



**ARTICLES OF
INCORPORATION
Of
Dairyland Power Cooperative
La Crosse, Wisconsin**

**(Including Amendments through
June 7, 2023 Annual Meeting)**

A Touchstone Energy® Cooperative 

The Touchstone Energy logo consists of a stylized human figure in blue, with two smaller figures in red and yellow on either side, all appearing to be in motion or holding hands. Below the figures is a small green wave-like shape.

ARTICLES OF INCORPORATION
OF
DAIRYLAND POWER COOPERATIVE
(hereinafter called the "Cooperative")

ARTICLE I

Name

The name shall be Dairyland Power Cooperative, and it shall be a membership, nonstock cooperative association.

ARTICLE II

Principal Office

The principal office of the Cooperative in Wisconsin shall be located in the City and County of La Crosse, P.O. Address, 3200 East Avenue South, P.O. Box 817, La Crosse, Wisconsin 54602-0817, and its principal office in the State of Minnesota shall be at the office of its member cooperative MiEnergy Cooperative located in the Village of Rushford in the County of Fillmore, P.O. Address, 31110 Cooperative Way, P.O. Box 626, Rushford, Minnesota 55971-0626.

ARTICLE III

Duration

The duration of the Cooperative shall be perpetual.

ARTICLE IV

Purposes

The conduct of the business of the Cooperative shall be upon the cooperative plan and the purposes for which it is formed are:

(1) To generate, manufacture, purchase, acquire, and accumulate electric energy for its members and to transmit, distribute, furnish, sell, and dispose of such electric energy to its members only, in the states of Wisconsin, Minnesota, Iowa, and Illinois, 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;

(2) to acquire hold, own, 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 Cooperative;

(3) 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 Cooperative to accomplish any or all of its purposes;

(4) to furnish under contract with any person, partnership, firm, municipality, corporation, or association technical services, including, without limitation because of enumeration, engineering, bookkeeping, auditing, construction, line, and communication equipment repair, and maintenance of distribution systems, meter reading, billing, collecting, financing, and any and all other specialized management or operation services for electrical distribution or transmission firms or companies;

(5) 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 Cooperative; to secure the payment of such bonds, notes, or other evidences of indebtedness by mortgages, 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 Cooperative, wheresoever situated, acquired or to be acquired; and

(6) to assist members and members of its member cooperatives 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 and to make loans to members to assist them in the construction of their facilities and in the furnishing of their services;

(7) to do and perform, either 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 incidental thereto, or as may be permitted by the Act under which the Cooperative is formed.

ARTICLE V

Nature of Business

The nature of the principal business in which the Cooperative is engaged is the generation, purchasing, or procuring of electric energy and the transmission and furnishing of the same through high voltage transmission lines and substations at wholesale to member distribution cooperatives and to member public utilities located in the states of Wisconsin, Minnesota, Iowa, and Illinois, together with the furnishing of services and technical assistance to members in connection therewith.

ARTICLE VI

Organization and Mode of Operation

Section 1. Property Rights: The Cooperative is organized without capital stock, and the property rights and interests of the members after retirement of membership fees shall be unequal and determined on the basis of patronage. The general rules applicable to all members by which the property rights and interests respectively of each member shall be determined and fixed, are as follows: Upon dissolution, after (a) all debts and liabilities of the Cooperative, exclusive of membership and patronage capital, have been paid, and (b) membership fees have been retired and paid, the remaining property and assets shall be distributed among the patrons and former patrons, including members and non-members alike, in the proportion to which the unretired capital credits derived through patronage allocated to each on the books of the Cooperative, as provided for in the bylaws, bears to the total unretired capital credits derived through patronage allocated on the books of the Cooperative to all patrons and former patrons.

Section 2. Nonprofit Operation: The Cooperative shall at all times be operated on a cooperative, nonprofit basis for the mutual benefit of its patrons. No interest or dividends shall be paid or payable by the Cooperative on memberships or any other equity capital furnished by its patrons. This prohibition shall not preclude the payment by the Cooperative of interest on notes, bonds, or other evidence of indebtedness issued to or held by members or patrons.

Section 3. Patronage Capital: In the furnishing of electric energy, the Cooperative's operations shall be so conducted that all patrons will, through their patronage, furnish capital for the Cooperative. The Cooperative is obligated to account on a patronage basis to all its patrons for all amounts received and receivable from the furnishing of electric energy in excess of operating costs and expenses properly chargeable against the furnishing of electric energy as herein provided. Subject to such classifications as are provided for in the bylaws, all amounts in excess of operating costs and expense at the moment of receipt by the Cooperative are received with the understanding that they are furnished by the patrons as capital. The Cooperative is obligated to pay by credit to a capital account for each patron all such amounts in excess of operating costs and expenses properly allocated or allocable to such patron. The books and records of the Cooperative shall be set up and kept in such a manner that at the end of

each fiscal year the amount of capital, if any, so furnished by each patron is clearly reflected and credited in an appropriate record to the capital account of each patron, and the Cooperative shall, within a reasonable time after the close of the fiscal year, notify each patron of the amount of capital so credited to his or its account. All such amounts credited to the capital account of any patron shall have the same status as though they had been paid to the patron in cash in pursuance of a legal obligation to do so, and the patron had then furnished the Cooperative corresponding amounts for capital. The records of the Cooperative shall also at all times show the interests of patrons and all members in any reserves created out of capital so furnished by patrons and members. Notwithstanding anything to the contrary in this Article, the board of directors, in its discretion, may in any year credit to unallocated surplus or reserves of the Cooperative a portion of the net proceeds not exceeding the amount of margins other than from furnishing electric energy to patrons as provided above.

ARTICLE VII

Members

Section 1. Acceptance: Any person, including a partnership, incorporated or unincorporated association, corporation, or body politic, may become a member of the Cooperative upon complying with such terms and conditions as are provided in the bylaws and upon acceptance into membership by the board of directors or the members.

Section 2. Classes of Membership: Members of the Cooperative (sometimes hereinafter referred to as "Dairyland") shall be divided into six classes, designated as Class A, Class B, Class C, Class D, Class E, and Class F, respectively. Class A members shall consist of rural electric distribution cooperatives, the power requirements of which are served at wholesale by Dairyland under wholesale power contracts. Class B members shall consist of rural electric distribution cooperatives to each of which Dairyland supplies the major portion of that cooperative's power and energy requirements but not to the extent or on terms that would be substantially similar to those of any Class A member, in the judgment of the Board of Directors. Class C members shall consist of any federated power supply cooperative association furnishing energy to member distribution cooperatives at wholesale and which has entered into contractual arrangements whereby Dairyland furnishes or will furnish some power and energy. Class D members shall consist of municipalities, municipal utilities, public power districts or corporate combinations thereof, the wholesale purchase power requirements of which are furnished at least in part by Dairyland under contracts therefor. Class E members shall consist of all other members which purchase power, energy, or transmission or other utility or energy services from the Cooperative, other than those classified as Class F or as special services members pursuant to the bylaws. Class F members shall consist of cooperative associations that purchase power and energy from Dairyland and market that power and energy on Dairyland's behalf. The Board may also allow for Special Services Memberships, subject to any requirements or limitations set in the Bylaws.

Section 3. Voting Rights: Each member of the Cooperative shall be entitled to one, and only one, vote at membership meetings except that a Class A member shall be entitled to cast one vote for each of its members to which it renders electric service, supplied at wholesale by Dairyland, as of the preceding May 1st, in the case of the annual meeting, or as of the first of the preceding whole month in the case of a special meeting.

ARTICLE VIII

Directors

Management of the Cooperative shall be vested in the board of directors. Every director shall be a member or a representative of a member who is other than a natural person. Directors shall be of such number and shall be elected for such terms and shall have such other qualifications as are specified in the bylaws.

ARTICLE IX

Officers

The principal officers of the Cooperative shall be a chair of the board, one or more vice chairs of the board as prescribed in the bylaws, a secretary, an assistant secretary, and a treasurer. All officers shall be elected annually by the board of directors at such time and in such manner as the bylaws provide. The offices of secretary and treasurer may be combined in one person. All officers shall have such authority and perform such duties as the bylaws provide.

ARTICLE X

Amendments

These Articles may only be altered, amended or repealed by the members at any regular or special meeting upon the approval by not less than two-thirds (2/3) of the member votes cast, subject to the exception that follows and provided the notice of meeting shall specify the nature of the proposed change. However, any proposed change to the definition of Class A members in Article VII, Section 2 shall require the approval of not less than eighty percent (80%) of the total votes that the Class A members are entitled to cast.

ARTICLE XI

Name and Addresses of Continuing Directors

The names and post office addresses of all who are directors of the Cooperative at the time of the adoption of these restated Articles of Incorporation are as set forth in this Article. Such persons shall continue as the directors of the Cooperative until the annual meeting following the adoption of these restated Articles, or until their successors are elected and qualified as provided for in the bylaws.

Directors	P. O. Address
John E. Olson	Chetek, Wisconsin
C. E. Biederman	Osage, Iowa
William Garbisch	Brownsdale, Minnesota
W. E. Rabe	Tomah, Wisconsin
H. O. Melby	Westby, Wisconsin
E. A. Albrecht	La Crescent, Minnesota
Elmer Anderson	Blair, Wisconsin
N. C. Anderson	Spring Valley, Wisconsin
L. L. Birdsell	Postville, Iowa
H. C. Blumentritt	Chester, Minnesota
Loren Burton	Barnum, Wisconsin
Vernon J. Frey	Medford, Wisconsin
Allen Hoel	Cornell, Wisconsin
Vern Howard	Granton, Wisconsin
William Howard	Glen Flora, Wisconsin
Theron Janney	Richland Center, Wisconsin
Clarence Jerrett	Livingston, Wisconsin
Raymond O. Johnson	Deronda, Wisconsin
Roland Johnson	Pepin, Wisconsin
Edward Linse	Alma, Wisconsin
Earl Miller	Waukon, Iowa
M. O. Monson	South Wayne, Wisconsin
Charles Nordstrom	Melrose, Wisconsin
W. E. Owen	Menomonie, Wisconsin
Everett Read	Woodbine, Illinois
Walter Roach	Eau Claire, Wisconsin