

790272

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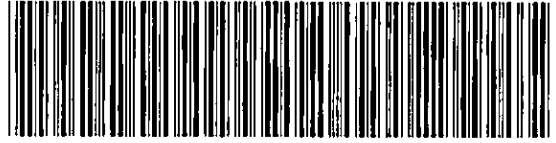
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2024 MAY -7 AM 11:00
STATE OF TEXAS
SECRETARY OF STATE

CHANDLER | LANG

Chandler, Lang, Haswell & Cole P.A.

726 N.E. FIRST STREET
GAINESVILLE, FL 32601-5367

JOHN H. HASWELL

C. WHARTON COLE
Of Counsel

May 2, 2024

TELEPHONE 352/376-5226
FAX 352/372-8858
POST OFFICE BOX 5877
GAINESVILLE, FLORIDA 32627

JAMES F. LANG
1939-2012
WILLIAM H. CHANDLER
1920-1992

Amendment Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

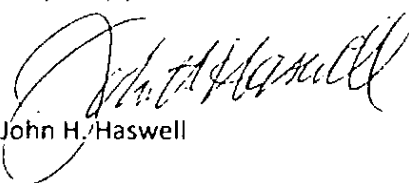
Re: Clay Electric Cooperative, Inc.
Amended and Restated Articles of Incorporation

Dear Sir:

Enclosed herewith for filing is an original and one copy of the Amended and Restated Articles of Incorporation for Clay Electric Cooperative, Inc., together with our check in the amount of \$35.00 for the filing fee.

Thank you for your assistance in this matter.

Very truly yours,



John H. Haswell

JHH/bh
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Clay Electric Cooperative, Inc.

DOCUMENT NUMBER: 790272

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

John H. Haswell, Esq.
(Name of Contact Person)

Chandler, Lang, Haswell & Cole, P.A.
(Firm/ Company)

P.O. Box 5877
(Address)

Gainesville, FL 32627-5877
(City/ State and Zip Code)

rdavis@clayelectric.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John H. Haswell at 352 376-5226
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|---|--|---|--|

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
CLAY ELECTRIC COOPERATIVE, INC.**

Amended and Restated August 26, 1988 (Filed September 28, 1988)
Amended March 27, 1997 (Filed May 28, 1997)

The aforesaid Articles of Incorporation and the aforesaid Amendments are hereby combined and amended so as to read as follows:

ARTICLES OF INCORPORATION

ARTICLE I

The name of the Cooperative is Clay Electric Cooperative, Inc.

ARTICLE II

The purpose for which the Cooperative is formed is:

- (a) to generate, manufacture, purchase, acquire and accumulate electric energy for its members, and for non-members to the extent permitted by law and all laws amendatory thereof or supplemental thereto, and to transmit, distribute, furnish, sell and dispose of such electric energy to its members, and to non-members to the extent permitted by law and all laws amendatory thereof or supplemental thereto, 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;
- (b) to acquire, own, hold, 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;
- (c) 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

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REGISTRY OF STATE

therein necessary, useful or appropriate to enable the Cooperative to accomplish any or all of its purposes;

- (d) 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 and to secure the payment of such bonds, notes, or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, all or any of the property, rights, privileges or permits of the Cooperative, wheresoever situated, acquired or to be acquired;
- (e) to engage in any other activity, venture or business allowed by law.
- (f) to do and perform any and all acts and things, and to have and exercise any and all powers which may be necessary or convenient to accomplish any or all of the foregoing purposes or which may be permitted by law and all laws amendatory thereof or supplemental thereto.
- (g) to purchase, construct, own, and operate other utility services, including, but not limited to energy related services, communication services, telecommunication, video, data transmission and related service systems, and to supply each services to its members, to governmental agencies and political subdivisions, and to other persons;
- (h) to cooperate with other utility providers in the providing of utility services to its members, including, but not limited to, joint use of poles, lines, trenches, easements, rights-of-way, permits and licenses, promotion of cost effective, efficient, and environmentally sound uses of the Cooperative's property, both real and personal, through leases, licenses, contracts, easements, and joint ventures with other utility providers.

ARTICLE III

The principal office of the Cooperative within the State of Florida shall be located in the town of Keystone Heights, in the County of Clay, State of Florida or any other location in the cooperatives service area as determined by the Board of Trustees.

ARTICLE IV

The term existence of Clay Electric Cooperative, Inc. shall be perpetual unless earlier terminated in accordance with state laws.

ARTICLE V

The number of Trustees of Clay Electric Cooperative, Inc. shall be not less than seven (7) or more than eleven (11), the number to be determined from time to time by the Board of Trustees. The names and addresses of the original seven trustees are listed in the original Articles of Incorporation filed December 7, 1937. The current nine (9) Trustees are as follows:

Name	Address
Cindy Loose	8150 Meadowlark Court Melrose, Florida 32666
Kelley Smith	P.O. Box 75 Bostwick, Florida 32007
Susan Reeves	12028 Highway 301 South Hawthorne, Florida 32640
Carl Malphurs	16808 NW 262 nd Avenue Alachua, Florida 32615
Dewitt Hersey	7372 SE 11 th Avenue Starke, Florida 32091
James Wilson	1881 Longbay Road Middleburg, Florida 32068
John Henry Whitehead	10320 NE 207 th Lane Lake Butler, Florida 32054
Jo Ann Smith	16115 NW Highway 320 Micanopy, Florida 32667
Karen Hastings	P.O. Box 1196 Citra, Florida 32113

ARTICLE VI

Section 1. The Cooperative shall have no capital stock.

Section 2. Any person, firm, partnership, association or corporation may become a member of the Cooperative upon receipt of service from the Cooperative, provided that he/she or it has first:

(a) made a written application for membership therein and paid in full the membership fee, hereinafter specified in Section 3 of this Article VI;

(b) agreed to purchase from the Cooperative service as hereinafter specified in Section 4 of this Article; and

(c) agreed to comply with and be bound by these Articles of Incorporation and the Bylaws of the Cooperative and any amendments thereto and by such rules, policies, and regulations as may from time to time be adopted by the Board of Trustees of the Cooperative. No person, firm, partnership, association or corporation shall own more than one (1) membership in the Cooperative, and no membership in the Cooperative shall be transferable, except as provided by the bylaws.

Section 3. The membership fee shall be five dollars, upon the payment of which a member shall be eligible for one or more service connections. The board of trustees may change the amount of the membership fee from time to time and may eliminate the fee, in its discretion.

Section 4. Each member shall, as soon as service shall be available, purchase from the Cooperative all service used on the premises specified in his or her application for membership, unless and except such energy is generated from the member's own assets and the board of trustees has waived in writing such requirement, and shall pay therefore at rates which shall from time to time be fixed by the board of trustees. The Cooperative cannot and therefore does not guarantee an uninterrupted and continuous supply of service. Amounts paid for service in excess of the cost of services are furnished by members as capital, and each member shall be credited with the capital so furnished as provided in the bylaws. Each member shall pay to the Cooperative such minimum amount regardless of the amount of electric energy consumed, as shall be fixed by the board of trustees from time to time. Each member shall also pay all amounts owed by him or her to the Cooperative as and when the same shall become due and payable. The Cooperative shall have the right, but not the obligation, to set-off the capital of a member against any amounts due and owing from the members to the Cooperative.

Section 5. The voting power and property rights and interests of each member shall be equal, and each member shall be entitled to one vote and no more upon each matter submitted to a vote. Except as otherwise provided by law, these Articles of Incorporation or the Bylaws of the Cooperative, at all meetings of the members at which a quorum is present, all questions and election of trustees shall be decided by a vote of a majority of the members. Votes shall be cast by a member present in person or vote, absentee ballot or by electronic delivery to the cooperative as specified in the Bylaws of the Cooperative.

Section 6. Except as otherwise provided in these Articles of Incorporation and bylaws, a membership is terminated upon:

- (a) Cooperative learning of the member's death, legal dissolution, or legal cessation of existence;
- (b) Member requesting termination; or
- (c) Cooperative learning that the member has stopped purchasing service from the Cooperative.

Termination of a member does not: (1) release the member from debts, liabilities, or obligations owed to the Cooperative; or (2) release the Cooperative from the obligation to retire and pay Capital Credits to the former member or obligations to the former member regarding the Cooperative's dissolution. After termination of a membership, such person may not again become a member except upon a new application as provided in Article VI.

Section 7. The Bylaws of the Cooperative may define and fix other duties and responsibilities of the members and prescribe other terms and conditions upon which members shall be admitted to and retain membership in the Cooperative not inconsistent with these Articles of Incorporation or state law.

ARTICLE VII

Section 1. Subject to the provisions of any mortgage or deed of trust given or assumed by the Cooperative, the Board of Trustees shall, within a reasonable time after the expiration of each fiscal year, apply all unexpected revenues and receipts of the Cooperative for such fiscal year for the following purposes and in the following order or priority:

- (a) payment or provision for the payment of all obligations and expenses of the Cooperative which shall be properly chargeable against such revenues and receipts;
- (b) establishment and maintenance of a general reserve fund for working capital, to provide, among other things, for: current interest on and current payments on account of the principal of obligations of the Cooperative, insurance, taxes,

improvements, new construction, depreciation, obsolescence and contingencies in an amount which the Board of Trustees shall deem reasonable; and

- (c) establishment and maintenance of a reserve for the payment of interest on and principal of all outstanding notes, bonds or other evidences of indebtedness issued by, or the payment of which shall have been assumed by, the Cooperative in an amount which shall not be less than the amount of principal and interest required to be paid in respect of such notes, bonds or other evidences of indebtedness during the current fiscal year;

after the reserves hereinabove provided for shall have been established and provisions made for their maintenance, any balance may be applied to the payment to the members of the Cooperative of refunds in proportion to the amount of their respective purchases of electric energy and goods from the Cooperative during the fiscal year just ended. Capital credits will be administered in a manner which the details are provided in the cooperatives bylaws and Florida Statute section 425.21.

No member of the Cooperative shall be entitled to receive any retirement of capital credits if such member is indebted to the Cooperative in any manner. Any indebtedness due the Cooperative by any member, at the option of the board of trustees, may be set off against the capital credits of such member at any time, together with interest thereon at the legal rate accruing on judgments in effect when such amount became overdue, whether the Statute of Limitations has run against such indebtedness or not.

Section 2. The private property of the members shall be exempt from execution or other liability for the debts of the Cooperative and no member shall be liable or responsible for any debts or liabilities of the Cooperative.

Section 3. The Board of Trustees shall have the power to make and adopt such policies, rules and regulations, not inconsistent with law, these Articles of Incorporation or the Bylaws, as it may deem advisable for the management, administration and regulation of the business and affairs of the Cooperative.

Section 4. A trustee, manager, or officer of the Cooperative shall not be liable to the Cooperative or its members for damages for breach of fiduciary duty as a trustee, manager or officer, except to the extent such exemption from liability or limitation thereof is not permitted under the Florida Statutes as the same exist or may hereafter be amended.

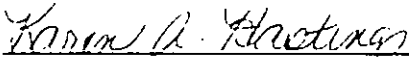
The board of trustees of the Cooperative shall have the power to indemnify any person who was or is a party to any proceeding, action or claim by reason of the fact that he or she is or was a trustee, manager, officer, employee or agent of the Cooperative or

is or was serving at the request of the Cooperative as a trustee, manager, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, and who acted in good faith, against liability or expenses incurred in connection with any such proceeding, action or claim including any appeal thereof.

IN WITNESS WHEREOF, Clay Electric Cooperative, Inc. has caused these Articles of Amendment to be executed in its name by its President and its corporate seal to be affixed and attested by its Secretary this 23 day of March 2024.

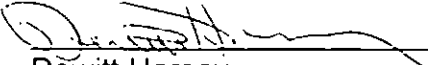
(Corporate Seal)

CLAY ELECTRIC COOPERATIVE, INC.



Karen Hastings, President

Attest:



Dewitt Hersey

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF CLAY

Before me, the undersigned authority personally appeared KAREN HASTINGS, who being by me first duly sworn on his oath, deposes and says:

1. She is the duly qualified and acting President of Clay Electric Cooperative, Inc.
2. The Board of Trustees of Clay Electric Cooperative, Inc., at its regular meeting held on September 28, 2023, approved the Amended and Restated Articles of Incorporation. After proper notice of such amendments had been given, the proposed amendments were submitted to the Annual Meeting of the members of Clay Electric Cooperative, Inc. held on March 23, 2024. The members at such annual meeting adopted such proposed amendments by a vote in excess of 2/3 of the members voting thereon at such meeting, and such amendments are set forth in the Articles of Amendment of Articles of Incorporation of Clay Electric Cooperative, Inc. to which this Affidavit is attached.
3. The provisions of Section 425.13, *Florida Statutes*, providing for amendments to articles of incorporation of rural electric cooperatives have been duly complied with.

Karen Hastings
Karen Hastings, President

SWORN TO AND SUBSCRIBED before me by means of physical presence or online notarization this 30th day of April, 2024, by Karen Hastings, as President of Clay Electric Cooperative, Inc., who is personally known by me or who has produced _____ as identification.

[Notary Seal]

John H. Haswell
Notary Public, State of Florida
My Commission Expires:



JOHN H. HASWELL
Commission # HH 157231
Expires November 21, 2025
Bonded Thru Budget Notary Services