

State of Indiana
Office of the Secretary of State

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JUN 30 2003

SOUTH DAKOTA PUBLIC
UTILITIES COMMISSION

CERTIFICATE OF INCORPORATION
of
ORGANIZATION OF MISO STATES, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, May 28, 2003.



In Witness Whereof, I have caused to be
affixed my signature and the seal of the
State of Indiana, at the City of
Indianapolis, May 28, 2003.

A handwritten signature in cursive script that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

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APPROVED
AND
FILED

ARTICLES OF INCORPORATION
OF THE
ORGANIZATION OF MISO STATES, INC.

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INDIANA SECRETARY
OF STATE

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1. **Name.** The name of the corporation is Organization of MISO States, Inc.

2. **Purposes.** The purposes for which the corporation is formed are:

A. To promote the public interest and social welfare by:

1. Maintaining an organization of those states, Canadian provinces and Mexican states within which the Midwest Independent System Operator, Inc. ("MISO") provides or oversees electric transmission, market maintenance and monitoring, reliability, security and other transmission system operating services as a regional transmission organization ("RTO") approved by the Federal Energy Regulatory Commission ("FERC") (collectively, the "MISO States").

2. Providing a means for the MISO States to act in concert, when deemed to be in the common interest of their affected publics, on activities, such as (but not limited to) data collection and dissemination, issue analysis, policy formulation, advice and consultation, decision-making and advocacy, related to (i) the electricity generation and transmission system serving the MISO States, (ii) MISO's operations, (iii) related FERC matters, including (but not limited to) FERC's open access, RTO and market design initiatives, and (iv) the jurisdiction and role of the MISO States to regulate and promote the electric utilities and systems within their respective boundaries.

3. To take or refrain from taking such other actions as are deemed to be in the public interest of the MISO States.

B. The foregoing enumeration of purposes shall not be construed to limit or restrict the general powers otherwise conferred upon the corporation by the Indiana Nonprofit Corporation Act of 1991, IC Art. 23-17 (the "Act").

C. The corporation shall not participate in any activity or take any action inconsistent with tax exempt status under Section 501(c)(4) of the Internal Revenue Code ("IRC") (or the corresponding provisions of any United States Internal Revenue law enacted in the future) or other subsection under Section 501(c) of the IRC (or the corresponding provisions of any United States Internal Revenue law enacted in the future) under which the Internal Revenue Service may recognize that the corporation is exempt from federal income taxation. No part of the net earnings, if any, of the corporation shall inure to the benefit of any member, delegate, director,

officer, employee or agent of the corporation, or any other private person. The corporation is, however, authorized and empowered to pay reasonable compensation for services actually rendered to the corporation by any of the above, to reimburse, or make advance payments against, bona fide expenses actually incurred in furtherance of the corporation's activities by any of the above and to make payments in furtherance of the purposes and objectives set forth herein. The corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

3. Type of Corporation. This corporation is a public benefit corporation.

4. Registered Agent and Registered Office. The name and address of the corporation's registered agent is:

LexisNexis Document Solutions Inc.
55 Monument Circle, Suite 1424
Indianapolis, IN 46204

5. Membership. The corporation will have members. The qualifications for and terms and conditions of membership shall be as set forth in the by-laws. The statement of corporate purposes set forth in article 1.A., shall not be construed to limit the discretion of the board of directors in establishing the qualifications for and terms and conditions of membership.

6. Incorporators. The name and address of the incorporator is:

John J. Smith, General Counsel
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501-5070

7. Initial Board of Directors. The names and addresses of the initial directors of the corporation are:

Martin J. Huelsmann, Chairman
Kentucky Public Service Commission
211 Sower Blvd.
PO Box 615
Frankfort, KY 40602

Kevin Wright, Commissioner
Illinois Commerce Commission
527 East Capitol Avenue
Springfield, Illinois 62701

David W. Hadley, Commissioner
Indiana Utility Regulatory Commission
302 West Washington Street, Suite E-306
Indianapolis, IN 46204

Diane Munns, Chairman
Iowa Utilities Board
350 Maple Street
Des Moines, Iowa 50319

Laura Chappelle, Chairman
Michigan Public Service Commission
6545 Mercantile Way
Lansing, MI 48911

LeRoy Koppendray, Chairman
Minnesota Public Utilities Commission
121 7th Place East, #350
St. Paul, MN 55101-2147

Steve Gaw, Commissioner
Missouri Public Service Commission
200 Madison Street, Suite 900
Jefferson City, MO 65101

Greg Jergeson, Commissioner
Montana Public Service Commission
P.O. Box 202601
Helena, MT 59620-2601

Louis E. Lamberty, Board Member
Power Review Board
301 Centennial Mall South
Lincoln, NE 68509

Susan E. Wefald, Commissioner
North Dakota Public Service Commission
State Capitol, 12th Floor, Dept. 408
600 East Boulevard Ave
Bismarck, North Dakota 58505-0480

Terrance J. Fitzpatrick, Chairman
Pennsylvania Public Utility Commission
Commonwealth Keystone Building
400 North Street
Harrisburg, PA 17120

Gary Hanson, Commissioner
South Dakota Public Utilities Commission
500 East Capitol Avenue
Pierre, SD 57501

8. Distribution of Assets on Dissolution or Final Liquidation. Upon the dissolution of the corporation, the board of directors shall, after paying, or making provision for payment of, all the liabilities of the corporation, distribute all remaining assets of the corporation in accordance with IC 23-17-22-5 and the by-laws to such contributing organizations, member states or other nonprofit organizations that will utilize the assets for public purposes and are recognized by the Internal Revenue Service as exempt from federal income taxation.

9. Excess Benefit Transactions. The corporation shall not knowingly engage in any transaction that is an "excess benefit transaction" subject to excise tax under Section 4958 of the IRC and, if such a transaction occurs, shall take reasonable actions to rescind such transaction and recover such excess benefits.

10. Immunity, Liability and Indemnity. To the maximum extent permitted by the Act and applicable laws of member states and the United States, the acts and forbearances from acting on behalf of the corporation of any member, delegate, director, officer, or agent of the corporation who is a state, state agency or an employee of a state agency shall be deemed to be official acts within the scope of such persons' respective offices and subject to applicable laws affording immunity from suit or other action or a limitation of liability. To the maximum extent permitted by the Act and its standards of conduct for directors and others where applicable, (i) no member, delegate, director, officer, employee or agent of the corporation shall be liable for any act, forbearance from acting, error, omission, debt or obligation of the corporation, and (ii) the corporation shall indemnify and hold harmless any member, delegate, director, officer or

employee of the corporation from and against any claim, liability, loss, cost, damage or expense arising out of such person's act, forbearance from acting, error or omission on behalf of the corporation.

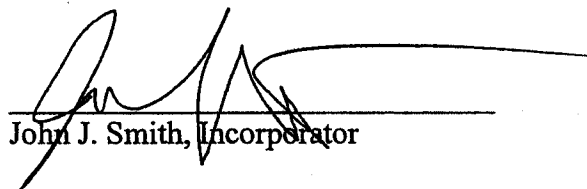
11. Participation by Telephonic Means. Except to the extent the bylaws provide otherwise, members may participate in annual, regular and special meetings of the members by or through the use of teleconference or any other means of communication by which all members participating may simultaneously hear each other during the meeting as permitted by IC 23-17-10-1 and 23-17-10-2.

12. By-Laws. Except as expressly limited in these Articles or the Act, the members and directors shall retain their respective authority and discretion to provide for the membership in and governance of the corporation through the adoption and amendment of by-laws in accordance with the Act.

13. Amendment. These Articles of Incorporation may be amended from time to time in accordance with the Act.

IN WITNESS WHEREOF, the undersigned incorporators of the corporation do execute these Articles of Incorporation, subject to penalties of perjury that the facts contained herein are true, this 27th day of May, 2003.

JOHN J. SMITH


John J. Smith, Incorporator