

BARROW UTILITIES, INC.

P. O. BOX 444

BARROW, ALASKA 99723

TELEPHONE 852-6166

ARTICLES OF CONVERSION

BARROW UTILITIES AND ELECTRIC
COOPERATIVE, INC.

OCTOBER 25, 1974

OCT 25 1974

ARTICLES OF CONVERSION

BARROW UTILITIES AND ELECTRIC
COOPERATIVE, INC.

ARTICLE I

These Articles of Conversion are executed under the provisions of A.S. 10.25.010-10.25.650, the Alaska Electric and Telephone Cooperative Act.

ARTICLE II

The name of the corporation prior to its conversion into a utilities and electric cooperative was "BARROW UTILITIES, INCORPORATED". The address of the corporation's principal office prior to its conversion to a utilities and electric cooperative was Post Office Box 444, Barrow, Alaska 99723.

ARTICLE III

The corporation was organized under A.S. 10.15.005-10.25.660, the Alaska Cooperative Corporation Act.

ARTICLE IV

The corporation elects to become a cooperative, non-profit, membership corporation subject to A.S. 10.25.010-10.25.650.

ARTICLE V

The name of the cooperative is BARROW UTILITIES AND ELECTRIC COOPERATIVE INC.

ARTICLE VI

The address of the principal office of the cooperative is Post Office Box 444, Barrow, Alaska 99723.

ARTICLE VII

The names and addresses of the directors of the cooperative are:

Nelson Ahvakana (President)	Box 112	Barrow, Alaska
Forrest Solomon (Vice President)	Box 235	Barrow, Alaska
Frederick Ahgeak (Secretary-Treasurer)	Box 551	Barrow, Alaska
William Kaleak	Box 366	Barrow, Alaska
Oliver Leavitt	Box 252	Barrow, Alaska
Jonathan Aiken	Box 461	Barrow, Alaska
Alfred Hopson, Jr.	Box 487	Barrow, Alaska
Kenneth Toovak	Box 381	Barrow, Alaska
Eugene Brower	Box 492	Barrow, Alaska

ARTICLE VIII

Membership in the cooperative shall be as follows:

1. All members of Barrow Utilities, Incorporated as of the date of the execution of these Articles of Conversion shall be members of the cooperative without the necessity of the payment of an additional membership fee.

2. All persons not qualifying for membership under Section 1 of this Article, who agree to use electric energy or other utilities furnished by the cooperative may become members of the cooperative. Applicants shall be admitted to membership upon the payment of a TWENTY-FIVE DOLLAR (\$25.00) membership fee, which is not refundable, and who meet such other qualifications and limitations of membership as may be prescribed in the bylaws.

Membership in the cooperative shall not be transferable.

ARTICLE IX

Each member of the cooperative shall have one vote. Meetings of the membership and voting by the membership shall be as provided in the bylaws of the cooperative.

ARTICLE X

The duration of this cooperative shall be perpetual.

ARTICLE XI

The purposes for which this cooperative is incorporated and the powers which it may exercise are:

1. To exercise all powers of an electric cooperative as provided in A.S. 10.25.010 or any amendments thereof.

2. To generate, manufacture, purchase, acquire, accumulate and transmit electric energy, and distribute, sell, supply and dispose of electric energy to its members, to governmental agencies and to political subdivisions, and to other persons not exceeding ten percent (10%) of the number of the members of the cooperative; provided that the cooperative may continue to serve persons, with said services not in excess of forty percent (40%) of the number of its members, who are already receiving service from the cooperative electric facilities without requiring them to become members. The persons so served may become members upon the terms provided in these articles and in the bylaws.

3. To exercise any power, not herein enumerated and contained in A.S. 10.25.020 or any amendments thereof.

4. To purchase, acquire, store, distribute, sell, supply, and dispose of natural gas or other utility services, not heretofore mentioned, to members and non-members of the cooperative.

5. To do all other acts necessary to carry out the purposes above stated, including but not limited to:

a. purchase, hold, process, deliver, sell, and charge for electric, gas and other utility services and provide other products and services

necessary or incidental to its operations; sue and be sued; make contracts and incur liabilities; borrow money at such rates of interest and under such terms as the bylaws may provide or the Board of Directors may determine; establish and maintain capital revolving funds, capital reserves, issue notes, bonds and other obligations, issue certificates of equity or indebtedness for credits in deferred patronage refunds or capital reserves, and secure any obligations by mortgage or pledge of all or any property or income;

b. assist members and patrons in the acquisition of appliances, equipment, apparatus, and fixtures necessary and proper for the use of the utility services offered by the corporation, and to assist them to prepare premises for installations, to finance, install, service, repair, and maintain the appliances, equipment, apparatus, and fixtures so utilized by patrons;

c. construct, maintain and operate electric and natural gas lines, distribution or disposal systems for other utility services along, upon, under and across publicly owned lands and public thoroughfares, including without limitation, all roads, highways, streets, alleys, bridges, and causeways;

6. To exercise all powers of a cooperative organization within the meaning and limits of Section 501(c)(12) of the Internal Revenue Code of 1954.

ARTICLE XII

Apportionment and Distribution of Net Proceeds or Savings or Net Losses: The net proceeds or savings of this cooperative shall be apportioned, distributed and paid periodically in accordance with rules and regulations promulgated under Section 501(c)(12) of the Internal Revenue Code of 1954.

The bylaws shall contain provisions for the apportionment and charging of net losses.

Noncumulative interest not to exceed eight percent (8%) per annum may be paid on deferred or revolving patronage accounts when, if, and as specified in the bylaws.

ARTICLE XIII

Upon the dissolution of this cooperative, all debts and liabilities of the cooperative shall first be paid according to their respective priorities. The liquidated value of any property or assets which remain after discharging the debts and liabilities of the cooperative shall be distributed in accordance with rules and regulations promulgated under Section 501 (c)(12) of the Internal Revenue Code of 1954.

ARTICLE XIV

Amendments to these Articles of Conversion may be adopted under procedures conforming to the Alaska Electric and Telephone Cooperative Act.

Date of Adoption of Amendment - August 6, 1974

Amendment was adopted on June 13, 1974 by the Board of Directors with unanimous approval.

Number of voting members on August 6, 1974 was 231, 78 members present and voted unanimous consent at meeting held on August 6, 1974.

DATED at Barrow, Alaska 10th day of August, 1974.

Richard N. Chukawa
President, Barrow Utilities and Electric
Cooperative, Inc. (formerly
Barrow Utilities, Incorporated).

Attest:

Frederick B. Ugeak
Secretary

(Seal)

Jane M. Tongen, Executive Secretary in the office of Barrow
Utilities, Incorporated, Barrow, Alaska certifies that this
is a true and accurate copy of Articles of Conversion.

Jane M. Tongen

DATED at Barrow, Alaska, this 3rd day of October, 1974.

AFFIDAVIT

STATE OF ALASKA)
: ss.
SECOND JUDICIAL DISTRICT)

Nelson Ahvakana, being first duly sworn, deposes and says:

1. I, at all times material have been, and am now, president of Barrow Utilities and Electric Cooperative, Inc. (formerly Barrow Utilities, Incorporated).

2. The provisions of A.S. 10.25.290 and A.S. 10.25.300 were complied with regarding the Articles of Conversion of Barrow Utilities and Electric Cooperative, Inc.

DATED at Barrow, Alaska this 31st day of Sept., 1974.

Nelson N. Ahvakana
President, Barrow Utilities and Electric Cooperative, Inc (formerly Barrow Utilities, Incorporated).

SUBSCRIBED and SWORN TO before me on this 30th day of September, 1974.

Lawrence A. Danneberg
Notary Public in and for Alaska.
My Commission Expires June 25, 1978

STATE OF ALASKA)
: ss.
SECOND JUDICIAL DISTRICT)

THIS IS TO CERTIFY that on this 30th day of Sept, 1974, before me, the undersigned Notary Public in and for the State of Alaska, duly commissioned and sworn as such, personally appeared Nelson Ahvakana President, Barrow Utilities and Electric Cooperative Inc, known to me, and to me known to be the President named in and who executed the foregoing Articles of Conversion, and he acknowledged to me that he signed the same freely and voluntarily for the uses and purposes therein specified.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Notarial Seal the day and year last above written.

Lawrence A. Danneberg
Notary Public in and for Alaska.
My Commission Expires: June 25, 1978

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF CONVERSION OF
BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

Pursuant to the provisions of Alaska Statute 10.25, BARROW UTILITIES & ELECTRIC COOPERATIVE, INC., adopts these Articles of Amendment to the Articles of Conversion.

The name of the cooperative is BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

The address of the cooperative's principal office is 1295 Agvik Street, Barrow, AK 99723.

The following amendment to the Articles of Conversion was adopted by the membership of the cooperative in the manner prescribed by Alaska Statute 10.25.210.

Article VI of the Articles of Incorporation shall be amended to read as follows:

ARTICLE VI

The address of the principal office of the cooperative is 1295 Agvik Street, Barrow, Alaska 99723, with a mailing address of Post Office Box 449, Barrow, Alaska 99723.

EXECUTED AND ACKNOWLEDGED this 28 day of April, 2017, at Barrow, Alaska.

BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

Price E. Brower

PRICE E. BROWER
President, Board of Directors

ATTEST:

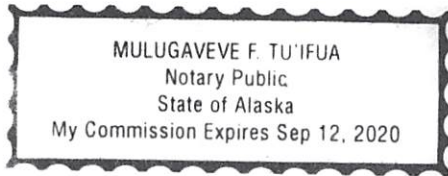
By: Josiah Pathotale
Printed Name : Josiah Pathotale
Secretary/Treasurer



STATE OF ALASKA)
: ss.
SECOND JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, the undersigned, a Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared PRICE E. BROWER, known to me and to me known to be the President of BARROW UTILITIES & ELECTRIC COOPERATIVE, INC., and he acknowledged to me that he knew the contents of the foregoing Amendment to the Articles of Conversion, and acknowledged the same to be the act of said corporation done by the authority of its Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 28th day of April, 2017.

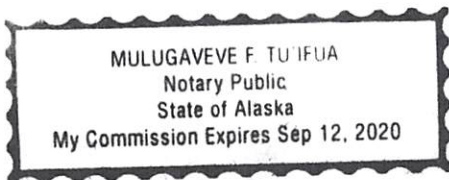


Mulugaveve F. Tuifua
Notary Public in and for the State of Alaska
My commission expires: Sep 12, 2020

STATE OF ALASKA)
: ss.
SECOND JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, the undersigned, a Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared Josiah Patkotak, known to me and to me known to be the Secretary of BARROW UTILITIES & ELECTRIC COOPERATIVE, INC., and he acknowledged to me that he knew the contents of the foregoing Amendment to the Articles of Conversion, and acknowledged the same to be the act of said corporation done by the authority of its Board of Directors.

IN WITNESS WHEREOF, I have hereunto set my hand and notarial seal this 5th day of May, 2017.



Mulugaveve F. Tuifua
Notary Public in and for the State of Alaska
My commission expires: Sep. 12, 2020

AFFIDAVIT

STATE OF ALASKA)
 : ss.
SECOND JUDICIAL DISTRICT)

I, the undersigned, being first duly sworn upon oath, depose and state:

1. That I am the President of Barrow Utilities & Electric Cooperative, Inc.;
2. That the proposed amendment to the Articles of Conversion was presented to the members, and that the notice of the membership meeting set forth the proposed amendment;
3. That the proposed amendment was approved by affirmative vote of more than two-thirds of those members voting on it;
4. Thereafter a proper officer executed and acknowledged the Amendment to the Articles of Conversion on behalf of the cooperative, and the Secretary affixed and attested to the seal of the cooperative;
5. The Articles of Amendment to the Articles of Conversion contain all the requirements of A.S. 10.25.210 and .220, and meet all other statutory requirements for amendment.

Further affiant sayeth naught.

DATED at Barrow, Alaska, this 28th day of April, 2017.

Price E Brower
PRICE E. BROWER, President
BARROW UTILITIES & ELECTRIC
COOPERATIVE, INC.

SUBSCRIBED AND SWORN TO before me this 28th day of April, 2017.

MULUGAVEVE F. TU IFUA
Notary Public
State of Alaska
My Commission Expires Sep 12, 2020

Mulugaveve F. Tuifua
Notary Public in and for Alaska
My commission expires: Sept 12, 2020