

AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
CHOPTANK ELECTRIC COOPERATIVE, INC.

Choptank Electric Cooperative, Inc., a Maryland corporation and electric cooperative (hereinafter the “Cooperative”), hereby amends and restates its charter subject to the following:

RECITALS

WHEREAS, Choptank Co-operative, Inc. (the “Corporation”) filed its Certificate of Incorporation on September 15, 1938; and

WHEREAS, Choptank Co-operative, Inc. filed Articles of Conversion on February 5, 1942 in order to convert the Corporation to a cooperative, non-profit, membership corporation and to rename the Corporation as Choptank Electric Cooperative, Inc.; and

WHEREAS, on or about May 8, 2020, the Maryland General Assembly enacted House Bill 999, entitled The Rural Broadband for the Eastern Shore Act of 2020 (hereinafter the “Act”), which Act established, *inter alia*, a process for an electric cooperative to operate as a Member-Regulated Cooperative, as such term is defined by Md. Code Ann., Corp. & Assns. § 5-601(f); and

WHEREAS, pursuant to the Act and the Bylaws of the Cooperative, the Cooperative conducted a vote of its members, and the membership voted in favor of operating as a Member Regulated Cooperative; and

WHEREAS, in accordance with a supermajority vote of the Board of Directors of the Cooperative, the Board of Directors has authorized the amendment and restatement of the Cooperative’s Articles of Incorporation in order to reflect, *inter alia*, the Cooperative’s conversion to a Member-Regulated Cooperative.

NOW, THEREFORE, the Cooperative incorporates the foregoing recitals into these Amended and Restated Articles of Incorporation as if fully set forth herein and further certifies to the State Department of Assessments and Taxation of Maryland as follows:

FIRST: The Cooperative desires to amend and restate its charter as currently in effect. Therefore, the charter of the Cooperative is hereby amended and restated by striking out in its entirety the existing Articles of Conversion, which are deemed by applicable law to be the Articles of Incorporation, and substituting in lieu thereof the following:

ARTICLE I
INCORPORATION; CONVERSION TO MEMBER-REGULATED COOPERATIVE

The Cooperative was formed under the general laws of the State of Maryland on or about September 15, 1938. The Cooperative hereby amends its charter to reflect its conversion to being a Member-Regulated Cooperative. The Cooperative shall operate as a Member-Regulated Cooperative in accordance with the provisions of Md. Code Ann., Corp. & Assns. § 5-601 *et seq.*, as the same may be amended from time to time.

ARTICLE II
NAME

The name of the Cooperative is

Choptank Electric Cooperative, Inc.

ARTICLE III
PURPOSES FOR WHICH COOPERATIVE FORMED

The purpose for which the Cooperative is formed is to engage in any lawful act or activity for which a Member-Regulated Cooperative may be organized under applicable law, as the same may be modified from time to time. Such purposes are intended to specifically include, without limitation, the power to supply, promote, and extend the use of electricity and to provide broadband internet service. In furtherance of its intent to provide broadband internet service, the Cooperative has established a plan for making such service available to members in the manner that maximizes deployment with available financial resources and includes an allocation method in accordance with applicable law to ensure that electric customers do not subsidize the cost of broadband internet service, as more fully referenced in the Amended Bylaws.

ARTICLE IV
PRINCIPAL OFFICE AND RESIDENT AGENT

The address of the principal office of the Cooperative in this State is 10384 River Road, Denton, Maryland 21629. The name and address of the resident agent of the Cooperative is Justin B. Aronson, Esquire, 110 N. Washington Street, Third Floor, Easton, Maryland 21601; and the said resident agent is a citizen of the State and actually resides therein.

ARTICLE V
BOARD OF DIRECTORS

The number of Directors shall be ten (10), which number may be changed pursuant to the Bylaws of the Cooperative. The name and addresses of the Directors who shall act until their successors are duly chosen are as follows:

Jeffrey D. Rathell, Sr.	10384 River Road, Denton, Maryland 21629
John J. Burke, Jr.	10384 River Road, Denton, Maryland 21629
Douglas D. Scott	10384 River Road, Denton, Maryland 21629

Robert E. Arnold	10384 River Road, Denton, Maryland 21629
Amy Ireland Brandt	10384 River Road, Denton, Maryland 21629
Olin S. Davis, III	10384 River Road, Denton, Maryland 21629
Matthew R. Holloway	10384 River Road, Denton, Maryland 21629
Craig N. Mathies, Sr.	10384 River Road, Denton, Maryland 21629
Robert B. Thompson	10384 River Road, Denton, Maryland 21629
Donna Richardson West	10384 River Road, Denton, Maryland 21629

ARTICLE VI
PROVISIONS CONCERNING CERTAIN RIGHTS OF THE
COOPERATIVE, DIRECTORS, AND MEMBERS

(1) The Cooperative shall be a membership association, without capital stock, the property rights of each member of the Cooperative shall be equal, and each member of the Cooperative shall be entitled to one vote only on any proposition. A joint membership shall be entitled to one vote only.

(2) Membership in the Cooperative shall be sold only to persons designated or described by the Bylaws of the Cooperative, and any member shall lose the power to vote if he or she ceases to belong to the class of persons designated or described in said Bylaws.

(3) No Membership, or any other right or interest in the Cooperative, shall be transferable, except as provided by the Bylaws.

(4) Members of the Cooperative shall automatically become members of the Member-Regulated Cooperative.

(5) Additional persons may from time to time become members of the Cooperative in accordance with the Bylaws.

(6) The Board of Directors shall have such powers to regulate the terms and conditions of Membership as are permitted under the law.

(7) The Cooperative reserves the right to make, from time to time, any amendments of its charter which may now or hereafter be authorized by law.

SECOND: Pursuant to Md. Code Ann. Corp. & Assns. § 5-636(a)(2), the Board of Directors by a supermajority vote have (a) approved the foregoing Amended and Restated Articles of Incorporation by which the Cooperative has elected to convert to a Member-Regulated Cooperative and (b) adopted Amended Bylaws consistent with its Member-Regulated status. Hereafter, Bylaws shall be adopted, amended, or repealed by the members.

THIRD: The provisions set forth in the above Amended and Restated Articles of Incorporation are all of the provisions of the Cooperative's charter currently in effect as hereby amended.

FOURTH: The current address of the principal office of the Cooperative is as set forth in Article IV of the foregoing Amended and Restated Articles of Incorporation.

FIFTH: The name and address of the Cooperative's current resident agent is as set forth in Article IV of the foregoing Amended and Restated Articles of Incorporation.

SIXTH: These Amended and Restated Articles of Incorporated are executed in accordance with Md. Code Ann. Corp. & Assns. § 5-601 *et seq.*

IN WITNESS WHEREOF, Choptank Electric Cooperative, Inc. has caused these Amended and Restated Articles of Incorporation to be signed in its name and on its behalf by its Chairman of the Board of Directors, Jeffrey D. Rathell and attested by its Secretary, Douglas D. Scott, on this 19 day of August, 2020.

Attest:

**CHOPTANK ELECTRIC
COOPERATIVE, INC.**

Douglas D. Scott, Jr.
Secretary

By: Jeffrey D. Rathell, Sr.
Chairman of the Board of Directors

CONSENT OF RESIDENT AGENT

I, Justin B. Aronson, hereby consent to act as resident agent for **CHOPTANK ELECTRIC COOPERATIVE, INC.**

Justin B. Aronson
Justin B. Aronson

AFFIDAVIT OF COMPLIANCE

THE UNDERSIGNED, Chairman of the Board of Directors of CHOPTANK ELECTRIC COOPERATIVE, INC., who executed the foregoing Amended and Restated Articles of Incorporation on behalf of the Cooperative, hereby acknowledges in the name and on behalf of said Cooperative, the foregoing Amended and Restated Articles of Incorporation to be the corporate act of said Cooperative and hereby certifies that to the best of his knowledge, information, and belief, the Cooperative has complied with the provisions of law pertaining to these Amended and Restated Articles of Incorporation.

Jeffrey O. Rutledge
Chairman of the Board of Directors

Subscribed and sworn to me
this 19th day of August 2020

Dawn M. Bowie
Notary Public

My commission expires: May 19 2024

