

September 15, 2008

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ARTICLES OF INCORPORATION

Article I

The name of the Corporation is South Dakota Wind Energy Association.

Article II

The period of existence is indefinite.

Article III

The purpose for which the corporation is organized is to:

- > Support the development of wind energy as a sustainable economic and environmentally friendly resource for the State of South Dakota that will:
 - Provide consumers with a cost effective and stable alternate energy source.
 - Foster the development of South Dakota based businesses related to wind energy production.
 - Encourage the utilization of local applications for wind energy.
 - Help develop investment opportunities in wind energy for South Dakotans.
 - Attract wind energy manufacturing to the State that will produce good jobs in wind power installation, operations and maintenance.
- > Encourage the linkage of wind energy to the capabilities in research and development, technical job training, engineering and other fields in the South Dakota higher education system.
- > Provide a forum for people interested in wind energy to analyze ideas, discuss concerns, and determine other economic and environmental benefits associated with wind energy development.
- > Promote the use of wind energy by providing a forum for education, research and reliable information about wind energy to a variety of audiences.

- > Legitimize reputable interests seeking to establish wind development, in effect, serving as a reference point.
- > Provide input to local, state, and national government relative to wind energy policy.

Article IV

The Corporation will have members.

Article V

Section 1. All persons, corporations, cooperatives, associations, and other legal entities which make a contribution to the Association and agree to support the mission, purpose, and goals of the Association shall be eligible as members upon approval by the Board.

The Association shall have four types of Members:

Class IV Members: Shall be persons, corporations, cooperatives, associations, and other legal entities which pledge and pay \$5,000 per year initially, for at least three years, to support the activities of the Association.

Class III Members: Shall be wind developers or interests associated with the wind services industry which pledge and pay \$5,000 per year initially, for at least three years, to support the activities of the Association.

Class II Members: Entities which make annual dues contributions of up to \$2,500 per year based on a dues schedule which shall be prescribed by the Board.

The Association is authorized to accept in-kind contributions in lieu of cash on an individual basis as the Board may determine. The Board may from time to time increase or decrease the dues amounts required for Class IV, Class III, and Class II Members. The Board may also define when changes to dues payments by members shall become effective.

Section 2. Each member shall be entitled to one vote on each matter submitted to the membership, provided that said member has complied with all of the conditions of membership at the time of said vote.

Section 3. Membership in this Association is not transferable, nor assignable, nor shall a member be permitted to vote by proxy.

Article VI

Section 1. Number and Qualifications. This Association shall have a Board of Directors comprised of the following:

- (a) Each Class IV member shall be entitled to name a representative to serve as a director. Such representative shall be an officer, member of the governing body, or full time employee of the member. Should any Director lose his/her status as a director, officer, or member of the governing body of a member, or lose his/her status as a full time employee of a member during the Director's term, then the alternate director described in Section 2(b) hereafter or such other alternate director as is designated by the Class IV member shall replace that Director for the remainder of his/her term.
- (b) Class III members may elect up to four members to the Board of Directors. No Class III member may have more than one representative elected to the Board.
- (c) The Board will establish not less than three or more than five director positions who will be elected to the Board by the Class II members. No Class II member, which is not an individual, may have more than one representative elected to the Board.
- (d) The Board may select up to four at-large members. The membership requirements for the at-large members shall be determined by the Board.

Section 2. Election of Directors.

- (a) Directors shall be elected in the manner specified in this Article VI at the organizational meeting of the members and at any meetings of members thereafter. At the organizational meeting of the members, Directors shall be elected for terms of one, two and three years so that approximately one-third of all directorships shall expire in any given year. The Chair of the organizational meeting shall initially determine who will occupy the one, two and three year directorships. Thereafter, Directors shall be elected for terms of three years each and until a successor is elected and qualified.
- (b) Each person, corporation, cooperative, or other legal entity that is a Class IV member of the Corporation shall be entitled to elect one (1) Director and one (1) alternate Director who may attend and vote at meetings of the Board of Directors in the absence of the Director designated by that member.

Section 3. Additional Qualifications. Only members of the Corporation, or their designated agent or representative, may qualify as Directors.

Article VII

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions in furtherance of the purposes set forth in Article III above.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from Federal income taxation as a corporation, or cause it to lose such exempt status.

Article VIII

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c) (6) or 501 (c) (3) of the Federal Tax Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any director or officer, private individual or member.

Article IX

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Federal Tax Code applicable to corporations described in Section 501(c)(6) of the Code.

Article X

The South Dakota Registered Agent name _____