

FILED
SECRETARY OF STATE
SAM REED

JANUARY 3, 2011

STATE OF WASHINGTON

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION
OF
CAMANO COOPERATIVE WATER ~~&~~ ^{AND} POWER COMPANY

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Articles of Amendment of the Amended Articles of Incorporation of **CAMANO COOPERATIVE WATER & POWER COMPANY**, a Washington non-profit corporation organized and existing under RCW Ch. 24.06, filed with the Washington Secretary of State on February 14, 1983, are hereby executed by such corporation as follows:

1. Name of the Corporation. The name of the corporation is **CAMANO COOPERATIVE WATER ~~&~~ ^{AND} POWER COMPANY**.
2. Amendments. The Amendments to the Articles of Incorporation of such corporation are as follows:

First Amendment. Article VI of the Articles of Incorporation filed with the Washington Secretary of State on February 14, 1983 is amended and restated in full as follows:

The number of shares of capital stock of the corporation shall be six-hundred-ninety-eight (698). The shares shall be without par value. The price of the shares shall be as determined by the Board of Trustees from time to time.

Second Amendment. Article VII of the Articles of Incorporation filed with the Washington Secretary of State on February 14, 1983 is amended and restated in full as follows:

The address of the registered office of the corporation shall be 994 S. Gary Lane, Camano Island, Island County, Washington.

3. Adoption Date. The date of the adoption of such Amendment is November 20, 2010.
4. Manner of Adoption. These articles of amendment were approved by a vote of the members of the corporation at their annual meeting held on November 20, 2010. All members were entitled to vote. A quorum of the members was present at such meeting and this amendment received at least two-thirds of the votes which members of the corporation were entitled to cast, whether present at such meeting in person, by mail, or represented by proxy.
5. Certification. The undersigned hereby certify that he is the President of the corporation and is authorized to execute these Articles of Amendment on behalf of the corporation.

DATED this 6th day of December, 2010

AND
CAMANO COOPERATIVE WATER & POWER COMPANY

By James M. Bremick
President

ARTICLES OF AMENDMENT