

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.

EXECUTED AND ACKNOWLEDGED this 18th day of April, 2018,
at Utqiagvik, Alaska.

BARROW UTILITIES & ELECTRIC
COOPERATIVE, INC.



PRICE E. BROWER
President, Board of Directors



ATTEST:

By:

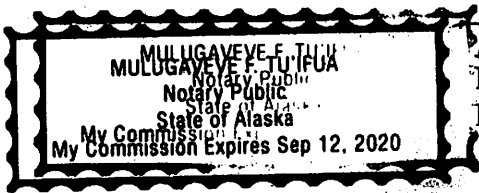
Josiah B. Patkotak
Josiah B. Patkotak
Secretary/Treasurer

(CORPORATE SEAL)

STATE OF ALASKA)
: ss.
SECOND JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, the undersigned, a Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared PRICE E. BROWER, known to me and to me known to be the President of BARROW UTILITIES & ELECTRIC COOPERATIVE, INC., and he acknowledged to me that he knew the contents of the foregoing Amendment to the Articles of Conversion, and acknowledged the same to be the act of said corporation done by the authority of its Board of Directors.

IN WHITNESS WHEREOF, I have hereunto set my hand and notarial seal this 18th day of April, 2018.



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

STATE OF ALASKA)
: ss.
SECOND JUDICIAL DISTRICT)

THIS IS TO CERTIFY that before me, the undersigned, a Notary Public in and for the State of Alaska, duly sworn and commissioned as such, personally appeared Josiah B. Patkotak, known to me and to me known to be the Secretary of BARROW UTILITIES & ELECTRIC COOPERATIVE, INC., and he acknowledged to me that he knew the contents of the foregoing Amendment to the Articles of Conversion, and acknowledged the same to be the act of said corporation done by the authority of its Board of Directors.

IN WHITNESS WHEREOF, I have hereunto set my hand and notarial seal this 20th day of April, 2018.

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

