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State of Idaho

Department of State

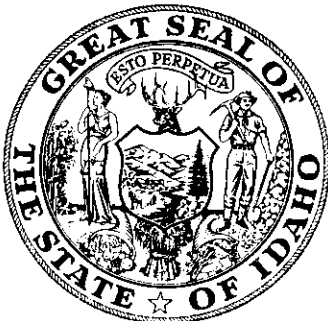
CERTIFICATE OF AMENDMENT OF

KOOTENAI ELECTRIC COOPERATIVE, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of KOOTENAI ELECTRIC COOPERATIVE, INC. duly signed and verified pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: June 7, 1993



Pete T. Cenarrusa
SECRETARY OF STATE

By

Lucy J. Clark

**ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF**

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KOOTENAI ELECTRIC COOPERATIVE, INC.

We, the undersigned president and secretary of Kootenai Electric Cooperative, Inc. do hereby certify the following:

1. That the Board of Directors of the Cooperative did adopt a resolution setting forth proposed amendments to the Articles of Incorporation of Kootenai Electric Cooperative, Inc. and directed that such proposed amendment be submitted to a vote of the members at the annual membership meeting.

2. Printed notice setting forth the proposed amendments to the Articles of Incorporation were sent to each member entitled to vote at such meeting within the time and in the manner provided by law.

3. The membership meeting at which the members adopted the proposed amendment was held on March 27, 1993 at the Coeur d'Alene Tribe Bingo Hall in Kootenai County, Idaho. A total of 503 members were present at such meeting, which constitutes a quorum for the purpose of adopting amendments to the Articles of Incorporation. By a majority vote of the members, the following amendments to the Articles of Incorporation of the Cooperative were adopted:

Article II of the Articles of Incorporation is amended to read as follows:

The purpose or purposes for which the Cooperative is formed are:

- (a) To generate, manufacture, purchase (including purchase of co-generated power under the Public Utilities Regulatory Policy Act and regulations promulgated thereunder), acquire and accumulate electric energy for its members only, and to transmit, distribute, furnish, sell and dispose of such electric energy to its members only, and to transmit or wheel electric energy for others, and to construct, erect, purchase, lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment and electric transmission and distribution lines or systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes;
- (b) To purchase, acquire and accumulate telecommunications programming, descrambling equipment, receiving and transmitting equipment and to transmit, distribute, furnish, sell, lease and dispose of such telecommunications equipment and service for the benefit of its members, and to construct, erect, purchase, lease as lessee and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange and mortgage plants, buildings, words, machinery, supplies, apparatus, equipment and telecommunications systems necessary, convenient or useful for carrying out and accomplishing any or all of the foregoing purposes;
- (c) To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate and in any manner dispose of franchises, rights, privileges, licenses, rights of way and easements necessary, useful, or appropriate to accomplish any or all of the purposes of the Cooperative;
- (d) To purchase, receive, lease as lessee, or in any other manner to acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of any and all real and personal property or any interest therein necessary, useful or appropriate to enable the Cooperative to accomplish any or all of its purposes;
- (e) To assist its members to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus and equipment of any and all kinds and

character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer or otherwise dispose of notes and other evidence of indebtedness and all security therefor;

- (f) To borrow money, to make and issue bonds, notes and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the Cooperative and to secure the payment of such bonds, notes or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, all or any of the property, rights, privileges or permits of the Cooperative, wheresoever situated, acquired or to be acquired;
- (g) To borrow monies and make loans or investments pursuant to the provisions of the Rural Development Act and the regulations promulgated by the Rural Electrification Administration;
- (h) To do and perform, either for itself or for its members, any and all acts and things, and to have and exercise any and all powers, as may be necessary or convenient to accomplish any or all of the foregoing purposes or as may be permitted by the Act under which the Cooperative is formed in the State of Idaho and in any other state of the United States of America. The Cooperative shall render no service to or for the public.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 19th day of May, 1993.



RODNEY SHRINER
President



WILLIAM H. BOEKEL
Secretary

STATE OF IDAHO)
) ss.
County of Kootenai)

WILLIAM H. BOEKEL, being first duly sworn upon his oath,
deposes and states as follows:

That he is the Secretary of Kootenai Electric Cooperative, Inc., that he has read the foregoing Amendment to the Articles of Incorporation, knows the contents thereof and believes the same to be true to the best of his knowledge and belief.

William H Boekel
WILLIAM H. BOEKEL

SUBSCRIBED AND SWORN to before me, STEPHEN M. AYERS, the undersigned notary public, this 19th day of May, 1993.

Stephen M. Ayers
Notary Public for Idaho
Residing at: Coeur d'Alene
Commission expires: Coeur d'Alene

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