

ARTICLES OF CONVERSION  
of  
CHOPTANK CO-OPERATIVE, INC.

executed pursuant to the  
Electric Cooperative Act,  
Chapter 907, Maryland Laws  
of 1941

CHOPTANK CO-OPERATIVE, INC. (hereinafter called the "Corporation"), for the purpose of becoming converted into a cooperative, non-profit, membership corporation pursuant to the Electric Cooperative Act, Chapter 907, Maryland Laws of 1941, hereby states as follows:

FIRST: The name of the Corporation and the address of its principal office are Choptank Co-operative, Inc., Denton, Maryland;

SECOND: The statute under which the Corporation was organized is Chapter 197 of Laws of 1922, as amended (Article 23, Sections 430 to 459, inclusive, of the 1939 Code of Public General Laws of Maryland);

THIRD: The Corporation elects to become a cooperative, non-profit, membership corporation subject to the Electric Cooperative Act, Chapter 907, Maryland Laws of 1941;

FOURTH: The name of the converted corporation shall be Choptank Electric Cooperative, Inc. (hereinafter called the "Cooperative");

FIFTH: The address of the principal office of the Cooperative shall be Denton, Caroline County, Maryland, and the name and address of its resident agent shall be Wilbert L. Merriken, Denton, Caroline County, Maryland;

SIXTH: The names and addresses of the persons who shall constitute the Board of Directors of the Cooperative and who shall hold office until the first annual meeting of the members of the Cooperative or until their successors shall have been elected and qualified, are as follows:

<u>Directors</u>	<u>Addresses</u>
James A. Cottman	Princess Anne, Maryland
Herbert S. Ford	Kennedyville, Maryland
Harry A. Moore	Queen Anne, Maryland
Harry H. Nuttle	Denton, Maryland
Harvey C. Pusey	Snow Hill, Maryland
Martin C. Voss	Denton, Maryland
Donald E. Wheatley	Rhodesdale, Maryland

SEVENTH: Members of the Corporation shall automatically, upon completion of the conversion, become members of the Cooperative and a certificate evidencing such membership shall be issued to such member; and additional persons from time to time may become members of the Cooperative by:

- (a) Applying for membership and paying the membership fee as may be provided in the bylaws;
- (b) Agreeing to purchase from the Cooperative electric energy as specified in the bylaws; and
- (c) Agreeing to comply with and be bound by the governing law, the articles of incorporation of the Cooperative and the bylaws and any amendments thereto, and such rules and regulations as may from time to time be adopted by the board of directors;

provided, however, that no person, firm, corporation or body politic shall become a member unless and until he or it has been accepted for membership by the board of directors or the members. A husband

and wife may jointly become a member and their application for a joint membership may be accepted in accordance with the foregoing provisions provided the husband and wife comply jointly with the provisions of the above subdivisions (a), (b) and (c).

The Board of Directors shall have such powers of regulating the terms and conditions of membership as are permitted under the law.

EIGHTH: The Cooperative shall have all the powers permitted such cooperatives under the law, without specific enumeration herein.

NINTH: New bylaws for the Cooperative after conversion shall in the first instance be adopted by its Board of Directors. Thereafter, bylaws shall be adopted, amended or repealed by the members.

IN WITNESS WHEREOF, Choptank Co-operative, Inc., has caused these articles of conversion to be executed in its name by its President, and its corporate seal to be hereto affixed and attested by its Secretary, this 3rd day of February, 1942.

CHOPTANK CO-OPERATIVE, INC.

BY Martin C. Voss  
Martin C. Voss, President

(Corporate Seal)

ATTEST: Harry H. Nuttle  
Harry H. Nuttle, Secretary

STATE OF MARYLAND )  
COUNTY OF CAROLINE ) SS

I, Madaline C. Brown, a Notary Public of the State of Maryland, in and for Caroline County, aforesaid, do hereby certify that Martin C. Voss, whose name as President of Choptank Co-operative, Inc., a corporation, is signed to the foregoing articles of conversion, and who is known to me, acknowledged before me on this day that, being informed of the contents of the articles of conversion, he, as such officer and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand this 3rd day of February, 1942.

Madaline C. Brown  
Madaline C. Brown  
Notary Public

(Notarial Seal)

AFFIDAVIT OF COMPLIANCE  
WITH THE ELECTRIC COOPERATIVE  
ACT.

STATE OF MARYLAND )  
                          ) SS  
COUNTY OF CAROLINE )

          Martin C. Voss          , being first duly sworn on  
oath deposes and says that he is the President of Choptank  
Co-operative, Inc., and that the provisions of Section 479 of  
the Electric Cooperative Act, Section 479 of Article 23 of the  
Annotated Code of Maryland, Chapter 907 of Laws of Maryland,  
1941, in respect of the foregoing articles of conversion were  
duly complied with.

          Martin C. Voss            
President of Choptank  
Co-operative, Inc.

Subscribed and sworn to before  
me this 3rd day of February, 1942.

          Madaline C. Brown            
Notary Public

(Notarial Seal)

My Commission Expires May 3, 1943

**State Tax Commission**

UNION TRUST BUILDING

BALTIMORE, MD.

*Commission*

*Accepted*

Choptank Electric Cooperative, Inc.  
Denton  
Caroline County, Maryland

**Conversion**

You are advised that the Articles of ~~Amendment~~ of

"Choptank Co-Operative, Inc"

Converted under the name of:

"Choptank Electric Cooperative, Inc."

has been received and approved by the State Tax Commission of Maryland

this 5th day of February, 1942 and will be recorded.

The receipt of payment of the following fees due on account thereof is hereby acknowledged. Bonus Tax, \$ None Recording Fee, \$ 10.00.

STATE TAX COMMISSION OF MARYLAND,

by *[Signature]* .....