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Form **990-EZ**Department of the Treasury
Internal Revenue Service**Short Form**
Return of Organization Exempt From Income TaxUnder section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code
(except black lung benefit trust or private foundation)► Sponsoring organizations of donor advised funds, organizations that operate one or more hospital facilities,
and certain controlling organizations as defined in section 512(b)(13) must file Form 990 (see instructions)
All other organizations with gross receipts less than \$200,000 and total assets less than \$500,000
at the end of the year may use this form

► The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-1150

2010**Open to Public
Inspection**

A For the 2010 calendar year, or tax year beginning , 2010, and ending , 20

B Check if applicable:
☐ Address change
☒ Name change
☐ Initial return
☐ Terminated
☐ Amended return
☐ Application pending

C Name of organization
ROUGH RIDER ELECTRIC CHARITABLE FOUNDATION
 Number and street (or P O box, if mail is not delivered to street address) Room/suite
PO BOX 1038
 City or town, state or country, and ZIP + 4
DICKINSON, ND 58602-1038

D Employer identification number
81-6104261

E Telephone number
701-483-5111

F Group Exemption Number ►

G Accounting Method ☒ Cash ☐ Accrual Other (specify) ►

H Check ☒ if the organization is **not** required to attach Schedule B (Form 990, 990-EZ, or 990-PF).

I Website: ►

J Tax-exempt status (check only one) — ☒ 501(c)(3) ☐ 501(c) () ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

K Check ☒ if the organization is not a section 509(a)(3) supporting organization and its gross receipts are normally **not** more than \$50,000. A Form 990-EZ or Form 990 return is not required though Form 990-N (e-postcard) may be required (see instructions). But if the organization chooses to file a return, be sure to file a complete return

L Add lines 5b, 6c, and 7b, to line 9 to determine gross receipts. If gross receipts are \$200,000 or more, or if total assets (Part II, line 25, column (B) below) are \$500,000 or more, file Form 990 instead of Form 990-EZ ► \$ **27577**

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (see the instructions for Part I.)Check if the organization used Schedule O to respond to any question in this Part I ☒

Revenue	1	Contributions, gifts, grants, and similar amounts received	1	27577
	2	Program service revenue including government fees and contracts	2	
	3	Membership dues and assessments	3	
	4	Investment income	4	
	5a	Gross amount from sale of assets other than inventory	5a	
	b	Less: cost or other basis and sales expenses	5b	
	c	Gain or (loss) from sale of assets other than inventory (Subtract line 5b from line 5a)	5c	
	6	Gaming and fundraising events		
	a	Gross income from gaming (attach Schedule G if greater than \$15,000)	6a	
Expenses	b	Gross income from fundraising events (not including \$ of contributions from fundraising events reported on line 1) (attach Schedule G if the sum of such gross income and contributions exceeds \$15,000)	6b	
	c	Less: direct expenses from gaming and fundraising events	6c	
	d	Net income or (loss) from gaming and fundraising events (add lines 6a and 6b and subtract line 6c)	6d	
	7a	Gross sales of inventory, less returns and allowances	7a	
	b	Less: cost of goods sold	7b	
	c	Gross profit or (loss) from sales of inventory (Subtract line 7b from line 7a)	7c	
	8	Other revenue (describe in Schedule O)	8	
	9	Total revenue. Add lines 1, 2, 3, 4, 5c, 6d, 7c, and 8	9	27577
	10	Grants and similar amounts paid (list in Schedule O)	10	25970
	11	Benefits paid to or for members	11	
	12	Salaries, other compensation, and employee benefits	12	
	Net Assets	13	Professional fees and other payments to independent contractors	13
14		Occupancy, rent, utilities, and maintenance	14	
15		Printing, publications, postage, and shipping	15	
16		Other expenses (describe in Schedule O)	16	319
17		Total expenses. Add lines 10 through 16	17	26289
	18	Excess or (deficit) for the year (Subtract line 17 from line 9)	18	1288
	19	Net assets or fund balances at beginning of year (from line 27, column (A)) (must agree with end-of-year figure reported on prior year's return)	19	13732
	20	Other changes in net assets or fund balances (explain in Schedule O)	20	
	21	Net assets or fund balances at end of year. Combine lines 18 through 20	21	15020

For Paperwork Reduction Act Notice, see the separate instructions.

Cat No 106421

Form **990-EZ** (2010)

SCANNED JUN 28 2011

69 5

Part II **Balance Sheets.** (see the instructions for Part II.)
Check if the organization used Schedule O to respond to any question in this Part II ☐

Check if the organization used Schedule O to respond to any question in this Part II ☐

Part III	Statement of Program Service Accomplishments (see the instructions for Part III.)	Expenses
	Check if the organization used Schedule O to respond to any question in this Part III <input type="checkbox"/>	(Required for section

Check if the organization used Schedule O to respond to any question in this Part III ☐ (Required for section

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Describe what was achieved in carrying out the organization's exempt purposes. In a clear and concise manner, describe the services provided, the number of persons benefited, and other relevant information for each program title.

Expenses
(Required for section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts; optional for others)

(Grants \$ **25970**) If this amount includes foreign grants, check here ☐ **28a** **25970**

(Grants \$ **25970**) If this amount includes foreign grants, check here ☐ **28a** **25970**

29

(Grants \$) If this amount includes foreign grants, check here ☐ 29a

30

(Grants \$ _____) If this amount includes foreign grants, check here ☐ 30a

31	Other program services (describe in Schedule O)		
----	---	--	--

31a Other program services (describe in Schedule G) (Grants \$) If this amount includes foreign grants, check here ☐ 31a

32	Total program service expenses (add lines 28a through 31a)	32	25970
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Check if the organization used Schedule O to respond to any question in this Part IV ☐

Check if the organization used Schedule O to respond to any question in this Part IV ☐

Form 990-EZ (2010)

	Yes	No
45 Is any related organization a controlled entity of the organization within the meaning of section 512(b)(13)?	45	<input checked="" type="checkbox"/>
a Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? If "Yes," Form 990 and Schedule R may need to be completed instead of Form 990-EZ (see instructions)	45a	<input checked="" type="checkbox"/>
46 Did the organization engage, directly or indirectly, in political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I	46	<input checked="" type="checkbox"/>

Part VI Section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts only. All section 501(c)(3) organizations and section 4947(a)(1) nonexempt charitable trusts must answer questions 47–49b and 52, and complete the tables for lines 50 and 51.

Check if the organization used Schedule O to respond to any question in this Part VI ☒

	Yes	No
47 Did the organization engage in lobbying activities? If "Yes," complete Schedule C, Part II	47	<input checked="" type="checkbox"/>
48 Is the organization a school as described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	48	<input checked="" type="checkbox"/>
49a Did the organization make any transfers to an exempt non-charitable related organization?	49a	<input checked="" type="checkbox"/>
b If "Yes," was the related organization a section 527 organization?	49b	<input type="checkbox"/>

50 Complete this table for the organization's five highest compensated employees (other than officers, directors, trustees and key employees) who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each employee paid more than \$100,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
NONE				

f Total number of other employees paid over \$100,000

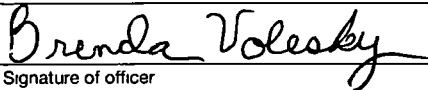
51 Complete this table for the organization's five highest compensated independent contractors who each received more than \$100,000 of compensation from the organization. If there is none, enter "None."

(a) Name and address of each independent contractor paid more than \$100,000	(b) Type of service	(c) Compensation
NONE		

d Total number of other independent contractors each receiving over \$100,000

52 Did the organization complete Schedule A? **Note:** All section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A ☐ Yes ☐ No

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Sign Here		5-26-11
	Signature of officer	Date
	BRENDA VOLESKY, TREASURER	
	Type or print name and title	

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name	Firm's EIN			
	Firm's address	Phone no			

May the IRS discuss this return with the preparer shown above? See instructions ☐ Yes ☐ No

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

ROUGH RIDER ELECTRIC CHARITABLE FOUNDATION

Employer identification number

81-6104261

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 ☐ A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i)**.
- 2 ☐ A school described in **section 170(b)(1)(A)(ii)**. (Attach Schedule E.)
- 3 ☐ A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii)**.
- 4 ☐ A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii)**. Enter the hospital's name, city, and state: _____
- 5 ☐ An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv)**. (Complete Part II.)
- 6 ☐ A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v)**.
- 7 ☒ An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 8 ☐ A community trust described in **section 170(b)(1)(A)(vi)**. (Complete Part II.)
- 9 ☐ An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2)**. (Complete Part III.)
- 10 ☐ An organization organized and operated exclusively to test for public safety. See **section 509(a)(4)**.
- 11 ☐ An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2). See **section 509(a)(3)**. Check the box that describes the type of supporting organization and complete lines 11e through 11h.
- a ☐ Type I b ☐ Type II c ☐ Type III—Functionally integrated d ☐ Type III—Other
- e ☐ By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2).
- f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box ☐
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

- (i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?
- (ii) A family member of a person described in (i) above?
- (iii) A 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s).

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U.S.?		(vii) Amount of support
			Yes	No	Yes	No	Yes	No	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)

(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	25803	25556	25441	25522	25970	128292
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3.	25803	25556	25441	25522	25970	128292
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4.						128292

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
7 Amounts from line 4	25803	25556	25441	25522	25970	128292
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 Total support. Add lines 7 through 10						128292
12 Gross receipts from related activities, etc. (see instructions)				12		128292
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2010 (line 6, column (f) divided by line 11, column (f))	14	100 %
15 Public support percentage from 2009 Schedule A, Part II, line 14	15	100 %
16a 33 1/3% support test—2010. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input checked="" type="checkbox"/>		
b 33 1/3% support test—2009. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2010. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2009. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II.
If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 Public support (Subtract line 7c from line 6.)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ►	(a) 2006	(b) 2007	(c) 2008	(d) 2009	(e) 2010	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 Total support. (Add lines 9, 10c, 11, and 12.)						
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

15 Public support percentage for 2010 (line 8, column (f) divided by line 13, column (f))	15	%
16 Public support percentage from 2009 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2010 (line 10c, column (f) divided by line 13, column (f))	17	%
18 Investment income percentage from 2009 Schedule A, Part III, line 17	18	%
19a 33 1/3% support tests—2010. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
b 33 1/3% support tests—2009. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization <input type="checkbox"/>		
20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions <input type="checkbox"/>		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

[illegible]

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.

► Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2010

**Open to Public
Inspection**

Name of the organization

ROUGH RIDER ELECTRIC CHARITABLE FOUNDATION

Employer identification number

81-6104261

PART 1 GRANTS - LINE 10: NO GRANTS EXCEEDING \$5000

PART I EXPENSES - LINE 16: DIRECTOR TRAVEL \$289; ND STATE FILINGS \$30 = \$319

BOX B AND PART V ORGANIZING DOCUMENT - LINE 34: NAME CHANGE FROM WEST PLAINS ELECTRIC CHARITABLE FOUNDATION TO

ROUGH RIDER ELECTRIC CHARITABLE FOUNDATION. AMENDED ARTICLES OF INCORPORATION AND NORTH DAKOTA SECRETARY

OF STATE FILING ATTACHED



HAZEN OFFICE
800 Highway Drive • Hazen, ND 58545-4737
701-748-2293 • Toll Free: 800-748-5533 • Fax: 701-748-6500

DICKINSON OFFICE
2156 4th Ave. E., P.O. Box 1038, Dickinson, ND 58602-1038
701-483-5111 • Toll Free: 800-627-8470 • Fax: 701-483-6057

www.roughriderelectric.com

October 20, 2010

RECEIVED

OCT 21 2010

Sec. of State

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck, ND 58505-0500

RE: Name Change

West Plains Electric Charitable Foundation Inc. recently filed a request for a name change to Roughrider Electric Charitable Foundation Inc. The board of directors of Roughrider Electric Cooperative Inc. met on September 30, 2010, and approved the name change. 23938100

We grant our consent to the Secretary of State to approve the name change per the enclosed application. A credit card payment authorization in the amount of \$10.00 is enclosed.

If you have any questions, please contact me at (701)483-5111.

Sincerely,

Deborah Zillich

Deborah Zillich
Director of Finance & Administration

DEZ/

Effective 1-1-11

NORTH DAKOTA

Filed 10-27 2010

Alvin D. Jensen
Secretary of State





**NONPROFIT CORPORATION
ARTICLES OF AMENDMENT**
SECRETARY OF STATE
SFN 13012 (07-2008)

RECEIVED

OCT 14 2010

Sec. of State

RECEIVED

OCT 21 2010

Sec. of State

FOR OFFICE USE ONLY

ID#	18,337,400
WO#	719256
Filed	10-27-10
By	LF

Effective 1-1-11

1. FILING FEE \$20.00

TYPE OR PRINT LEGIBLY

SEE INSTRUCTIONS REGARDING FEES, FILING AND MAILING.

2 The name of the corporation as reflected in the Articles of Incorporation on file with the Secretary of State

WEST PLAINS ELECTRIC CHARITABLE FOUNDATION INC.

3 Federal ID Number

81-6104261

4. Telephone Number

(701) 483-5111

5 Toll-free Telephone Number

6 Complete mailing address of the corporation's executive office (Street/RR, PO Box, City, State, Zip+4)

PO BOX 1038, DICKINSON, ND 58602-1038

2156 4th Ave E Dickinson ND 58601

7 The following amendment has been adopted pursuant to the North Dakota Nonprofit Corporation Act, N.D.C.C., Chapter 10-33

ARTICLE I - NAME CHANGE

THE NAME OF THE CORPORATION SHALL BE ROUGHRIDER ELECTRIC CHARITABLE FOUNDATION, INC.

ARTICLE VII - NAME CHANGE

THE CORPORATION SHALL HAVE ONE MEMBER, ROUGHRIDER ELECTRIC COOPERATIVE, INC.

Name change

approved 10-27-1

eff 1-1-2011

This is only
authorization will
receive from
state

8 The amendment shall be effective (check one)

☐

When filed with the Secretary of State

☒

Later on

January 1, 2011

(month, day, year)

9 The amendment was adopted on by one of the following methods. (check the appropriate method and complete the statement as necessary)

☐

Voting members adopted the amendment

☐

At a meeting held on

(month, day, year)

at which a quorum was present and the amendment received at least

two thirds of the votes cast by members present at the meeting and entitled to vote, or by proxy, OR

☐

By a consent in writing signed by all members entitled to vote

OR

☒

There being no voting members, a majority of the directors in office adopted the amendment at a meeting held on

October 5, 2010

(month, day, year)

10 "The undersigned, a person authorized by the corporation to sign this amendment, has read the foregoing Articles of Amendment, knows the contents thereof, and believes the statements made thereon to be true. I further authorize the Secretary of State to correct numbers 2 and 7 if not correctly reflected"

Signature

Deborah Zillich

Date

October 6, 2010

11 Name of person to contact about this document

DEBORAH ZILLICH

E-Mail Address

dzillich@roughnderelectric.com

Daytime Telephone Number

(701) 483-5111

ARTICLES OF INCORPORATION OF THE ROUGH RIDER ELECTRIC CHARITABLE FOUNDATION, INC.

The undersigned, natural person of 18 years or more, acting as incorporator of a corporation pursuant to Chapter 10-33, North Dakota Century Code, adopts the following Articles of Incorporation for such corporation.

ARTICLE I.

The name of the Corporation shall be Roughrider Electric Charitable Foundation, Inc.

ARTICLE II.

The Corporation's duration shall be perpetual.

ARTICLE III.

The purpose of this Corporation shall be to establish and maintain a fund or funds (including real property, personal property or both) and to use or apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, scientific, religious, and educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code of 1954, as amended (with a corresponding provision of any future United States Internal Revenue law).

ARTICLE IV.

This Corporation shall have no capital stock, and no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V.

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income taxation under 501(a) of the Code and as an organization described in 501(c)(3) of the Code, and which is other than a private foundation by reason of being described in 509(a)(1) or 501(a)(2) of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly.

ARTICLE VI.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII.

The Corporation shall have one member, Roughrider Electric Cooperative, Inc.

ARTICLE VIII.

The address of the registered office of the Corporation is: 2156 4th Avenue East, PO Box 1038, Dickinson, North Dakota 58602-1038. The name of the registered agent at such address is Deborah Zillich.

ARTICLE IX.

The number of directors constituting the initial Board of Directors of the Corporation shall be seven (7). The names and addresses of the persons who are to serve as initial directors are:

Rhonda Steffan
3840 126th Ave SW
South Heart, ND 58655

Leon Armbrust
2245 126th Ave SW
Belfield, ND 58622

Patty Erdle
3475 83rd Ave
Hebron, ND 58638

Thomas Knopik
1851 99th Ave SW
Gladstone, ND 58630

Sue Hutzenbiler
4790 Highway 85 S
Belfield, ND 58622

Orest Baranko
12836 19th St SW
Fairfield, ND 58627

Richard Wandler
11624 51st St SW
New England, ND 58647

ARTICLE X.

The name and address of the incorporator of the Corporation is David Schelkoph, 2156 5th Avenue East, P. O. Box 1038, Dickinson, North Dakota 58602-1038.

I, the above-named incorporator, being first duly sworn, state that I have read the foregoing Articles of Incorporation and know the contents thereof, and verily believe the statements therein to be true.

David Schelkoph

Subscribed and sworn to before me this _____ day of _____, 20____.

Notary Public, Stark County
For the State of North Dakota
My Commission Expires: _____

CONSENT OF REGISTERED AGENT

Deborah Zillich, named in the amended Articles of Incorporation of Roughrider Electric Charitable Foundation, Inc. as registered agent of said Corporation, does hereby consent and agree to act in such capacity.

Dated this ____ day of _____, 20 ____.

Deborah Zillich

STATE OF NORTH DAKOTA)
 : ss.
COUNTY OF STARK)

On this ____ day of _____, 20____, before me, a Notary Public in and for said County and State, personally appeared Deborah Zillich, known to me to be the person described herein and who executed the within and foregoing instrument, and acknowledged to me that he executed the same.

_____, Notary Public
For the State of North Dakota
My Commission Expires: _____

Amendment approved 10-5-2010 West Plains Electric Charitable Foundation Board Meeting

Amendment approved 1-15-2008 West Plains Electric Charitable Foundation Board Meeting

Approved 1-24-2008 West Plains Electric Cooperative Board Meeting