

AMENDED AND RESTATED  
ARTICLE OF INCORPORATION  
OF  
TRICO ELECTRIC COOPERATIVE, INC.

This corporation is organized as an electric cooperative nonprofit membership corporation in accordance with Title 10, Chapter 19, Article 2 of the Arizona Revised Statutes.

~~(Including all amendments through 3/23/81)~~

~~KNOW ALL MEN BY THESE PRESENTS: That we, the signers of that certain membership agreement dated Sept. Twenty (20), 1945, including the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of Arizona.~~

Article I - NAME. The name of this corporation ~~shall be~~ is Trico Electric Cooperative, Inc.

Article II - INCORPORATORS. The names of the incorporators of this corporation are Jesse W. Jones, of Amado, Arizona; Alfonso R. Aguirre, of Marana, Arizona; and T. J. Smith, of Marana, Arizona.

Article III - PLACE OF BUSINESS. The principal office for the transaction of business of this corporation shall be ~~in the vicinity of Tucson, Pima County, Arizona.~~ \*(9/21/53)8600 W. Tangerine Road, Marana, AZ 85658, but the corporation may have and maintain offices and places of business in such other places in and out of the State of Arizona as the corporation's board of directors (the "Board of Directors") may from time to time deem advisable.

Article IV - NATURE OF BUSINESS. The nature of the business of this corporation, its objects and purposes are as follows:

- (1) To promote and encourage the fullest practical use of electric energy in rural and adjacent areas of the State of Arizona, and to continue to promote and encourage the fullest practical use of electric energy in all such areas served by this corporation, regardless of whether such areas are changed from rural and adjacent areas, on a non-profit basis, at the lowest cost consistent with such economy and prudent management of the corporate business. ~~\*(9/18/61)~~
- (2) To generate, manufacture, purchase and acquire electric energy and to transmit, distribute, furnish, sell and dispose of such electric energy to its members and to non-members. ~~\*(9/18/61)~~
- (3) 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.

- (4) To assist its consumers to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, hypothecate, transfer or otherwise dispose of notes and other evidences of indebtedness and all security therefor. ~~\*(9/18/61)~~
- (5) To purchase, lease or otherwise acquire, own, hold, sell, rent, sublet or otherwise dispose of, improve, mortgage, pledge, encumber, exchange and deal in, real estate and all kinds of personal property; to buy, own, hold, sell, or otherwise dispose of notes, bonds, mortgages, debentures, commercial paper and securities of all kinds, whether issued by itself or others.
- (6) To borrow money with or without pledge or mortgage on any or all of its property, real or personal, as security; to loan or advance money in the discretion of the ~~board of directors~~ Board of Directors with or without mortgage or other security; to execute pledges, mortgages, trust deeds or other instruments securing the payment of money borrowed by the corporation, and to receive pledges, mortgages, trust deeds or other instruments securing the payment of money borrowed by the corporation, and to receive pledges, mortgages, trust deeds or other instruments securing the payment of money loaned by the corporation.
- (7) To buy or otherwise acquire the capital stock of any other corporation and to own, hold, control, handle, sell, pledge, vote, mortgage, hypothecate, sell or dispose of all such stock and to exercise all the rights, powers and privileges of ownership thereof.
- (8) Upon authorization, at any regular or special meeting or meetings of the members of the corporation, by the affirmative vote of not less than two thirds (2/3) of all the members of the corporation, to or in any manner exchange or dispose of the whole or any substantial part of the business or property of the corporation upon any terms or conditions whatsoever; provided, that notwithstanding anything herein contained, the ~~board of directors~~ Board of Directors of the corporation, without authorization by the members thereof, shall have full power and authority to authorize the execution and delivery of a mortgage or mortgages, or a deed or deeds of trust upon, or the pledging or encumbering of, any or all of the property, assets, rights, privileges, licenses, franchises and permits of the corporation, whether acquired or to ~~1:ebe~~ acquired, and wherever situated, as well as the revenues and income therefrom, all upon such terms and conditions as the ~~board of directors~~ Board of Directors shall determine, to secure any indebtedness of the corporation to the United States of America or any instrumentality or agency thereof, or to any person, association, or corporation licensed, chartered or regulated by the United States, a state or any department or agency of either. ~~\*(9/21/70)~~

- (9) To, directly or through an affiliate, construct, operate, maintain, lease and license fiber-optic cables and other facilities to provide broadband service over, under, across, on or along real property, personal property, rights-of-way, easements and licenses and other property rights that are owned, held or used by the corporation, including easement or other property rights owned, held or used by the corporation to provide electricity or other services.
- (10) To do and perform any and all acts or things, and to have an exercise any and all powers which may be necessary or convenient which may be permitted, from time to time, by the Act under which the Corporation is organized and the laws of the State of Arizona.
- (11) ~~(9)~~ To do any and all things herein set forth to the same extent as natural persons might or could do in any part of the world, either for itself as principal, or as agent, broker, contractor, trustee or manager for others. This corporation shall be and is ~~a public service~~ an electric cooperative nonprofit membership corporation under the law of the State of Arizona, and shall have, without limitation herein, all the powers and duties and obligations thereof. The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation and the enjoyment and exercise thereof as conferred by the laws of Arizona. ~~\*(9/18/61)~~

Article V - NON-CAPITAL STOCK. This ~~shall be a non-stock~~ corporation is organized as an electric cooperative nonprofit membership corporation without capital stock. The membership fee and the non-member service connection fee shall be ~~Five (\$5.00) Dollars, but the by laws may~~ determined, from time to time, by the Board of Directors, which provide for like fee to be paid by members and non-members requesting more than one service. ~~After payment thereof, no member or non-member may be further assessed.~~ ~~\*(9/18/61)~~

Article VI - INDEBTEDNESS OR CORPORATE LIABILITY. There shall be no limitation on the amount of indebtedness to which the corporation may at any time subject itself, except as the same may be limited by Arizona law. ~~\*(3/23/81)~~

Article VII - MEMBERSHIP AND VOTING. ~~\*(9/18/61)~~

- (1) Any member of the public, including persons, firm, associations, corporations and bodies politic or subdivisions thereof, in the area where this corporation operates, shall be entitled as of right to membership in this corporation and service from this corporation, by applying for ~~service~~, payment of the membership ~~fee~~, complying with the rates, charges, extension and service policies and contracts, as approved by the Arizona Corporation Commission, and paying charges for said service and ~~facilities~~ furnished by this corporation. Members shall have a vote in the affairs of this corporation and shall have the right to participate in the affairs and conduct of the affairs of this corporation. Any member so voting in the affairs of this corporation or otherwise participating in the affairs of this corporation and conduct of the affairs of this corporation shall comply with and be bound by its rules and regulations, including by-laws. Any such member of the public refusing to become a member of this corporation shall nonetheless be entitled as of right to service from this corporation under all of the conditions hereinabove stated, except he shall pay a service connection charge in lieu of a membership fee, but such

member of the public so refusing to become a member of this corporation shall have no vote or right to participate in the affairs and conduct of the affairs of this corporation.

No person, firm, association, corporation, body politic, or subdivision thereof, may hold more than one (1) membership in the corporation.

A husband and wife may jointly become a member, provided the husband and wife comply jointly with the above provisions. ~~\*(9/18/61)~~

(2) Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present, all matters presented for action by the members, except the election of directors, shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law or the articles of incorporation. The election of directors shall be in accordance with the provisions of Article X of these Articles of Incorporation as heretofore amended and the provisions of the By-Laws adopted pursuant thereto. 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 meeting of the members. ~~\*(3/23/81)~~

(3) When a membership is held jointly by a husband and wife, upon the death of either such membership shall be deemed to be held solely by the survivor with the same effect as though such membership had been originally held solely by him or her, as the case may be; provided, however, that the estate of the deceased shall not be released from any membership debts or liabilities to the corporation. ~~\*(9/18/61)~~

(4) In addition to the other provisions of these Articles respecting by-laws, and in addition to a general corporate grant for the adoption of by-laws and in extension of such enumeration and not in limitation thereof, the by-laws of this corporation may make and include provisions governing lapsing a reinstatement of membership, rights of members in case of death, the fixing and establishment of power rates, terms and conditions and such other matters and things as may be necessary or convenient for the efficient and orderly government and operation of this corporation. ~~\*(9/18/61)~~

Article VIII - EXEMPTION OF MEMBERS AND NON-MEMBERS. The private property of the members and non-members of the corporation shall be exempt from execution for the debts of the corporation and no member or non-member shall be individually liable or responsible for any debts or liabilities of the corporation. ~~\*(9/18/61)~~

Article IX - OFFICERS AND DIRECTORS — ANNUAL MEETING.

(1) This corporation shall be governed by a ~~board~~ Board of Directors of not less than three nor more than nine directors elected by the members and officers consisting of a President, Vice-President, Secretary and Treasurer elected by and from among the directors. Deputy officers may be provided for by the by-laws adopted hereunder.

(2) The names and addresses of the persons who currently serve as members of the Board of Directors, ~~until the holding of the first annual election shall consist of five~~

~~persons, to wit: J. B. Farrell, of Marana; Charles A. Williams of Tucson, and the incorporators hereof, to wit, Jesse W. Jones, of Amado; Alfonso R. Aguirre, of Marana; and T. J. Smith, of Marana — all in the State of Arizona, who were unanimously elected as directors by duly qualified voters at a meeting held at Phoenix, Arizona, on the 2nd day of October, 1945, and they shall hold their office until their successors are elected and qualified.~~ are as follows:

[NAME]

[ADDRESS]

[ADDRESS]

- (3) The annual meeting of the members of this corporation shall be held at the time and place set forth in the Bylaws, or on such other date and/or at such other place as shall be designated in a resolution of the members adopted at any annual or special meeting of the members; provided, however, that the Board of Directors shall have the right to change the date established in the Bylaws or by resolution of the members for holding the annual meeting of the members to a day certain within one month prior or subsequent to said date. Any annual meeting may be continued to another date, however, such continuance shall not be for a period of more than three months after the date fixed pursuant to this Article, or the bylaws of the corporation or resolution of the members, for holding said annual meeting. ~~\*(9/19/77)~~
- (4) At the first meeting of the ~~board of directors~~Board of Directors of this corporation, after the filing of these articles, and at the first meeting of the newly elected ~~board of directors~~Board of Directors held after each annual election, the officers of this ~~Cooperative~~corporation shall be elected by ballot by the members of said board and shall hold their office for a term of one year and until their successors are elected and qualified. The powers, privileges and duties of the respective officers may be prescribed by the by-laws of this ~~Cooperative~~corporation. Officers may be removed for cause and vacancies may be filled by the ~~board of directors~~Board of Directors for any unexpired term thereof.
- (5) The directors, as such, shall not receive any compensation for their services, but the by-laws may provide for reimbursement for reasonable expense incurred in connection with the performance of their official duties.
- (6) That commencing with the annual election to be held September 18, 1972, the terms of the members of the Board of Directors shall be as follows: two (2) Directors elected at the annual meeting to be held on September 18, 1972, shall be elected for a two (2) year term and two (2) Directors shall be elected for a three (3) year term; thereafter all terms shall be for three (3) years. ~~\*(9/18/72)~~
- (7) Directors Emeriti. The Board of Directors may elect by a majority vote of the Directors at any regular or special meeting of the Board of Directors any former member of the Board of Directors as a Director Emeritus, who shall serve as such for such period of time as shall be determined by the Board of Directors. A Director Emeritus shall have no voting rights as a director, shall not be counted in determining a quorum of any meeting of the

Board of Directors, and shall not otherwise be deemed to be a director as contemplated by the Articles of Incorporation or the Bylaws of the corporation, but shall have the right to otherwise participate in all meetings of the Directors. ~~\*(3/23/81)~~

Article X - BY-LAWS.

- (1) The ~~board of directors~~Board of Directors shall have the power to adopt, alter, amend and repeal by-laws and rules and regulations for the government of the corporation. By-laws may be supplemented, altered, amended or repealed and new by-laws adopted by three-fourths (3/4) vote of all of the directors at any regular meeting after ten (10) days notice thereof, such board action being subject to repeal or change by action of the members of the corporation in the manner provided in the by-laws. ~~\*(3/23/81)~~
- (2) Subject to the provisions of Article IX of these Articles of Incorporation, the number of directors to serve on the ~~board~~Board of Directors shall be established by the by-laws. ~~\*(3/23/81)~~
- (3) The bylaws shall establish the time, place and manner of election of directors, and may provide for the division of the area being served by the corporation into director districts for the nomination or election, or both, of directors. ~~\*(3/23/81)~~
- (4) The enumeration of the provisions of this Article ~~s~~X shall not be deemed to limit or restrict in any manner the adoption, amendment or rescission of by-laws for the corporation or the general power of the directors or members with respect to the by-laws. ~~\*(3/23/81)~~

Article XI - AMENDMENT OF ARTICLES. These Articles ~~shall be adopted at an organization meeting by a vote of not less than two thirds (2/3) of the signers of said Membership Agreement hereinbefore identified, at a meeting duly noticed, called for that purpose, and~~of Incorporation may be amended as now or hereafter provided by law.

Article XII - COMMENCEMENT OF BUSINESS. The time of commencement of this Corporation shall be the date of the filing of these Articles of Incorporation in the office of the Arizona Corporation Commission, and of a certified copy hereof in the Office of the County Recorder of Pinal County, Arizona, and the existence thereof shall be perpetual. ~~\*(9/19/77)~~

Article XIII - SEAL. The seal of this Corporation shall be a circular seal inscribed with the name of this Corporation around its circumference.

Article XIV - STATUTORY AGENT. The Statutory Agent, upon whom all notices and processes, including service of Summons, may be served, shall be ~~JOHN F. CONNOR of Maricopa County, State of Arizona~~Eric Hawkins 8600 W. Tangerine Rd, Marana, AZ 85658, who has been a bona fide resident of said County for at least five (5) years prior hereto. Said appointment may be revoked at any time by filing the appointment of another Statutory Agent.

~~\*(date of amendment)~~

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IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been duly executed by the undersigned officers of the Corporation on this \_\_\_ day of April, 2026.

\_\_\_\_\_  
Larry Hinchliffe, President

\_\_\_\_\_  
Kevin McCarthy, Secretary

<b>Summary report:</b>	
<b>Litera Compare for Word 11.10.1.2 Document comparison done on 3/13/2026 4:08:14 PM</b>	
<b>Style name:</b> Default	
<b>Intelligent Table Comparison:</b> Active	
<b>Original DMS:</b> nd://4896-6535-8996/1/Trico - Amended and Restated Articles of Incorporation.docx	
<b>Modified DMS:</b> nd://4896-6535-8996/3/Trico - Amended and Restated Articles of Incorporation.docx	
<b>Changes:</b>	
<u>Add</u>	48
<del>Delete</del>	49
<del>Move From</del>	4
<u>Move To</u>	4
<u>Table Insert</u>	0
<del>Table Delete</del>	0
<u>Table moves to</u>	0
<del>Table moves from</del>	0
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format changes	0
<b>Total Changes:</b>	<b>105</b>