OFFICE OF THE SECRETARY OF STATE
OF THE STATE OF COLORADO

CERTIFICATE OF DOCUMENT FILED

I, Jena Griswold , as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached document is a true and complete copy of the

Articles of Incorporation

with Document # 20011241148 of
MAGNOLIA ROAD INTERNET COOPERATIVE

Colorado Cooperative Association

(Entity ID # 20011241148)

consisting of 7 pages.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 04/27/2023 that have been posted, and by documents delivered to this office electronically through 04/29/2023 @ 22:44:26.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 04/29/2023 @ 22:44:26 in accordance with applicable law. This certificate is assigned Confirmation Number 14921419 .

Secretary of State of the State of Colorado

**********End of Certificate**********

Notice: A certificate issued electronically from the Colorado Secretary of State's website is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Validate a Certificate page of the Secretary of State's website, https://www.coloradosos.gov/biz/CertificateSearchCriteria.do entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our website, https://www.coloradosos.gov click "Businesses, trademarks, trade names" and select "Frequently Asked Questions."

ARTICLES OF INCORPORATION

OF

MAGNOLIA ROAD INTERNET COOPERATIVE

The undersigned persons, over eighteen years old, acting as incorporators of a cooperative association under Article 55 of Title 7 of the Colorado Revised Statutes, as amended, adopts the following Articles of Incorporation.

FILED
DONETTA DAVIDSON
COLORADO SECRETARY OF STATE
20011241148 M
$ 100.00
SECRETARY OF STATE
12-20-2001 10:30:03

ARTICLE I

Name

The name of the cooperative association is Magnolia Road Internet Cooperative.

ARTICLE II

Purposes

The purposes of the business to be transacted shall be to buy property from and sell property to members, or to members and other patrons, and perform labor for or render other services to members as allowed for cooperative associations by law; however, it shall not deal in products, handle supplies, or provide services for nonmembers in an amount greater in value than as are handled by it for members. Such business shall not be carried on for profit but for the mutual benefit of all members.

In furtherance of the foregoing purposes, the cooperative association shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon cooperative associations organized under the laws of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its cooperative association purposes, in Colorado or elsewhere.

ARTICLE III

Registered Office and Registered Agent

The address of the initial principal place of business and registered office of the cooperative association is 91 Pine Glade Road, Nederland, Colorado, 80466, and the name of its initial registered agent at such address is George Watson.

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ARTICLE IV

Cooperative Association Existence

The cooperative association shall have perpetual existence, unless and until dissolved according to law.

ARTICLE V

Board of Directors

A. The number of directors of this cooperative association shall be fixed in accordance with the by-laws, except in no event shall there be fewer than three (3) directors.

B. The directors shall be elected for a two year term.

C. A majority of the directors shall be shareholders or members of the association, or representatives duly authorized in writing by a legal entity which is a shareholder or member.

D. The initial board of directors of the cooperative association shall consist of six (6) directors and the names and addresses of the persons who shall serve as directors until the first meeting of the shareholders and members, or until their successors are elected and shall qualify are:

George K. Watson, Managing Director, 91 Pine Glade Rd. Nederland, CO 80466, (303) 258-3703.

Greg Ching, Secretary, 18 Meadowland Court, Nederland, CO 80466 (303) 442-8855.

Allen Schmitt-Gordon, Treasurer 319 Pine Glade Rd., Nederland, CO 80466 (303) 258-0646.

Pablo Sanchez, 381 Porter Ranch Rd., Nederland, CO 80466, (303) 939-8897.

Rick Cobb, 107 Pine Glade Rd., Nederland, CO 80466, (303) 258-0203.

Paul Kolesnikoff, 188 Ponderosa Way, Nederland, CO 80466, (303) 642-7238.

ARTICLE VI

Capital Stock

The aggregate number of shares which the cooperative association shall have authority to issue is 1,000 shares of common stock, having no par value. The common stock of the cooperative association may be held only by a member of the cooperative association. No stockholder shall have more than one vote in any meeting of the association regardless of the number of shares owned by such shareholder. In the event the shareholder shall cease to be a member of the cooperative association, such shareholder shall have no rights or privileges on account of such stock, or vote or voice in the management or affairs of the cooperative association, other than the right to participate in accordance with law in case of dissolution, and the cooperative association shall have the right, at its option to;

(a) Purchase such stock at its book value, as determined by the board of directors; or

(b) Require the transfer of any such stock at such book value to any person eligible to hold the same.

In exercising its right to purchase or to require the transfer, if such holder fails to deliver the certificate or certificates evidencing the stock, after ten day written notice being sent by the cooperative association by certified mail, return receipt, postage prepaid, to the last known address of such holder, according to the books and records or the cooperative association, the cooperative association may cancel such certificate or certificates on its books and issue a new certificate or certificates of common stock to the party entitled, if any.

The common stock of the cooperative association may be transferred only with the consent of the board of directors of the cooperative association and on the books of the cooperative association, and then only to persons eligible to hold such stock; and no purported assignment or transfer of common stock shall pass to any person not eligible to hold the stock, any rights or privileges on account of such stock, or vote or voice in the management of the affairs of the association.

The cooperative association shall have a lien on any common stock issued to a member for all indebtedness, if any, of the member to the cooperative association.

ARTICLE VII

Membership

The number of memberships authorized is 1,000. The memberships of each member shall be pursuant to such uniform conditions as may be prescribed by its by-laws. The voting rights of the members of the cooperative association shall be equal, and no member shall have more than one vote.

The property rights and interests of each member shall be determined by the proportion that the patronage of each member shall bear to the total patronage of all the members with the cooperative association, after deducting for the common stock. In determining property rights and interests, all amounts allocated to each patron or evidenced by certificates of any kind shall be excluded, and, on dissolution, the equity interests of members and patrons shall be determined as provided in the by-laws of the cooperative association. New members admitted to membership shall be entitled to share in the property of the cooperative association in accordance with the foregoing general rule.

ARTICLE VIII

Cooperative Association Incorporators

The names and addresses of those persons, all of whom are residents of Colorado, filing these Articles of Incorporation are:

George K. Watson, Managing Director, 91 Pine Glade Rd. Nederland, CO 80466, (303) 258-3703.

Greg Ching, Secretary, 18 Meadowland Court, Nederland, CO 80466 (303) 442-8855.

Allen Schmitt-Gordon, Treasurer 319 Pine Glade Rd., Nederland, CO 80466 (303) 258-0646.

Pablo Sanchez, 381 Porter Ranch Rd., Nederland, CO 80466, (303) 939-8897.

Rick Cobb, 107 Pine Glade Rd., Nederland, CO 80466, (303) 258-0203.

Paul Kolesnikoff, 188 Ponderosa Way, Nederland, CO 80466, (303) 642-7238.

ARTICLE IX

Limitation on Liability

A. A director acting in his capacity as director for the cooperative association shall have no personal liability to the cooperative association or to its members or shareholders for monetary damages for breach of fiduciary duty as a director; except the director shall remain liable for: any breach of the director's duty of loyalty to the cooperative association or its members or shareholders; acts or omissions not in good faith or which involve intentional misconduct or knowing violations of law; or any transaction from which the director derived an improper personal benefit.

B. No director or officer shall be personally liable for any injury to person or property arising out of a tort committed by an employee unless such director or officer was personally involved in the situation giving rise to the litigation or unless such director or officer committed a criminal offense in connection with such situation.

C. All directors and officers shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by:

a. One or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented;

b. Legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person's professional or expert competence; or

c. In the case of a director, a committee of the board of directors of which the direct is not a member if the director reasonably believes the committee merits confidence.

D. If the Colorado law is hereafter amended to eliminate or limit further the liability of a director or officer, then, in addition to the elimination and limitation of liability provided by the preceding, the liability of each director or officer shall be eliminated or limited to the fullest extent permitted by Colorado law as so amended. Any repeal or modification of this Article IX shall not adversely affect any right or protection of a director or officer of the cooperative association under this Article IX, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article IX, prior to such repeal or modification.

ARTICLE X

Indemnification

The cooperative association shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person against all liability and expense, including attorneys' fees, incurred by reason of the fact that he is or was a director or officer of the cooperative association or, while serving as a director or officer of the cooperative association, he is or was serving at the request of the cooperative association as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, the cooperative association. The cooperative association shall also indemnify any person who is serving or has served the cooperative association as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the shareholders, members or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE XI

Conflicted Transactions

No contract or transaction between the cooperative association and one or more of its directors, or between the cooperative association and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, of have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes, approves, or ratifies the contract or transaction or solely because his or their votes are counted for such purpose if:

A. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee and the board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

B. The material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders and members entitled to vote thereon, and the contract or transaction is specifically authorized, approved, or ratified in good faith by vote of the shareholders and members; or

C. The contract or transaction was fair as to the cooperative association.

IN WITNESS THEREOF, the above named have signed these Articles of Incorporation, on the dates so indicated:

Dated: 9/30/01

Dated: 9/30/01

Dated: 9/30/01

Dated: 9/30/01

Dated: 10/19/01

Dated: 10/19/01

The undersigned consents to the appointment as initial registered agent of Magnolia Road Internet Cooperative.

George Watson