

**ARTICLES OF INCORPORATION
OF
SOUTHWEST POWER POOL, INC.**

CORPORATION NO. 109309
JAN 3 4 00 PM '94

W. J. HILTON
SECRETARY

I, the undersigned, in order to form a non-profit corporation for the purposes hereinafter stated, under and pursuant to the provisions of the laws of the State of Arkansas, particularly The Arkansas Nonprofit Corporation of 1993, approved April 14, 1993, and any supplement thereto, do hereby certify as follows:

FIRST: The name of the corporation is Southwest Power Pool, Inc.

SECOND: This corporation is a mutual benefit corporation.

THIRD: The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are the following:

1. Facilitating joint planning and coordination of the generation and transmission systems of the parties to these Articles and participating in interregional studies so as to provide for increased operating efficiency, adequate bulk supply systems, and better service reliability, in both the Southwest Power Pool region and the contiguous regions.
2. Providing for the timely exchange of pertinent information among the signatories and the North American Electric Reliability Council in regard to joint planning, interconnected operations, coordinated maintenance schedules, and resources available to others in the restoration of electric service .
3. Assembling joint reports to regulatory agencies and others on behalf of the members of Southwest Power Pool on coordination of power supply, system load requirements, reserves, fuel supply, major transmission line loads, generation and transmission line outages, and other matters as may be required by law.
4. Establishing, maintaining, and monitoring compliance with North American Electric Reliability Council and Southwest Power Pool Reliability Criteria, Standards and Guides. In so doing, the Corporation shall serve as the reliability and compliance certification authority for the geographic region of its members.
5. Assuring maintenance of coordinated operations and service reliability.
6. Providing a method for the resolution of disputes, which members are strongly encouraged to use before taking disputes to the courts or regulatory agencies.
7. Taking any other action contemplated by the Board of Directors for the purpose of preserving or enhancing interconnected electric system reliability.

- FOURTH:** The foregoing shall be construed both as objects and powers, and the enumeration thereof shall not be held to limit or restrict in any manner the general powers conferred upon this corporation by the laws of the State of Arkansas.
- FIFTH:** The Corporation is to have members as provided in the Bylaws.
- SIXTH:** The selection of the Board of Directors, the regulation of internal affairs of the Corporation, and the amendment of these Articles of Incorporation shall be as provided for in the Bylaws.
- SEVENTH:** No part of the net income of the Corporation shall inure to the benefit of or be distributable to any member, director, officer, or other interested private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments or distributions in furtherance of the purposes and objects set forth in the THIRD Article hereof. No substantial part of the activities of the Corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.
- EIGHTH:** Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
- NINTH:** Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all assets of the Corporation in such manner, or to such organization or organizations established and operated exclusively for the purposes as set forth in THIRD Article hereof, which shall at the time qualify as an exempt organization or organizations under Section 501 (c) (6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any remaining assets shall be disposed of by the Circuit Court of general jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine.

TENTH: The initial address of the Corporation is 415 North McKinley, #700 Plaza West Building, Little Rock, Arkansas 72205-3020.

ELEVENTH: The address of its initial registered office is 415 North McKinley, #700 Plaza West Building, Little Rock, Arkansas 72205-3020, and the name of its initial registered agent and Incorporator at such address is John J. Marschewski, Jr.

TWELFTH: The effective date of these articles upon which the corporate existence begins shall be January 1, 1994.

THIRTEENTH: The officers of the Corporation shall be a president and a secretary. The business of the Corporation shall be conducted by the Board of Directors. The initial Board of Directors shall consist of the current Directors under the Southwest Power Pool Second Coordination Agreement dated November 9, 1979 and shall consist of the following persons:

Mike Bemis
Arkansas Power & Light Company
P. O. Box 551
Little Rock, AR 72203

David L. Mohre
Cajun Electric Power Cooperative, Inc.
P. O. Box 15540
Baton Rouge, LA 70895

Gregory L. Nesbitt
Central Louisiana Electric Company, Inc.
P. O. Box 5000
Pineville, LA 71361-5000

R. L. Lamb
The Empire District Electric Company
P. O. Box 127
Joplin, MO 64802

E. M. Loggins
Gulf States Utilities Company
P. O. Box 2951
Beaumont, TX 77704

A. Drue Jennings
Kansas City Power & Light Company
P. O. Box 418679
Kansas City, MO 64141-9679

John E. Hayes, Jr.
Western Resources, Inc.
P. O. Box 889
Topeka, KS 66601

Jim Jura
Associated Electric Cooperative Corp.
P. O. Box 754
Springfield, MO 65804

Frank Gallaher
New Orleans Public Service Inc.
#3 Lakeway Ctr., 3838 No. Causeway
Metairie, LA 70002

Patrick J. Ryan
Oklahoma Gas & Electric Company
P. O. Box 321
Oklahoma City, OK 73101

Richard H. Bremer
Southwestern Electric Power Company
P. O. Box 21106
Shreveport, LA 71156-0001

Richard Hester
City Utilities of Springfield
M.P.O. Box 551
Springfield, MO 65801

L. Christian Hauck
Sunflower Electric Power Corporation
P. O. Box 980
Hays, KS 67601

J. M. Shafer
Southwestern Power Administration
P. O. Drawer 1619
Tulsa, OK 74101

Bill D. Helton
Southwestern Public Service Company
P. O. Box 1261
Amarillo, TX 79170

Robert L. Zemanek
Public Service Company of Oklahoma
P. O. Box 201
Tulsa, OK 74102-0201

