

**ARTICLES OF INCORPORATION
OF
NATIONAL RURAL ECONOMIC DEVELOPERS ASSOCIATION**

TO THE SECRETARY OF STATE OF THE STATE OF IOWA:

The undersigned, acting as incorporator of a corporation organized under the Iowa Nonprofit Corporation Act, Chapter 504A of the 1999 Code of Iowa, as amended hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

1.01 The name of the corporation is National Rural Economic Developers Association.

ARTICLE II

2.01 The address of the Registered Office of the Corporation is 431 East Locust, Suite 300, Des Moines, Iowa 50309, and the name of its initial Registered Agent at such address is Molly A. Lopez.

ARTICLE III

3.01 The purposes for which the corporation is organized are as follows: to provide education, advocacy and networking opportunities to rural and suburban utilities and affiliated organizations; including, without limitation, membership development, maintenance and retention; electronic bulletins, publications, letters and reports; public relations; committee organizations, and motivation; meetings, conventions, exhibits and trade shows; office management; association finance, statistical services and marketing research, speaker exchange, education and information; membership and association communications; and other such activities, as shall upgrade professional organization management skills, as well as providing similar opportunities for those Associate Members who work with Regular Members in related industries.

3.02 The corporate period shall be perpetual unless the Corporation is sooner dissolved or terminated as otherwise provided by law.

ARTICLE IV

4.01 The corporation shall have all of the powers given it by the laws of the State of Iowa; provided, however, only such powers shall be exercised as are in furtherance of the tax exempt purposes of the corporation and as may be exercised by the organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE V

5.01 The Corporation is not organized for pecuniary profit. No part of the net earnings of the corporation shall inure to the benefit of any director, officer or member of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting its authorized purpose), and no director, officer or member of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation.

ARTICLE VI

6.01 The number of Directors constituting the Board of Directors and the manner of their election and their term of office shall be as provided in the Bylaws of the corporation.

ARTICLE VII

7.01 Any officer or directors may be removed from office for just cause by a vote of the majority of members of the Board of Directors. Any vacancy created by such removal shall be filled as provided in the Bylaws of the corporation.

ARTICLE VIII

8.01 The right of the members, or any class or classes of members, to vote may be limited, enlarged or denied to the extent specified by the Bylaws of the corporation.

ARTICLE IX

9.01 No director, officer, employee or member of the corporation shall as such, be liable on its debts or obligations and no director, officer, member or other volunteer shall be personally liable as such, for any claim based upon an act or omission of such person performed in the discharge of such persons' duties except 1) for any breach of the duty of loyalty to the Corporation, 2) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or 3) for any transactions from which such person derive an improper personal benefit.

9.02 Except for any prohibition against indemnification specifically set forth in these bylaws or in Chapter 504A, Code of Iowa, at the time indemnification is sought, this Corporation shall indemnify any person who is or was a director, officer, employee, member or volunteer of this Corporation, or any such person who), while a director, officer, employee, member or volunteer of this Corporation, is serving or has served at the request of this Corporation, as a director, officer, partner, member, manager, trustee, employee, or agent of another corporation, partnership, limited liability company, joint venture, trust, other enterprise, or employee benefit plan to the fullest extent possible, against expenses, including attorney fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person relating to his conduct as a director, officer, employee, member, or volunteer of this Corporation, or as a director, officer, partner trustee, employee, or agent of such other corporation, partnership, joint venture, trust, other enterprise, or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply 1) to a breach of such persons duty of loyalty to the Corporation, 2)

for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, or 3) for any transaction from which such person derived an improper personal benefit. The foregoing right of indemnification shall also inure to the benefit of any such indemnified person's heirs, executors, personal representatives, and administrators.

ARTICLE X

10.01 Amendments to these Articles of Incorporation may be adopted at a meeting of the membership upon receiving a vote of a majority of the members attending.

ARTICLE XI

11.01 Upon dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed as the Board of Directors shall direct to such organizations which would then qualify as distributees under the provisions of Section (c)(6) of the Internal Revenue Code of 1954 and its Regulations as they now exist or as they may hereafter be amended. These Restated Articles of Incorporation correctly set forth the provisions of the articles of Incorporation as hereby amended, have been duly adopted as required by law and supersede the original Articles of Incorporation and all Amendments thereto.

ARTICLE XII

12.01 The initial Board of Directors shall be composed of:

LaDonna Boyd, 4300 220th St. West, Farmington, MN 55024
Dennis Mingyar, PO Box 250, Lancaster, OH 43130
Loren W. Medley, PO Box 4877, Topeka, KS 66604
Stan Rice, 120 W. Kansas Avenue, Ulysses, KS67880
Mike Meissen, 2700 Westown Parkway, Ste. 425, West Des Moines, IA 50266
Dorrene Benthin, PO Box 2330, Tualatin, OR 97062
Henry Fischer, 412 N Main, Braham, MN 55006
Bruce Hensley, 1098 Highway E, Milan, MO 63556
Pat B. Merritt, 285 Peachtree Center Avenue, Atlanta, GA 30303
Rick Nelsen, 900 Fourth Avenue, Kearney, NE 68845
Sherry Rose, 722 N. High School Road, Indianapolis, IN 46214
Rick Whalen, PO Box 1058, Marshalltown, IA 50158
F. Eugene Williams, PO Box 1549, Goose Creek, SC 29445
Stan A. Williamson, PO Box 548, Kingstree, SC 29556

Dated this 9 day of April , 20 03 .

NATIONAL RURAL ECONOMIC DEVELOPERS ASSOCIATION
431 East Locust, Suite 300, Des Moines, IA 50309

By _____
Molly Lopez, CAE
Executive Director