

Secretary of State  
Corporations Division  
Suite 315, West Tower  
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Atlanta, Georgia 30334-1530

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SUTHERLAND, ASBILL & BRENNAN, L.L.P.  
ELIZABETH MCCLURKIN  
999 PEACHTREE ST.  
ATLANTA, GA 30309

**CERTIFICATE OF NAME CHANGE AMENDMENT**

I, Lewis A. Massey, Secretary of State and the Corporation  
Commissioner of the State of Georgia, do hereby certify under  
the seal of my office that

**OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP GENERATION &  
TRANSMISSION  
A DOMESTIC NONPROFIT CORPORATION)**

has filed articles of amendment in the office of the Secretary of  
State changing its name to

**OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP CORPORATION)**

and has paid the required fees as provided by Title 46 of the  
Official Code of Georgia Annotated. Attached hereto is a true and  
correct copy of said articles of amendment.

WITNESS my hand and official seal in the City of Atlanta and the  
State of Georgia on the date set forth above.

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*Lewis A. Massey*

Lewis A. Massey  
Secretary of State

ARTICLES OF AMENDMENT  
TO RESTATED ARTICLES OF INCORPORATION  
OF OGLETHORPE POWER CORPORATION  
(AN ELECTRIC MEMBERSHIP GENERATION  
& TRANSMISSION CORPORATION)

I.

The name of the Corporation, which was organized under the Georgia Electric Membership Corporation Act, is "OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP GENERATION & TRANSMISSION CORPORATION)."

II.

The amendment adopted is to amend Article I of the Restated Articles of Incorporation of the Corporation to change the name of the corporation to "OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP CORPORATION)" so that, as amended, Article I is as follows:

I.

The name of the Corporation is "OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP CORPORATION)."

III.

The amendment was adopted by the Members of the Corporation at a special meeting held on November 11, 1996. The Member vote required to adopt the amendment was twenty (20), the number of Members present and entitled to vote on adoption of the amendment was thirty-eight (38), and the number of Members who voted for the amendment was thirty-eight (38).

DULY EXECUTED and delivered, under seal, by the undersigned as of March 11, 1997.

OGLETHORPE POWER CORPORATION  
(AN ELECTRIC MEMBERSHIP  
GENERATION & TRANSMISSION  
CORPORATION)

(CORPORATE SEAL)



By: *T.D. Kilgore*  
T.D. Kilgore  
President and Chief Executive Officer

Attest: *Patricia N. Nash*  
Patricia N. Nash  
Assistant Secretary

SECRETARY OF STATE  
MAR 11 1 44 PM '97  
BSR (1)

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CERTIFICATE

THIS DOCUMENT RECEIVED  
AND FILED IN THE OFFICE  
OF THE SECRETARY OF STATE.

BY: M. Mater

DATE: 7/26/88

RESTATED ARTICLES OF INCORPORATION  
OF OGLETHORPE POWER CORPORATION  
(AN ELECTRIC MEMBERSHIP GENERATION  
& TRANSMISSION CORPORATION)

ARTICLE I.

The name of the Corporation is "OGLETHORPE POWER CORPORATION (AN ELECTRIC MEMBERSHIP GENERATION & TRANSMISSION CORPORATION)."

ARTICLE II.

The Corporation is organized pursuant to the Georgia Electric Membership Corporation Act, O.C.G.A. Section 46-3-170 et. seq. (Georgia Acts 1981, page 1587 et. seq.)

ARTICLE III.

The duration of the Corporation shall be perpetual.

ARTICLE IV.

The purposes for which the Corporation is formed are: to generate, manufacture, purchase, acquire and accumulate electric energy; and to transmit, distribute, sell, furnish and dispose of electrical energy and service to its members and others; to assist its members in the efficient and economical use of energy; to engage in research and to promote and develop energy conservation and sources and methods of conserving, producing, converting and delivering energy; and to engage in any lawful act or activity related to the foregoing purposes or necessary or convenient to effect the foregoing purposes.

ARTICLE V.

The Corporation shall have all powers of a Corporation organized under the Georgia Electric Membership Corporation Act.

ARTICLE VI.

The bylaws of the Corporation may provide for the election of alternate directors, who shall have the duties prescribed in the bylaws.

ARTICLE VII.

A director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of duty of care or other duty as a director, except for liability:

- (i) For any appropriation, in violation of his duties, of any business opportunity of the Corporation;
- (ii) For acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; or

(iii) For any transaction from which the director derives an improper personal benefit.

The liability of directors shall be deemed further limited or eliminated to the fullest extent permitted by changes in the law governing the Corporation. Any repeal or modification of the provisions of this Article VII shall not adversely affect the duty, liability, rights or protection of a director existing at the time of such repeal or modification.

These restated Articles of Incorporation (the "Restatement") amend all provisions of the Articles of Incorporation as heretofore amended. The Restatement was authorized by the members of the Corporation on July 11, 1988, at a meeting at which a quorum was present, by an affirmative vote of 39 members. 39 members were present at the meeting and were entitled to vote on the Restatement. The member vote required to adopt the Restatement is a majority vote of the members present and voting at which a quorum is present. This Restatement supersedes the Articles of Incorporation as heretofore amended and restated.

The undersigned, President and Chief Executive Officer of the Corporation, does hereby certify to the foregoing Restatement and to the lawful adoption of the Restatement by the members of the Corporation.

IN WITNESS WHEREOF, the undersigned does hereby execute this Restatement.

OGLETHORPE POWER CORPORATION  
(AN ELECTRIC MEMBERSHIP GENERATION &  
TRANSMISSION CORPORATION)

BY: /s/ F. F. Stacy  
President and Chief Executive Officer

(CORPORATE SEAL)

ATTEST:

/s/ Gary T. Drake