ARTICLES OF AMENDMENT TO THE ARTICLES OF CONVERSION OF BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

Pursuant to the provisions of Alaska Statute 10.25, BARROW UTILITIES & ELECTRIC COOPERATIVE, INC., adopts these Articles of Amendment to the Articles of Conversion.

The name of the cooperative is BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

The address of the cooperative's principal office is 1295 Agvik Street, Barrow, AK 99723.

The following amendment to the Articles of Conversion was adopted by the membership of the cooperative in the manner prescribed by Alaska Statute 10.25.210.

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

ARTICLE VIII

Membership in the cooperative shall be as follows:

1. All persons who agree to use electric energy or other utilities furnished by the cooperative may become members of the cooperative. Other qualifications and limitations of membership may be prescribed in the bylaws.

Membership in the cooperative shall not be transferable.

SEAN.

BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.

PRICE E. BROWER
President, Board of Directors

ARTICLES OF AMENDMENT TO THE ARTICLES OF CONVERSION OF BARROW UTILITIES & ELECTRIC COOPERATIVE, INC. Page 1

ATTEST:	
By: 1/2	
// Josiah B. Patkotak	
Secretary/Treasurer	(CORPORATE SEAL)
STATE OF ALASKA)
SECOND JUDICIAL DISTRICT	: ss.)
for the State of Alaska, duly sworn BROWER, known to me and to m ELECTRIC COOPERATIVE, INC.	FY that before me, the undersigned, a Notary Public in and and commissioned as such, personally appeared PRICE E. the known to be the President of BARROW UTILITIES & and he acknowledged to me that he knew the contents of ticles of Conversion, and acknowledged the same to be the uthority of its Board of Directors.
IN WHITNESS WHI day of April , 20	EREOF, I have hereunto set my hand and notarial seal this 18.
MULUGAYEYE FETUTEUA Novay Pyblich Novay Pyblich Novay Pyblich My Commission Expirés Sep 12, 2020	Notary Public in and for the State of Alaska My commission expires: September 12, 20 30
STATE OF ALASKA) : ss.
SECOND JUDICIAL DISTRICT)
for the State of Alaska, duly s Josiah B. Parkotak BARROW UTILITIES & ELECTR he knew the contents of the for	FY that before me, the undersigned, a Notary Public in and sworn and commissioned as such, personally appeared, known to me and to me known to be the Secretary of IC COOPERATIVE, INC., and he acknowledged to me that regoing Amendment to the Articles of Conversion, and ct of said corporation done by the authority of its Board of
20 day of April 20	EREOF, I have hereunto set my hand and notarial seal this 18.

Notary Public in and for the State of Alaska
My commission expires: September 12, 2020

Mulugarer & Difu

AFFIDAVIT

STATE OF A	LASKA)
SECOND JUI	DICIAL DISTRICT	: ss.)
	I, the undersigned, b	peing first duly sworn upon oath, depose and state:
	1. That I am the	e President of Barrow Utilities & Electric Cooperative, Inc.;
to the memb		posed amendment to the Articles of Conversion was presented notice of the membership meeting set forth the proposed
than two-third	3. That the prods of those members v	posed amendment was approved by affirmative vote of more voting on it;
the Articles of the seal of the	f Conversion on beha	proper officer executed and acknowledged the Amendment to llf of the cooperative, and the Secretary affixed and attested to
requirements amendment.		of Amendment to the Articles of Conversion contain all the and .220, and meet all other statutory requirements for
	Further affiant sayet	h naught.
DATED at Utqia		ik, Alaska, this 18th day of April, 2018.
		PRICE E. BROWER, President BARROW UTILITIES & ELECTRIC COOPERATIVE, INC.
<u>April</u>	SUBSCRIBED A , 2018.	ND SWORN TO before me this 181 day of Notary Public in and for Alaska Notary Public in and for Alaska
		My commission expires: September 12, 2020