

15

IOWA UTILITIES BOARD
ATTN: DENNIS J. NAGEL
LUCAS STATE OFFICE BLDG.
DES MOINES, IOWA 50319

140535
Polk ✓

ARTICLES OF INCORPORATION
OF
MID-AMERICA REGULATORY CONFERENCE, INC.

1990 JAN 22 AM 9:08

RECEIVED
SECRETARY OF STATE

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

ARTICLE I

The name of the corporation is Mid-America Regulatory Conference, Inc.
It is organized under Chapter 504A, Code of Iowa (1989).

ARTICLE II

The period of the corporation's duration is perpetual.

ARTICLE III

The purposes for which the corporation is organized are: By

INST. NO. **045332**
POLK COUNTY, IOWA
FILED FOR RECORD **15.00**
AT **9:52** MAR 07 1990 **(A.M.)**
P.M.
TIMOTHY J. BRIEN, Recorder
T. Cornuwell Deputy

1. To advance the interests of the public arising out of and incident to the regulation of utility and transportation services in the states of Arkansas, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Oklahoma, South Dakota, Texas, and Wisconsin;
2. To disseminate information and data to state regulatory commissions in the named states and elsewhere;
3. To provide a forum whereby utility and transportation regulators in the named states may express themselves, both in concert and individually, on issues involving the public interest; and
4. To exercise all the corporate powers under Chapter 504A, Code of Iowa (1989), or any amendments thereto, in furtherance of the above and any other lawful purpose.

ARTICLE IV

The address of the initial registered office of the corporation in the State of Iowa is the Iowa Utilities Board, Lucas State Office Building,

Des Moines, Iowa 50319, and the name of the initial registered agent at such address is Dennis J. Nagel.

ARTICLE V

The number of directors constituting the initial Board of Directors is four, and the name and address of the persons who are to serve as the initial directors are:

William D. Steinmeier
Missouri Public Utilities Commission
P.O. Box 360
Truman State Office Building
Jefferson City, Missouri 65102

Darrel L. Peterson
Minnesota Public Utilities Commission
780 American Center Building
160 East Kellogg Boulevard
St. Paul, Minnesota 55101

Patricia S. Qualls
Arkansas Public Service Commission
1000 Center Building
P.O. Box C-400
Little Rock, Arkansas 72203

Marta Greytok
Texas Public Utility Commission
7800 Shoal Creek Boulevard
Suite 400N
Austin, Texas 78757

The bylaws of the corporation shall establish the provisions for removal and election of directors.

ARTICLE VI

The names and addresses of the persons who are to serve as officers of the corporation until such time as their successors are elected and qualify are:

William D. Steinmeier, President
Missouri Public Utilities Commission
P.O. Box 360
Truman State Office Building
Jefferson City, Missouri 65102

Darrel L. Peterson
Second Vice President
Minnesota Public Utilities Commission
780 American Center Building
160 East Kellogg Boulevard
St. Paul, Minnesota 55101

Patricia S. Qualls
First Vice President
Arkansas Public Service Commission
1000 Center Building
P.O. Box C-400
Little Rock, Arkansas 72203

Marta Greytok, Secretary-Treasurer
Texas Public Utility Commission
7800 Shoal Creek Boulevard
Suite 400N
Austin, Texas 78757

ARTICLE VII

The corporation shall have no members.

ARTICLE VIII

The corporation shall begin its corporate existence on the date on which the Secretary of State of the State of Iowa issues the Certificate of Incorporation.

ARTICLE IX

The name and address of the incorporator is:

Dennis J. Nagel
Iowa Utilities Board
Lucas State Office Building
Des Moines, Iowa 50319

FILED in the Office of the Secretary of State of Iowa
E. Iowa Utilities Board Attn: Dennis J. Nagel
(Rm. 22, 1990) Lucas State Office Bldg, Des Moines, Ia
50319
Cert. No. 0139841 **ELAINE BAXTER**, Secretary of State
Dennis J. Nagel, Incorporator

Dennis J. Nagel
Dennis J. Nagel, Incorporator

STATE OF IOWA)
) ss
COUNTY OF POLK)

On this 22nd day of January, 1990, before me, the undersigned, a qualified Notary Public in and for said County in said State, personally appeared Dennis J. Nagel, to me known to be the person named in and who executed the foregoing Articles of Incorporation, and acknowledged that he executed his voluntary act and deed.



Sharon Naim
Notary Public in and for
Polk County, Iowa

ARTICLES OF AMENDMENT
of a 504A Non-Profit corporation

1. The name of the corporation is the Mid-America Regulatory Conference, Inc., (The "Corporation"). The effective date of its incorporation was January 22, 1990.

2. The Corporation has adopted the following amendment to its Articles of Incorporation:

Amend the Articles of Incorporation by striking Article III, Section 1 and substituting in lieu thereof the following:

1. To advance the interests of the public arising out of and incident to the regulation of utility and transportation services in the states of Arkansas, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, and Wisconsin;

3. The Corporation has no members and the Board of Directors of the Corporation met on June 4th, 1991, and adopted the amendment to its Articles of Incorporation described in Paragraph #2 by a majority vote of the Board of Directors.

Patricia S. Qualls
President

John T. Conklin
Secretary-Treasurer

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I, Patricia S. Qualls, being first duly sworn on oath depose and state that I am the President of the Corporation, that I have read the statements contained in the foregoing Articles of Amendment, and they are true and correct.

Patricia S. Qualls
President

Subscribed and sworn to before me this 4th day of June 1991.

James J. Nagel
Notary Public in and for said
County and State

ARTICLES OF AMENDMENT
OF A 504A NON-PROFIT CORPORATION

RECEIVED
FEB 26 1992
SECRETARY OF STATE

1. The name of the corporation is the Mid-America Regulatory Conference, Inc., (The "Corporation"). The effective date of its incorporation was January 22, 1990.

2. The Corporation has adopted the following amendment to its Articles of Incorporation:

Amend the Articles of Incorporation by striking Article III, Section 1 and substituting in lieu thereof the following:

1. To advance the interests of the public arising out of and incident to the regulation of utility and transportation services in the states of Arkansas, Illinois, Indiana, Iowa, Kansas, Louisiana, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, and Wisconsin;

3. The Corporation has no members and the Board of Directors of the Corporation met on January 24th, 1992, and adopted the amendment to its Articles of Incorporation described in Paragraph #2 by a majority vote of the Board of Directors.

Marta Greytak
President

Frederick L. Corban
Secretary-Treasurer

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I, MARTA GREYTOK, being first duly sworn on oath depose and state that I am the President of the Corporation, that I have read the statements contained in the foregoing Articles of Amendment, and they are true and correct.

Marta Greytak
President

Subscribed and sworn to before me this 24th day of January 1992.

Thomas J. Nagel
Notary Public in and for said
County and State

140535
POLK

ARTICLES OF AMENDMENT
OF A 504A NON-PROFIT CORPORATION | AM 9:23

1. The name of the corporation is the Mid-America Regulatory Conference, Inc., (The "Corporation"). The effective date of incorporation was January 22, 1990.

2. The Corporation has adopted the following amendment to its Articles of Incorporation:

Amend the Articles of Incorporation by striking Article III, Section 1 and substituting in lieu thereof the following:

1. To advance the interests of the public arising out of and incident to the regulation of utility and transportation services in the states of Arkansas, Illinois, Indiana, Iowa, Kansas, Minnesota, Missouri, Nebraska, North Dakota, Ohio, Oklahoma, South Dakota, Texas, and Wisconsin;

3. The Corporation has no members and the Board of Directors of the Corporation met on June 7th, 1993, and adopted the amendment to its Articles of Incorporation described in Paragraph #2 by a majority vote of the Board of Directors.

Cash
\$11.00
10-11-93

Marta Greytak
President

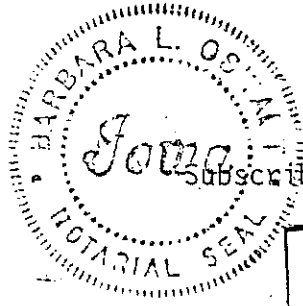
Ruth K. Kretschmer
Secretary-Treasurer

STATE OF IOWA)
) SS:
COUNTY OF POLK)

I, Marta Greytak being first duly sworn on oath depose and state that I am the President of the Corporation, that I have read the statements contained in the foregoing Articles of Amendment, and they are true and correct.

Marta Greytak
President

Subscribed and sworn to before me this 7th day of June 1993.



ELAINE BAXTER
Secretary of State
FILED
Date: 6-11-93
Time: 9:23
Receipt: 412426

Barbara L. Oswalt
Notary Public in and for said
County and State

Filed by: Dennis Nagel
Utilities Board
5th Fl. Lucas Bldg.
DSM, IA 50319