

**ARTICLES OF INCORPORATION
OF
MID-CONTINENT ENERGY MARKETERS ASSOCIATION**

The undersigned incorporator, being an adult natural person, in order to form a corporation under the Minnesota Nonprofit Corporation Act, Minnesota Statutes, Chapter 317A (the "Act"), hereby adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

The name of the corporation is Mid-Continent Energy Marketers Association (the "Corporation").

**ARTICLE TWO
REGISTERED OFFICE**

The address and location of the registered office of the Corporation in this state is 1125 Energy Park Drive, St. Paul, Minnesota 55108.

**ARTICLE THREE
INCORPORATOR**

The name and address of the incorporator is as follows:

<u>Name</u>	<u>Address</u>
Drew Kovalak	1125 Energy Park Drive St. Paul, MN 55125

**ARTICLE FOUR
STATUTORY REFERENCE**

The Corporation is organized as a nonprofit corporation in accordance with the provisions of the Act.

**ARTICLE FIVE
PURPOSES**

The purposes of the Corporation are to maintain an office and associated facilities, equipment and personnel to act as a trade association representing the interests of marketers in the energy industry and to engage in any other lawful act or activity for which corporations may be organized under the Act.

ARTICLE SIX
FIRST BOARD OF DIRECTORS

The names and addresses of the first Board of Directors of the Corporation are as follows:

<u>Name</u>	<u>Address</u>
Ian Benson	Northern States Power 414 Nicollet Mall Minneapolis, MN 55401-1993
Terry Blinsky	Montana-Dakota Utilities 400 North Fourth Street Bismarck, ND 58501
Carol Church	Southern Minnesota Municipal Power Agency 500 First Avenue S.W. Rochester, MN 55902-3303
Doug Collins	Omaha Public Power District 444 South 16 th Street Mall 10E/EP-1 Omaha, NE 68102-2247
Mike Critchley	Split Rock Energy 301 Fourth Avenue South Suite 280-N Minneapolis, MN 55415
Jason Doerr	Basin Electric Power Cooperative 1717 East Interstate Avenue Bismarck, ND 58503
Doug Erickson	The Energy Authority 76 South Laura Street Suite 1500 Jacksonville, FL 32202
Chuck Langston	Municipal Energy Agency of Nebraska 1111 "O" Street Suite 200 Lincoln, NE 68509-3614
Kirk Lavengood	MidAmerican Energy 4299 Northwest Urbandale Drive Urbandale, IA 50322

Bill Nolte Sunflower Electric Power Corporation
301 West 13th Street
PO Box 980
Hays, KS 67601

Dale Strege Western Area Power Administration
1330 41st Street Southeast
PO Box 790
Watertown, SD 57201

Roger Vanderpool Rainbow Energy Marketing Corporation
919 South 7th Street
Kirkwood Office Tower
Suite 405
Bismarck, ND 58504

ARTICLE SEVEN
MEMBERS

The Corporation shall have one class of members, and each member shall be entitled to one vote on each matter voted on by the members.

ARTICLE EIGHT
NO PECUNIARY GAIN

The Corporation shall not provide pecuniary gain to its members and shall not pay dividends or other pecuniary remuneration, directly or indirectly, to its members.

ARTICLE NINE
PERSONAL LIABILITY


Neither the members, nor the directors, officers, employees, representatives or agents of the Corporation, past or present, shall be personally liable for the payment of any debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the members, or of any of the directors, officers, employees, representatives or agents of the Corporation be subject to the payment of the debts or obligations of the Corporation to any extent.

ARTICLE TEN
CONSENT IN WRITING

Any action required or permitted to be taken at a meeting of the Board of Directors, other than an action requiring member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. When written action is taken by less than all

of the directors, all directors shall be notified immediately of the text of the proposed action and its effective date.

IN WITNESS WHEREOF, I have hereunto set my hand this 14th day of April, 2003.



Drew Kovalak
Incorporator