

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72)

Examiner

Name
Approved

We, Charles S. McLaughlin, Jr., *President / *Vice President,

and Margaret T. Downey, *Clerk / *Assistant Clerk,

of Cape & Vineyard Electric Cooperative, Inc.
(Exact name of corporation)

located at 3195 Main Street, Barnstable, MA 02630
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

VI

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on February 7, 20 08, by vote of:

N/A shares of _____ of _____ shares outstanding,
(type, class & series, if any)

N/A shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

N/A shares of _____ of _____ shares outstanding,
(type, class & series, if any)

- C
- P
- M
- R.A.

~~being at least a majority of each type, class or series outstanding and entitled to vote thereon; / or ²being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby;~~

Being the Board of Directors as the corporation has no stockholders.

*Delete the inapplicable words. **Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

Change the total authorized to:

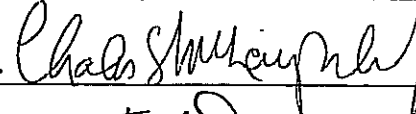
WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:		Common:		
Preferred:		Preferred:		

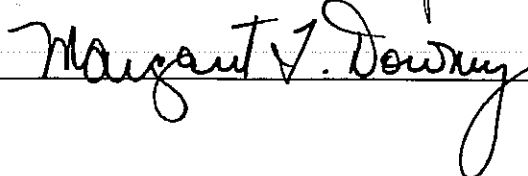
Article VI - See attached.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

Later effective date: _____.

SIGNED UNDER THE PENALTIES OF PERJURY, this 15th day of February, 20 08.

Charles S. McLaughlin, Jr.  ~~President / Vice-President.~~

Margaret T. Downey  ~~Clerk / Assistant Clerk.~~

*Delete the inapplicable words.

Articles of Amendment

Article VI

Page 1 of 1

CAPE & VINEYARD ELECTRIC COOPERATIVE, INC.

ARTICLE VI is hereby amended to include the following:

m. Partnerships. The Cooperative will not enter into any joint venture, partnership or other arrangement that will be treated as a partnership for Federal income tax purposes with any entity, unless that entity is a state or political subdivision of a state or is exempt entity under Internal Revenue Code Section 115.

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT
(General Laws, Chapter 156B, Section 72)

I hereby approve the within Articles of Amendment and, the filing fee in the amount of \$ _____ having been paid, said articles are deemed to have been filed with me this _____ day of _____ 20 _____ .

Effective date: _____

WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

Contact information:

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BCK Law, P.C.

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A copy this filing will be available on-line at www.state.ma.us/sec/cor once the document is filed.