

PROPOSED AMENDMENTS TO THE ARTICLES OF INCORPORATION BEING VOTED ON AT THE ANNUAL MEETING

AMEND ARTICLE IX, SECTIONS 1 AND 2

Section 1. The business and affairs of the Association shall be managed by a Board of ~~nine (9)~~ Directors who must be members of the Association. The Board of Directors of the Association shall be a variable-range size Board of Directors consisting of not less than five (5) and not more than nine (9) directors as the Board of Directors from time to time establish.

Section 2. ~~At the first regular meeting to be held on the date specified in Section 1 of Article VIII of these Articles of Incorporation, nine (9) directors shall be elected to serve until the next succeeding regular Annual Meeting of the members and until their respective successors shall have been elected and qualified. At said next succeeding regular Annual Meeting, the directors shall be divided into three (3) classes, each class consisting of three (3) directors. At such meeting, the directors of the first class shall be elected for the term of one (1) year, those of the second class shall be elected for the term of two (2) years, and those of the third class shall be elected for the term of (3) years. At each regular Annual Meeting thereafter, a number of directors equal to the number of directors whose terms expire at the time of such meeting shall be elected to hold office for the term of three (3) years, and until their respective successors shall have been elected and qualified. The election of the directors shall be by ballot, and each voting member shall be entitled to cast one (1) vote for each director to be elected.~~

For the purposes of nominating and electing directors of the Cooperative, the territory served by the Cooperative shall be divided into districts or geographic sectors, with the number of directors to be elected from each district and the process for nomination of the same as set forth in the Bylaws of the Cooperative. All director positions will be voted on by the entire Cooperative membership. Each voting member is entitled to cast one vote for each director position to be filled.

Directors shall serve three-year terms, and until their respective successors shall have been elected and qualified. The election of directors shall be by ballot.

The geographic boundaries of each district shall be set forth in the Bylaws, and a map of such districts shall be maintained at the Cooperative's office.

The Cooperative shall stagger director terms by dividing the total number of authorized directors into groups of approximately equal number. Members shall annually elect an approximately equal number of directors whose terms expire at the time of such meeting. Directors' terms of 2 or more directors from the same district may not coincide. Subject to a director's consent, decreasing the number of directors or length of a director's term may not shorten an incumbent director's term.