

State of Idaho

Department of State

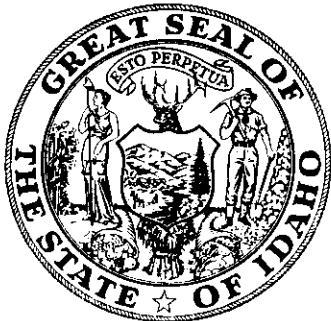
CERTIFICATE OF AMENDMENT OF

KOOTENAI ELECTRIC COOPERATIVE, INC.
File Number C 19925

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 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: May 2, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl DeRuis*

RECEIVED
REC'D. OF STATE
35 MAY 2 PM 2 27

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
KOOTENAI ELECTRIC COOPERATIVE, INC.

IDAH	SECRETARY OF STATE	85801	2	
19950502	0900	19950502	0900	
CK #:	4643	CUST#	15066	
CORP				30.00
				30.00 =

We, the undersigned president and secretary of Kootenai Electric Cooperative, Inc. (hereinafter referred to as "the Cooperative"), do hereby certify the following:

1. That the Board of Directors of the Cooperative on January 27, 1995 approved a proposal to amend 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 amendment 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 and the bylaws of the Cooperative.
3. The membership meeting at which the members adopted the proposed amendment was held on March 25, 1995 at the Coeur d'Alene High School in Kootenai County, Idaho. A total of 184 active members were personally present at such meeting, which constitutes a quorum for the purpose of transacting business. On the date of approval by the members, the number of memberships outstanding was 41,419, of which 10,836 were active memberships entitled to vote on the proposed amendment. The number of votes cast on the proposal, including those not personally present but cast by proxy, was 246. The total number of votes cast for the amendment was 235 and the

number of votes cast against the amendment was 11.

4. The proposed amendment to the Articles of Incorporation approved by the board of directors and the members of the Cooperative is as follows:

ARTICLE VIII

The Cooperative may amend, alter, change or repeal any provision contained in these Articles of Incorporation upon a resolution duly adopted by the Board of Directors, followed by the affirmative vote of two-thirds (2/3) of the total number of the active members present in person or by proxy, or by a majority of the voting power of the Cooperative, whichever is less, at any regular or special meeting, provided the notice of such meeting shall have contained a copy of the proposed alteration, amendment or repeal.

5. Approval of the amendment by other persons or entities was not, and is not, required by law, contract, the articles of incorporation or bylaws of Kootenai Electric Cooperative, Inc.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 27th day of April, 1995.

William H. Boekel
WILLIAM H. BOEKEL
President
Rodney L. Shriner
RODNEY L. SHRINER
Secretary

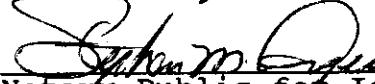
STATE OF IDAHO)
County of Kootenai) ss.

RODNEY L. SHRINER, 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.

edge and belief.
Rodney L. Shriner
RODNEY L. SHRINER

SUBSCRIBED AND SWORN to before me, STEPHEN M. AYERS, the
undersigned notary public, this 3rd day of April, 1995.



Notary Public for Idaho
Residing at: Coeur d'Alene
Commission expires: 12/28/2000