



John Y. Brown III
Secretary of State

Certificate of Existence

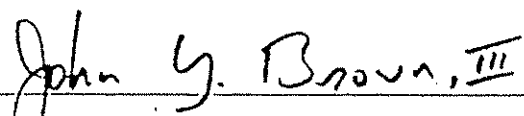
I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

CLARK ENERGY COOPERATIVE, INC.

is a nonprofit corporation duly organized and existing under KRS Chapter 273, whose date of incorporation is March 18, 1940 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 273.3671 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 8th day of September, 2000.



JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky
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AMENDMENT OF ARTICLES OF INCORPORATION *JS*
 OF *MAY 23 9 03 AM '97*
 CLARK RURAL ELECTRIC COOPERATIVE CORPORATION

JOHN H. BOGGS, JR.
 SECRETARY OF STATE
 COMMONWEALTH OF KENTUCKY
John H. Boggs, Jr.

KNOW ALL MEN BY THESE PRESENTS:

That we, Overt L. Carroll, President, and William N. Curry, Secretary, of Clark Rural Electric Cooperative Corporation (hereinafter called the "Corporation") do hereby certify:

That at a meeting of the Directors of the Corporation duly held on the 22nd day of April, 1997, in conformity with the constitution and laws of the Commonwealth of Kentucky, it was unanimously resolved that the amendments of the Articles of Incorporation of the Corporation hereinafter set forth be approved and recommended to the members for approval.

Further, at a meeting of the members of the Corporation duly held on the 12th day of May, 1997, in conformity with the constitution and laws of the Commonwealth of Kentucky, the following amendments of the Articles of Incorporation of the Corporation were adopted by a majority of the votes entitled to be cast by the members present in person and voting at said meeting:

1. Article I of the Articles of Incorporation shall be amended to read as follows:

ARTICLE I

The name of the Corporation shall be Clark Energy Cooperative, Inc.

2. Article II of the Articles of Incorporation shall be amended to read as follows:

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ARTICLE II

The purpose for which the Corporation is organized is to produce, transmit, distribute, furnish, supply or sell electric energy to its members and non-members to the extent permitted by Kentucky law, and to engage in the transaction of any and all lawful activities authorized for Kentucky corporations pursuant to Kentucky law.

3. Section 2 (a) of Article VIII of the Articles of Incorporation shall be amended to read as follows:

ARTICLE VIIISection 2.

(a) Signing the membership application specified in the bylaws:

4. Section 4 of Article VIII of the Articles of Incorporation shall be amended to read as follows:

ARTICLE VIIISection 4.

Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. At all meetings of the members at which a quorum is present, all questions shall be decided by a vote of a majority of the members voting thereon in person, except as otherwise provided by law, or these Articles of Incorporation. No proxy voting shall be valid. If a husband and wife hold a joint membership they shall jointly be entitled to one (1) vote and no more upon each matter submitted to a vote of a meeting of the members.

IN WITNESS WHEREOF, Overt L. Carroll and William N. Curry have made, signed and acknowledged these Amendments of Articles of Incorporation of Clark Rural Electric Cooperative Corporation (hereafter "Clark Energy Corporation, Inc."), in triplicate originals, this the 22 day of May, 1997.

CLARK RURAL ELECTRIC COOPERATIVE CORPORATION, INC.

By: [Signature]
Overt L. Carroll, President

ATTEST:

[Signature]
William N. Curry
Secretary

STATE OF KENTUCKY)
)
COUNTY OF CLARK)

I, Dana J. Graham, Notary Public within and for the State and County aforesaid do certify that on this date the foregoing instrument of writing was produced to me in my County by Clark Rural Electric Cooperative Corporation by its authorized representatives, Overt L. Carroll, President, and William N. Curry, Secretary, parties thereto, and was by them signed, acknowledged and delivered as and for their free act and deed and the free act and deed of Clark Rural Electric Cooperative Corporation.

My commission expires: April 15, 2000

Witness my hand on this the 22 day of May, 1997.

[Signature]
Notary Public, State at Large

PREPARED BY THE UNDERSIGNED
MEMBER OF THE LAW FIRM OF
GRANT, ROSE & PUMPHREY
51 SOUTH MAIN STREET, WINCHESTER,
KENTUCKY 40391 - (606) 744-6828

Robert Lee Mc

DOCUMENT NO: 43057
RECORDED ON MAY 27, 1997 02:25:42PM
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COUNTY CLERK: ANITA JONES
COUNTY: CLARK COUNTY
DEPUTY CLERK: DONNA BLACK

BOOK 14 PAGE 317

STATE OF KENTUCKY }
COUNTY OF CLARK } SS

I, Anita S. Jones, Clerk of Clark County, KY, do certify that the foregoing is a true and correct copy of Amend of Article 5
AS SAME appears of record in my said office in Act Book

14 Page 317
Given under my hand this, the day of July 12 2007

ANITA S. JONES, COUNTY CLERK
CLARK COUNTY, KENTUCKY
By Donna K. Black D.C.