

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

Corporations Section

BOWIE-CASS ELECTRIC COOPERATIVE, INC.

PART I

Bowie-Cass Electric Cooperative, Inc. ("Corporation"), pursuant to the provisions of Articles 161.151 and 161.152 of the Texas Electric Cooperative Corporation Act (the "Act") and Chapter 3 of the Texas Business Organizations Code, hereby adopts these Amended and Restated Articles of Incorporation ("Articles"). Each new amendment has been made in accordance with the Act and has been approved in the manner required by the Act and the Corporation's governing documents. These Articles accurately state the text of the Articles of Incorporation being restated and each amendment thereto being restated that are in effect, as further amended by these Articles. Additionally, these Articles reflect a change to the Registered Agent in Article V as set forth in the Corporation's 2014 filing of the "Statement of Change of Registered Office/Agent" form with the Texas Secretary of State. The following Articles of Incorporation are amended hereby: Articles II, IV, VII, VIII, IX, and X. These Articles do not contain any other changes to the Articles of Incorporation being restated.

PART II

The Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I

The name of the Corporation is BOWIE-CASS ELECTRIC COOPERATIVE, INC.

ARTICLE II

The purpose or purposes for which the Corporation is organized are

(a) to engage in rural electrification;

- (b) to generate, manufacture, purchase, acquire, and accumulate electric energy and to transmit, distribute, furnish, sell, and dispose of such electric energy to its members only; and
- (c) to engage in any purpose or purposes allowed by applicable state or federal law.

ARTICLE III

The names and address of the incorporators who shall serve as directors and manage the affairs of the Corporation until the first annual meeting of the members or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
James H. Simms	Simms, Texas
T.C. Lyster	Naples, Texas
Mabel Bryan Morriss	Douglassville, Texas
F.A. Coker	Bryans Mill, Texas
Earl Harris	Marietta, Texas
M.R. Courtney	Maud, Texas
F.A. Langston	Red Water, Texas

ARTICLE IV

Section 1. The number of directors of the Corporation shall be nine (9). A list of the directors, as of this filing, is attached as Exhibit A. A director's term shall be for three (3) years ("Director Term") and the election of directors shall be staggered. This article shall not be construed to require a director to serve the entire Director Term. Specifically the Bylaws may provide for the removal of a director by the members or the disqualification of a director by the board prior to the expiration of the Director Term and may provide that service as a director may be for the unexpired Director Term for a director position left vacant.

Section 2. A director of the Corporation shall not be liable to the Corporation or its members for monetary damages for an act or omission which occurs in the director's capacity as a director. However, this article does not authorize the elimination or limitation of the liability of a director to the extent the director is found liable under applicable law.

ARTICLE V

The address of the principal office of the Corporation shall be Douglassville, Cass County, Texas, and the name and address of its agent upon whom process may be served is Mark Boyd, Corner of Highways 8 and 77, Texas 75560.

ARTICLE VI

The duration of the Corporation shall be perpetual.

ARTICLE VII

The determination of the terms and conditions upon which any person, firm, corporation, or body politic shall be admitted to and retain membership in the Corporation is reserved to the directors, and shall be provided for in the Bylaws.

ARTICLE VIII

Section 1. The Corporation may, by a two-thirds (2/3) vote of all directors sell, mortgage, lease, or otherwise dispose of or encumber any of its property, provided, however, that all sales of such property shall not in any one year exceed in value ten percent (10%) of the value of all the property owned by the Corporation. Board of director approval is not required for the Corporation to sell: (1) electric energy and related service or products provided by the Corporation and (2) personal property acquired for resale.

Section 2. The Corporation may sell or otherwise dispose of all or substantially all of its assets if the sale or disposal is approved by two-thirds (2/3) vote of all directors and a three-fourths (3/4) vote of all the members of the Corporation. For purposes of this Section, votes must be cast by a member present at a meeting of the members, the notice of which stated that a vote on the sale or disposal of the Corporation's assets would occur and voting by proxy is not permitted.

Section 3. The Corporation may consolidate or merge only with an entity operating on a cooperative basis that provides any good or service.

ARTICLE IX

A "Quorum" shall mean at least ten percent (10%) of the members entitled to participate in a meeting of the members. Any one or combination of the total: (1) number of members present in person; (2) represented by a cast ballot; or (3) represented by a member proxy, may be used in establishing a Quorum. If less than a Quorum is present for a members' meeting, then a majority of members attending the members' meeting in person may adjourn the members' meeting to a date no more than ninety (90) days following the members' meeting.

ARTICLE X

The Bylaws of the Corporation may be altered, amended, or repealed by not less than the affirmative vote of two-thirds (2/3) of all the directors at any regular or special meeting of the board of directors.

PART III

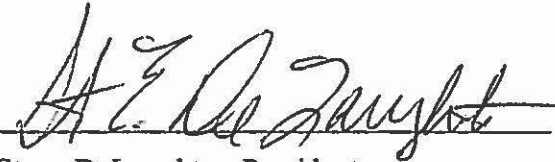
The number of members of the Corporation authorized to vote at the time of such adoption was 26,177 and of these, 2,229 were present by proxy or present in person at the regular meeting of the members held on October 9, 2015. There being a Quorum present a vote on the proposed amendments occurred.

PART IV

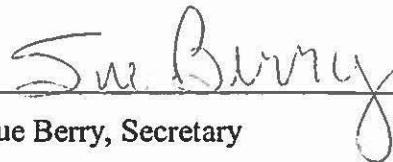
Of the members present by proxy or present in person at the regular meeting of the members held on October 9, 2015, the number of members voting for such amendments was 2,210, the number of members voting against the amendments was 17, and the number of members not voting was 2. The amendments to Articles II, IV, VII, VIII, IX and X have been made in accordance with the Act and have been approved in the manner required by the governing documents of the Corporation by being approved by a majority vote of those members voting.

ADOPTED AND EXECUTED this the 9th day of October, 2015.

BOWIE-CASS ELECTRIC COOPERATIVE, INC.

By: 
Steve DeLaughter, President

ATTEST:


Sue Berry, Secretary