

**RESTATED ARTICLES OF INCORPORATION
OF
PIONEER UTILITY RESOURCES, INC.**

Pursuant to the Oregon Cooperative Corporation Act (including the present provisions thereof and future amendments thereto, the "Act"), the undersigned adopts the following articles of incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the cooperative corporation is Pioneer Utility Resources, Inc. (the "Cooperative").

ARTICLE II
PURPOSE

The purpose of the Cooperative is to engage in any lawful business permitted under the Act.

ARTICLE III
NO MEMBERSHIP STOCK; MEMBERSHIP FEE

The cooperative is organized without membership stock. The membership fee is \$10.00. A membership shall not be transferable.

ARTICLE IV
DISTRIBUTION OF COOPERATIVE ASSETS

Upon liquidation or dissolution of the Cooperative, its assets shall be distributed as follows: (1) first, to payment of all indebtedness of the Cooperative; (2) second, to payment of all allocated credits and each member's interest in the undistributed net earnings of the Cooperative (for which no allocations have as yet been made) as shown on its books as of the date of such liquidation or dissolution, on a prorate basis for each member without regard to either the date on which such credit accrued or the type of certificate, credit or interest; and (3) third, the balance, if any, remaining thereafter shall be prorated among all current patrons of the Cooperative as of the date of such liquidation or distribution in proportion to their respective patronage in proportion to their respective patronage. Notwithstanding the foregoing, any indebtedness due to the Cooperative from a member or patron may be offset by the Cooperative prior to the payment of any such amounts.

ARTICLE V
INDEMNIFICATION AND ADVANCEMENT OF EXPENSES

5.1 Indemnification. To the fullest extent permitted by the Act, the Cooperative shall indemnify any director or officer of the Cooperative made a party to a proceeding because the person is or was a director or an officer of the Cooperative against liability

incurred in that proceeding if (a) the conduct of the individual was in good faith; (b) the individual reasonably believed that his or her conduct was in the best interests of the Cooperative, or at least not opposed to its best interests; and (c) in the case of any criminal proceeding, the individual had no reasonable cause to believe his or her conduct was unlawful. Notwithstanding the foregoing, the Cooperative may not indemnify any director or officer in connection with (x) a proceeding by or in the right of the Cooperative in which the individual was adjudged liable to the Cooperative, or (y) any other proceeding charging improper personal benefit to the individual in which the individual was adjudged liable on the basis that personal benefit was improperly received by the individual.

5.2 Advancement of Expenses. The Cooperative may, but shall not be required, to pay for or reimburse the reasonable expenses incurred by a director or officer who is a party to a proceeding in advance of the final disposition of the proceeding to the fullest extent permitted by the Act.

5.3 Certain Definitions. For purposes of this Article V, the terms "director," "expenses," "liability," "officer," "party" and "proceeding" shall have the meanings given to them in ORS 62.462, as of the date these articles of incorporation are filed.

ARTICLE VI LIABILITY OF DIRECTORS

No director of the corporation shall be personally liable to the Cooperative or its members for monetary damages for conduct as a director; provided that this Article VI shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Act. No amendment to the Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission that occurs before the effective date of such amendment.

ARTICLE VII BYLAWS

The board of directors shall have the power to adopt, amend or repeal the bylaws or adopt new bylaws. Nothing herein shall deny the concurrent power of the shareholders to adopt, alter, amend or repeal the bylaws.

ARTICLE VIII ADDRESS FOR NOTICES

The mailing address of the corporation where the Corporation Division may mail notices is 5605 NE Elam Young Parkway, Hillsboro, OR 97124, Attention: President & CEO.