section 5. The voting power and property rights and interests of each member shall be equal, and each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members, which vote shall be in person or by proxy as provided in the Bylaws of the Association. Except as otherwise provided by law, these Articles of Incorporation or the Bylaws of the Association, at all meetings of the members at which a quorum is

present, all questions shall be decided by a vote of a majority of the members present in person or represented by proxy. The election of directors shall be by ballot and each member shall have the right to cast one vote for each director to be elected at such election. The number of candidates equal to the number of directors to be elected receiving the highest number of votes shall be elected for the term specified in the Bylaws of the Association.

Section 6. Membership in the Association shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions, not contrary to, or inconsistent with the Articles of Incorporation or the Bylaws of the Association, as shall be determined by the Board of Directors. Each certificate shall be signed by the President and by the Secretary of the Association 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 this Article VI, nor until such membership fee has been fully paid in cash to the Association and the provisions of Section 2 of this Article VI have been complied with.

Section 8. Memberships in the Association and the certificate representing the same shall not be transferable and upon the death, cessation of existence, expulsion or withdrawal of a member, the membership of such member shall thereupon terminate and his or its certificate of membership shall be surrendered to the Association. Subject to the payment of all debts and liabilities of a member to the Association, upon his or its death, cessation of existence, expulsion or withdrawal and the surrender of his or its membership certificate, the Association shall pay to such member or his personal representative, an amount equal to the membership fee paid by such member. Termination of membership by death, cessation of existence, expulsion or withdrawal shall operate as a release of all right, title and interest of the member in the property and assets of the Association; provided, however, that such death, cessation of existence, expulsion or withdrawal shall not release the member from the debts or liabilities of such member to the Association. In case of a lost, destroyed or mutilated certificate a new certificate may be issued therefor upon such terms and such indemnity to the Association as the Board of Directors may prescribe.

Section 2. The Bylaws of the Association may define and fix other duties and responsibilities of the members and prescribe other terms and conditions upon which members shall be admitted to and retain membership in the Association not inconsistent with these Articles of Incorporation or The Agricultural Cooperative Act.

### ARTICLE VII

Section 1. Subject to the provisions of any certificate of trust given or assumed by the Association, the Board of Directors shall, within sixty (60) days after the expiration of each fiscal year, apply all unexpended revenues and receipts of the Association for such fiscal year for the following purposes and in the following order of priority:

1. payment or provision for the payment of all obligations and expenses of the Association which shall be properly chargeable against such revenues and receipts;
2. establishment and maintenance of a general reserve fund for working capital, to provide, among other things, for: current interest on and current payments on account of the principal of obligations of the Association, insurance, taxes, improvements, new construction, depreciation, obsolescence and contingencies in an amount which the Board of Directors shall deem reasonable; and
3. establishment and maintenance of a reserve for the payment of interest on and principal of all outstanding notes, bonds or other evidences of indebtedness issued by, or the payment of which shall have been assumed by, the Association in an amount which shall not be less than the amount of principal and interest required to be paid in respect of such notes, bonds or other evidences of indebtedness during the current fiscal year;

after the reserves heretofore provided for shall have been established and provisions made for their maintenance, any balance may be applied to the payment to the members of the Association of refunds in proportion to the amount of

their respective purchases of electric energy and goods from the Association during the fiscal year just ended; provided, however, that in no case shall any such refunds be paid to any member who is indebted to the Association 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 Association shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever.

Section 3. The Board of Directors shall have the power to make such rules and regulations not inconsistent with law, these Articles of Incorporation or the Bylaws of the Association as the Board may deem advisable for the management, administration and regulation of the business and affairs of the Association.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Bushnell, Florida, on the 9th day of December, 1937, for the uses and purposes aforesaid.

A. G. Stone (SEAL)  
H. A. Sebekow (SEAL)  
C. L. Johnson (SEAL)  
W. H. Praeter (SEAL)  
J. E. Spaulding (SEAL)  
J. H. Hughes (SEAL)  
J. W. Patterson (SEAL)

STATE OF FLORIDA  
COUNTY OF

} ss.

I hereby certify that on this the 9th day of December, 1937, personally came and appeared before me, the undersigned authority,



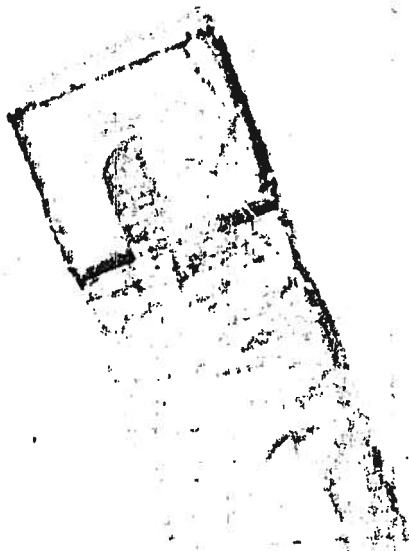
*J. A. Hughes*, to me well known and well known by me to be the person of that name described in and who executed the foregoing Articles of Incorporation as one of the subscribers thereof, and acknowledged to me that he executed the foregoing Articles of Incorporation as his free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

In Testimony Whereof, I have hereto set my hand and affixed my official seal on the day and year above written.

(Seal)

*John L. Latham*  
Notary Public

My commission expires *January 23*, 193*9*



January 19th  
19 40

Honorable Roy Caruthers  
Clerk Circuit Court  
Bushnell, Florida

Dear Mr. Caruthers:

I have received Articles of Conversion of SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC., a corporation heretofore organized and existing under the Laws of the State of Florida, to be filed in pursuance of Section 16 of Chapter 19138, Laws of Florida, Acts of 1939, which Act provides for the filing of this instrument and the forwarding to you of a certified copy to be recorded in your office. The law does not say who is to pay for the recording. I presume Mr. Howell will look after this. I am mailing him a copy of this letter showing that I have complied with the provisions of said Act.

With kindest regards, I am  
Cordially yours,

Secretary of State.

T/T  
Enc.

CC - Mr. P. B. Howell  
Bushnell  
Florida

each member of the Corporation  
converted corporation or, upon  
and such member's spouse, such  
shall jointly become a member of  
a certificate evidencing such incor

shall become a member in the con-  
stitution by such member  
each member's spouse  
corporation and  
its membership

CLERK'S MEMO: Legibility of the  
writing, typing, or printing unsatisfactory  
in this document.

True and correct copy of Articles of Conversion of SUMTER  
ELECTRIC COOPERATIVE ASSOCIATION, INC., organized under  
the Laws of this State on January 16th 1930, filed in this  
office on January 19th 1940, in pursuance of the provisions  
of Section 16, Chapter 19,138 Acts of 1939, bringing said  
corporation under the provisions of ~~CHAPTER 19,138~~ said Act;  
and corporation assuming the name SUMTER ELECTRIC COOPERATIVE, INC.,  
as disclosed by the records of this office

*Copy of Certificate*

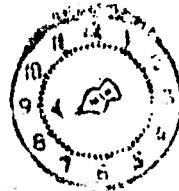
These parties  
noted herein  
and their members  
shall jointly execute  
a certificate of

shall execute a  
notarization of  
and their members  
concerning the  
of the



P. B. HOWELL  
LAWYER  
BUSHNELL, FLORIDA  
January 17, 1940

JAN 19 1940



SECRETARY OF STATE  
TALLAHASSEE, FLA.

Honorable R. A. Gray  
Secretary of State  
Tallahassee, Florida

Dear Mr. Gray:

I herewith enclose copy of Articles of Conversion of Sumter Electric Cooperative Association, Incorporated, under the provisions of section 13 of chapter 19138, Laws of Florida, acts of 1939, and ask that you please file the same and send the Clerk of the Circuit Court of Sumter County a copy in accordance with provisions of this statute. I also enclose check for five dollars (\$5.00), in payment of the fee of the Secretary of State as provided in said act.

Thanking you, I am,

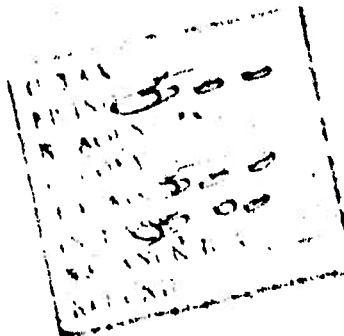
Very truly yours,

*P. B. Howell*

P. B. Howell

FMH/eg  
Enclosures--2

*Please sign & return the enclosed receipts.*



poration after completion of the conversion.  
Each member of the Corporation shall become  
verted corporation or, upon written application  
and such member's spouse, such member and spouse  
shall jointly become a member in the converted  
a certificate evidencing such individual or

TO MEMBERS.

the con-

ARTICLES OF CONVERSION

of  
SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC.,  
executed pursuant to the  
Rural Electric Cooperative Act  
Chapter 19138, Florida Session Laws, 1939.

Sumter Electric Cooperative Association, Inc., for the purpose of becoming converted into a cooperative, non-profit, membership corporation pursuant to the Rural Electric Cooperative Act, Chapter 19138, Florida Session Laws, 1939, hereby certifies and states as follows:

FIRST: The name of the Corporation prior to its conversion into a cooperative is "Sumter Electric Cooperative Association, Inc."

SECOND: The address of the principal office of the Corporation is "Rushnell, Florida".

THIRD: The Certificate of Incorporation of the Corporation was filed in the office of the Secretary of State on January 15, 1938.

FOURTH: The Corporation was organized under Title III, Chapter IX, Subchapter XII, 1934 Cumulative Supplement to The Compiled General Laws of Florida, 1927.

FIFTH: The name assumed by the Corporation is "SUMTER ELECTRIC COOPERATIVE, INC".

SIXTH: The Corporation elects to become a cooperative, non-profit, membership corporation subject to the Rural Electric Cooperative Act, Chapter 19138, Florida Session Laws, 1939.

SEVENTH: The manner and basis of converting memberships in the Corporation into memberships in the converted corporation after completion of the conversion shall be as follows: Each member of the Corporation shall become a member in the converted corporation or, upon written application by such member and such member's spouse, such member and such member's spouse shall jointly become a member in the converted corporation and a certificate evidencing such individual or joint membership

shall be issued to such member or to such member and such member's spouse, as the case may be.

EIGHTH: The names and addresses of the persons who shall constitute the Board of Trustees of the converted corporation and who shall hold office until the next following annual meeting of the members or until their successors shall have been elected and qualified, are as follows:

TRUSTEES  
W. H. Proctor  
H. A. Sebekow  
T. A. Word, Sr.  
J. A. Traylor  
C. O. Pitts  
J. P. Lynch  
O. W. Smith

ADDRESSES  
Summerfield, Florida  
Oxford, Florida  
Wildwood, Florida  
Sumterville, Florida  
Webster, Florida  
Groveland, Florida  
Astatula, Florida

NINTH: New bylaws for the converted corporation shall in the first instance be adopted by its Board of Trustees. Thereafter, bylaws shall be adopted, amended or repealed by the members.

IN WITNESS WHEREOF, Sumter Electric Cooperative Association has caused these articles of conversion to be executed in its name by its President, and its corporate seal to be hereto affixed and attested by its Secretary, this 19th day of January, 1940.

SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC.

(Corporate Seal)

By W H Proctor  
President.

ATTEST:

H A Sebekow  
Secretary.

STATE OF FLORIDA, }  
COUNTY OF SUMTER. } SS.

I hereby certify that on this the 9th day of January, 1940, personally came and appeared before me, the undersigned authority, W. H. Proctor, to me well known and well known to me to be the person of that name described in and who executed the foregoing Articles of Conversation and acknowledged to me that he executed the foregoing Articles of Conversation as his free and voluntary act and deed and for the uses and purposes therein set forth and expressed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on this the day and year above written.

*William H. Proctor*  
Notary Public

(Notarial Seal)

My commission expires

7-9-42



November 25th 1947

Honorable James W. West  
Attorney at Law  
Bunnell, Florida

Dear Mr. West:

I enclose herewith a certified copy of Certificate of Change of Principal Office of SUMTER ELECTRIC COOPERATIVE, INC., a Cooperative Association, as filed in this office on November 25, 1947.

I also enclose an invoice for \$5.00 covering the cost, and filing fee.

With kindest regards, I am

Cordially yours,

Secretary of State.

/HT  
Enc.

BUSHNELL, FLORIDA

November 21, 1947

NOV 25 1947



SECRETARY OF STATE  
Tallahassee, Florida

Hon. R. A. Gray  
Secretary of State  
Tallahassee, Florida

Dear Mr. Gray:

You will please find attached hereto  
"Certificate of Change of Principal Office" for  
Sumter Electric Cooperative, Inc. I will appre-  
ciate you filing this in your office.

If you will send me your bill for this  
I will present it to the Sumter Electric Coopera-  
tive, Inc., for payment.

Yours very truly,

*James W. West*  
James W. West

JWY/lt

3712
FILED 500
RECEIVED
COPY
TO: 500
IN HAND
BALANCE DUE
REFUND

*Send bill*

CERTIFICATE OF CHANGE OF PRINCIPAL OFFICE

This is to certify that the principal office of the Sumter Electric Cooperative, Inc., which was designated Bushnell, Sumter County, Florida, at the time of the organization of the said Sumter Electric Cooperative, Inc., be and the same is hereby now changed to Sumterville, Sumter County, Florida.

The above authorization is hereby approved by the Board of Trustees of the said Cooperative under and by virtue of Section 425.13, paragraph 3, of the Rural Electric Cooperative law (Laws of Florida, 1941),

Dated this the 28th day of October A. D. 1947.

W. H. [Signature]  
President

ATTEST J. A. [Signature]  
Secretary

(Seal)

October 23, 1960

Honorable David A. Davis  
P. O. Box 127  
Bushnell, Florida

Dear Sir:

I am in receipt of your letter of October 24, 1960, enclosing Amendment to Articles of Incorporation of SUMNER ELECTRIC COOPERATIVE, INC., together with check for \$3.00.

Said Amendment has been duly filed in this office as of this date and Certified Copy and statement showing a balance due of \$3.00 is enclosed.

Very truly yours,

Secretary of State

/res  
encls/



DAVID A. DAVIS  
ATTORNEY AT LAW  
P. O. BOX 101  
HUNTSVILLE, FLORIDA  
Phone STANDARD 3-2004  
October 24, 1960

RECEIVED  
OCT 25 12 30 PM '60  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Honorable R. A. Gray  
Secretary of State  
State of Florida  
Tallahassee, Florida

Re: Amendment to Articles of Incorporation  
of Sumter Electric Cooperative, Inc.

Dear Mr. Gray:

I am enclosing an Amendment to the Articles of Incorporation of Sumter Electric Cooperative, Inc., together with a supporting Affidavit.

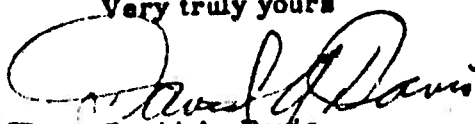
I would appreciate your filing this Amendment to the Articles of Incorporation so that the Articles in your office will reflect this Amendment.

I am enclosing a copy of the Amendment for your certification. Would you please return the Certified copy to me.

A \$5. filing fee is also enclosed.

Thanking you in advance for your attention and cooperation in this matter, I remain

Very truly yours

  
David A. Davis

DAD/ls

Enclosures 4

CLERK	
FILED	506
R. GRIFFIN	300
COPIES	800
RECEIVED	500
ALAN J. JONES	300
RECEIVED	

*Due*

AMENDMENT TO ARTICLES OF INCORPORATION  
of  
SUMTER ELECTRIC COOPERATIVE, INC.

RECEIVED  
JAN 26 12 30 PM '38  
OFFICE OF  
THE SECRETARY OF  
STATE

Pursuant to the provisions of Section 425.13, Florida Statutes,  
Article V, of Articles of Incorporation of Sumter Electric Cooperative, Inc.,  
with principal place of business being located at Sumterville, Sumter County,  
Florida, Original Articles of Incorporation being filed in the Office of  
Secretary of State on January 15, 1938 is hereby amended to read as  
follows:

ARTICLE V.

The number of Trustees of the Cooperative shall be nine, whose  
terms of office and voting districts shall be governed by the By-Laws, as  
amended, of the Cooperative.

APPROVED AND FILED  
JAN 26 1938  
O. A. H. H.

SUMTER ELECTRIC COOPERATIVE, INC.

By Richard S. Harper  
President.

ATTEST:

W. E. Brown  
Secretary.

(SEAL)

**AFFIDAVIT**  
In connection with  
**AMENDMENT TO ARTICLES OF INCORPORATION**  
of  
**SUMTER ELECTRIC COOPERATIVE, Inc.**

RECEIVED  
DEC 25 12 30 PM '60  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF SUMTER

Be it known that on the 16th day of July, 1960,  
before me, Lois M. Shore, a notary public in and for  
the county and state aforesaid, duly commissioned and sworn, and by  
law authorized to administer oaths and affirmations, personally appeared  
RICHARD S. KURFISS, and being by me first duly sworn upon his oath,  
deposes and says: that the provisions of Florida Statute 425.13 (1959)  
were duly complied with in the adoption of the attached Amendment to  
Articles of Incorporation of Sumter Electric Cooperative, Inc. concerning  
Article V. of the Articles of Incorporation.

*Richard S. Kurfiss*  
\_\_\_\_\_  
President  
Sumter Electric Cooperative, Inc.

SWORN to and subscribed before me this 16th day of July,

A. D., 1960.

*Lois M. Shore*  
\_\_\_\_\_  
Notary Public State of Florida at large.  
My Commission expires: Dec. 27, 1963

AMENDMENT OF ARTICLES OF INCORPORATION AND ARTICLES OF CONVERSION  
OF  
SUMTER ELECTRIC COOPERATIVE, INC.

E. BOYD WILLIAMS, of Marion County, Florida, President, and WILBUR E. CRUM, of Bushnell, Florida, Secretary, of SUMTER ELECTRIC COOPERATIVE, INC., a Florida corporation, of Sumterville, Sumter County, Florida, respectfully certify that:

1. The above named Corporation was organized under the Laws of the State of Florida, and its Charter approved by the Secretary of State of the State of Florida on January 15, 1938, and was known as SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC.

2. That on January 19, 1940, pursuant to the Rural Electric Cooperative Act, Chapter 19138, Florida Session Laws, 1939, SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC. filed Articles of Conversion with the Secretary of State of the State of Florida, bringing said Corporation under the provisions of said Act and it was thereafter known as SUMTER ELECTRIC COOPERATIVE, INC.

3. That at a regular meeting of the Board of Trustees of SUMTER ELECTRIC COOPERATIVE, INC., held on February 22, 1971, the following Resolution was adopted:

"RESOLVED that Article IV of the Articles of Incorporation of SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC., (which Association was brought under the Rural Electric Cooperative Act, Chapter 19138, Florida Session Laws of 1939, by Articles of Conversion filed with the Secretary of State of the State of Florida, on January 19, 1940, and was thereafter known as SUMTER ELECTRIC COOPERATIVE, INC.), which states as follows:

'The term of existence of the Association shall be fifty years.',

shall be amended to read as follows:

"The term of existence of SUMTER ELECTRIC COOPERATIVE, INC., a Florida corporation, shall be perpetual.

"BE IT FURTHER RESOLVED that said Amendment be submitted to the membership of the Cooperative for action at the annual meeting to be held on March 27, 1971."

4. The above named Corporation by the unanimous vote of its membership at the regular annual meeting of its membership held on March 27, 1971, after due notice and at which meeting there was a quorum, does hereby, by E. BOYD WILLIAMS, its President, and WILBUR E. CRUM, its Secretary, execute and acknowledge the following:

FILED  
2 20 PM '71  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED  
JUL 13 2 20 PM  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDMENT OF ARTICLES OF  
INCORPORATION AND ARTICLES OF CONVERSIONTerm of Existence

The term of existence of SUMTER ELECTRIC COOPERATIVE, INC., a Florida corporation shall be perpetual.

IN WITNESS WHEREOF, we have made and executed this Certificate this

6<sup>th</sup> day of JULY, 1971, at Sumterville, Sumter County, Florida.

(Corporate Seal)

E. Boyd Williams  
E. Boyd Williams, President  
Wilbur E. Crum  
Wilbur E. Crum, Secretary

of SUMTER ELECTRIC COOPERATIVE, INC.,  
a Florida corporation, of  
Sumterville, Florida

STATE OF FLORIDA,

COUNTY OF SUMTER.

E. BOYD WILLIAMS and WILBUR E. CRUM, being severally duly sworn, do depose and say, each for himself, that he, the said E. BOYD WILLIAMS, is President of SUMTER ELECTRIC COOPERATIVE, INC., a Florida corporation, of Sumterville, Florida, and that he, WILBUR E. CRUM, is Secretary of said corporation; that the foregoing Certificate signed by them respectively, is true.

E. Boyd Williams  
E. Boyd Williams  
Wilbur E. Crum  
Wilbur E. Crum

SWORN TO and subscribed before me this 6<sup>th</sup> day of July, 1971.

Jean Spittle  
Notary Public  
My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES DECEMBER 18, 1972  
BONDED THROUGH FRED W. DIESTELHORST

AMENDMENT TO ARTICLES OF INCORPORATION  
of  
SUMTER ELECTRIC COOPERATIVE, INC.

Pursuant to the provisions of Section 405.10, Florida Statutes, Article V. of Articles of Incorporation of Sumter Electric Cooperative, Inc. with principal place of business being located at Sumterville, Sumter County, Florida, Original Articles of Incorporation being filed in the Office of Secretary of State on January 13, 1938 is hereby amended to read as follows:

ARTICLE V.

The number of Trustees of the Cooperative shall be nine, whose terms of office and voting districts shall be governed by the By-Laws, as amended, of the Cooperative.

SUMTER ELECTRIC COOPERATIVE, INC.

By Richard S. Kurfiss  
President.

ATTEST:

W  
N. E. Crum?

Secretary.

(SEAL)

# State of Florida



## Office of Secretary of State

*J. R. A. Gray, Secretary of State of the State of Florida,*  
do hereby certify that the above and foregoing is a true and correct copy of

Amendment to Articles of Incorporation of  
SUMTER ELECTRIC COOPERATIVE, INC., a cooperative,  
organized and existing under the Laws of the  
State of Florida, filed in this office on the  
26th day of October, A. D., 1960, as shown by the  
records of this office.

*Given under my hand and the Great Seal of  
the State of Florida at Tallahassee, the Capital,  
this the 26th day of October  
A. D. 1960.*

*J. R. A. Gray*  
Secretary of State



INDEXED

11/29/37  
Secretary of State  
Tallahassee, Fla.

ARTICLES OF INCORPORATION

of

(Time: 2:00)  
Jan. 15, 1938

SUMTER ELECTRIC COOPERATIVE ASSOCIATION, INC.

We, the undersigned, being natural persons of the age of twenty-one years or more and citizens of the United States of America and of the State of Florida and engaged in the production of agricultural products, do hereby voluntarily associate ourselves together for the purpose of forming an incorporated non-profit cooperative association under and by virtue of the Agricultural Cooperative Act of Florida (Chap. 14675, Acts of the Legislature of 1931, as amended by Chap. 16879 of the Acts of the Legislature of 1935) and all laws amendatory thereof and supplemental thereto, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the Association is Sumter Electric Cooperative Association, Inc.

ARTICLE II

The purpose for which the Association is formed is:

(a) to generate, manufacture, purchase, acquire and accumulate electric energy for its members, and for non-members to the extent permitted by The Agricultural Cooperative Act and all laws amendatory thereof or supplemental thereto, and to transmit, distribute, furnish, sell and dispose of such electric energy to its members, and to non-members to the extent permitted by The Agricultural Cooperative Act and all laws amendatory thereof or supplemental thereto, 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 Association;



(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 Association to accomplish any or all of its purposes;

(d) to assist its customers 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 moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Association 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 lien upon, all or any of the property, rights, privileges or permits of the Association, where-soever situated, acquired or to be acquired;

(f) to do and perform any and all acts and things, and to have and exercise any and all powers which may be necessary or convenience to accomplish any or all of the foregoing purposes or which may be permitted by The Agricultural Cooperative Act and all laws amendatory thereof or supplemental thereto.

#### ARTICLE III

The principal office of the Association within the State of Florida shall be located in the City(Town) of Bushnell, in the County of Sumter, State of Florida.

ARTICLE IV

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The term of existence of the Association shall be fifty (50) years.

ARTICLE V

The number of directors of the Association shall be seven (7) and the names and addresses of those who are to serve for the first term or until the election of their successors are as follows:

<u>Name</u>	<u>Address</u>
H. A. Sebekow	Oxford, Florida
W. H. Proctor	Belleview, Florida
C. L. Johnson	Wildwood, Florida
J. H. Hughes	Bushnell, Florida
A. G. Slone	Center Hill, Florida
J. G. Sparkman	Webster, Florida
J. W. Patterson	Linden, Florida

ARTICLE VI

Section 1. The Association shall have no capital stock.

Section 2. The undersigned subscribers to these Articles of Incorporation shall be members of the Association. In addition to the undersigned subscribers, any person, firm, partnership, association or corporation engaged in the production of agricultural products may become a member of the Association by: (a) paying in full the membership fee, hereinafter specified in Section 3 of this Article VI; (b) agreeing to purchase from the Association the amount of electric energy hereinafter in Section 4 of this Article specified; and (c) agreeing to comply with and be bound by these Articles of Incorporation and the Bylaws of the Association and any amendments thereto and by such rules and regulations as may from time to time be adopted by the Board of Directors of the Association, provided, however, that no person, firm, partnership, association or corporation except the undersigned subscribers to these Articles of Incorporation or any person, firm, partnership, association or corporation accepted for membership by the members at any meeting thereof, shall become a member of the Association 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 of the Association. No person, firm, partnership, association or corporation shall own more than one (1) membership in the Association.

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Section 3. The fee for membership in the Association shall be five dollars (\$5.00).

Section 4. Each member shall, as soon as electric energy shall be available, purchase from the Association monthly not less than the minimum amount of electric energy which shall from time to time be determined by a resolution of the Board of Directors of the Association 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 Association as and when the same shall become due and payable.

Section 5. The voting power and property rights and interests of each member shall be equal, and each member shall be entitled to one vote and no more upon each matter submitted to a vote at a meeting of the members, which vote shall be in person or by proxy as provided in the Bylaws of the Association. Except as otherwise provided by law, these Articles of Incorporation or the Bylaws of the Association, at all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the members present in person or represented by proxy. The election of directors shall be by ballot and each member shall have the right to cast one vote for each director to be elected at such election. The number of candidates equal to the number of directors to be elected receiving the highest number of votes shall be elected for the term specified in the Bylaws of the Association.

Section 6. Membership in the Association shall be evidenced by a certificate of membership which shall be in such form and shall contain such provisions, not contrary to, or inconsistent with the Articles of Incorporation or the Bylaws of the Association, as shall be determined by the Board of Directors. Each certificate shall be signed by the President and by the Secretary of the Association 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 this Article VI, nor until such membership fee has been fully paid in cash to the Association and the provisions of Section 2 of this Article VI have been complied with.

Section 8. Memberships in the Association and the certificate representing the same shall not be transferable and upon the death, cessation of existence, expulsion or withdrawal of a member, the membership of such member

shall thereupon terminate and his or its certificate of membership shall be surrendered to the Association. Subject to the payment of all debts and liabilities of a member to the Association, upon his or its death, cessation of existence, expulsion or withdrawal and the surrender of his or its membership certificate, the Association shall pay to such member or his personal representative, an amount equal to the membership fee paid by such member. Termination of membership by death, cessation of existence, expulsion or withdrawal shall operate as a release of all right, title and interest of the member in the property and assets of the Association; provided, however, that such death, cessation of existence, expulsion or withdrawal shall not release the member from the debts or liabilities of such member to the Association. In case of a lost, destroyed or mutilated certificate a new certificate may be issued therefor upon such terms and such indemnity to the Association as the Board of Directors may prescribe.

Section 9. The Bylaws of the Association may define and fix other duties and responsibilities of the members and prescribe other terms and conditions upon which members shall be admitted to and retain membership in the Association not inconsistent with these Articles of Incorporation or The Agricultural Cooperative Act.

#### ARTICLE VII

Section 1. Subject to the provisions of any mortgage or deed of trust given or assumed by the Association, the Board of Directors shall, within sixty (60) days after the expiration of each fiscal year, apply all unexpended revenues and receipts of the Association for such fiscal year for the following purposes and in the following order of priority:

1. payment or provision for the payment of all obligations and expenses of the Association which shall be properly chargeable against such revenues and receipts;
2. establishment and maintenance of a general reserve fund for working capital, to provide, among other things, for: current interest on and current payments on account of the principal of obligations of the Association, insurance, taxes, improvements, new construction, depreciation, obsolescence and contingencies in an amount which the Board of Directors shall deem reasonable; and
3. establishment and maintenance of a reserve for the payment of interest on and principal of all outstanding notes, bonds or other evidences of indebtedness issued by, or the payment of which shall have been assumed by, the Association in an amount which shall not

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be less than the amount of principal and interest required to be paid in respect of such notes, bonds or other evidences of indebtedness during the current fiscal year;

after the reserves hereinabove provided for shall have been established and provisions made for their maintenance, any balance may be applied to the payment to the members of the Association of refunds in proportion to the amounts of their respective purchases of electric energy and goods from the Association during the fiscal year just ended; provided, however, that in no case shall any such refunds be paid to any member who is indebted to the Association 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 Association shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever.

Section 3. The Board of Directors shall have the power to make such rules and regulations not inconsistent with law, these Articles of Incorporation or the Bylaws of the Association as the Board may deem advisable for the management, administration and regulation of the business and affairs of the Association.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Bushnell, Florida, on the 9th day of December, 1937, for the uses and purposes aforesaid.

A. G. Slone (SEAL)

H. A. Sabekow (SEAL)

C. L. Johnson (SEAL)

W. H. Proctor (SEAL)

J. G. Sparkman (SEAL)

J. H. Eushas (SEAL)

J. W. Patterson (SEAL)

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\_\_\_\_\_  
President



\_\_\_\_\_  
Secretary

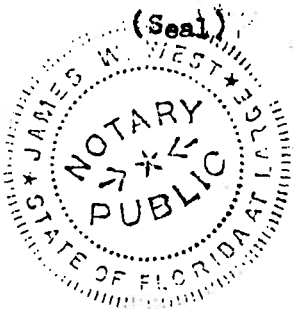
STATE OF FLORIDA )

COUNTY OF ) ss.

I hereby certify that on this the 25<sup>th</sup> day of November 1947,  
personally came and appeared before me, the undersigned authority,

J. A. Traylor, to me well known and well known by me to be the person  
of that name described in and who executed the foregoing Articles of Incorporation  
as one of the subscribers thereof, and acknowledged to me that he executed the  
foregoing Articles of Incorporation as his free and voluntary act and deed and  
for the uses and purposes therein set forth and expressed.

In Testimony Whereof, I have hereunto set my hand and affixed my  
official seal on the day and year above written.



My commission expires

1/14/48.

James W. West  
Notary Public

File No. 175-3

State of Florida, County of Hernando  
FILED FOR RECORD

This X day of Dec 1947

Recorded in Dec Book 2

Page 195 and record verified.

H. C. MICKLER By

Clerk Circuit Court

Helen Surasky  
Deputy Clerk