

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

FILED

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CLERK OF SUPERIOR COURT
DEKALB COUNTY, GEORGIA

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

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,

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

OGLETHORPE POWER CORPORATION

(CORPORATE SEAL)

GENERATION & TRANSMISSION
CORPORATION)

(CORPORATE SEAL)

A handwritten signature in cursive script, appearing to read "T. D. ...", is written over the text of the Generation & Transmission Corporation.

THIS DOCUMENT RECEIVED

RESTATED ARTICLES OF INCORPORATION

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 or receives any 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.