

ARTICLES OF DISSOLUTION**OF****CHARLESTON BOTTOMS RURAL ELECTRIC COOPERATIVE CORPORATION**

Pursuant to KRS Chapter 279, Charleston Bottoms Rural Electric Cooperative Corporation executes the following Articles of Dissolution.

1. The name of the corporation is Charleston Bottoms Rural Electric Cooperative Corporation.
2. The articles of incorporation were filed on December 31, 1971.
3. The corporation elects to dissolve.
4. The name and post office address of each of its directors and the name, title and post office address of each of its officers is as follows:

TITLE	NAME	ADDRESS
Director	Wade May	P.O. Box 707, Winchester, KY 40392-0707
Director	E.A. Gilbert	P.O. Box 707, Winchester, KY 40392-0707
Director	William P. Shearer	P.O. Box 707, Winchester, KY 40392-0707
Director	Elbert Hampton	P.O. Box 707, Winchester, KY 40392-0707
Director	R. Wayne Stratton	P.O. Box 707, Winchester, KY 40392-0707
Director	Michael Adams	P.O. Box 707, Winchester, KY 40392-0707
Director	Landis Cornett	P.O. Box 707, Winchester, KY 40392-0707
Director	Joe Spalding	P.O. Box 707, Winchester, KY 40392-0707
Director	Paul Hawkins	P.O. Box 707, Winchester, KY 40392-0707
Director	Alan Ahrman	P.O. Box 707, Winchester, KY 40392-0707
Director	Jimmy Longmire	P.O. Box 707, Winchester, KY 40392-0707
Director	Ken Arrington	P.O. Box 707, Winchester, KY 40392-0707
Director	A. L. Rosenberger	P.O. Box 707, Winchester, KY 40392-0707
Director	Don Shuffett	P.O. Box 707, Winchester, KY 40392-0707
Director	Lonie Vice	P.O. Box 707, Winchester, KY 40392-0707
President and CEO	Anthony S. Campbell	P.O. Box 707, Winchester, KY 40392-0707
Chairman	Paul C. Hawkins	P.O. Box 707, Winchester, KY 40392-0707
Secretary	A.L. Rosenberger	P.O. Box 707, Winchester, KY 40392-0707
Treasurer	A.L. Rosenberger	P.O. Box 707, Winchester, KY 40392-0707
Vice-Chairman	Wade May	P.O. Box 707, Winchester, KY 40392-0707

5. Timing of Distributions. The corporation shall distribute its assets at such time following the time the dissolution becomes effective as the officers deem appropriate but not later than December 31, 2012; provided, that if not so distributed, then all of the assets of the corporation may be distributed at any time thereafter, but all the assets of the corporation distributed pursuant to the dissolution shall be so distributed either (i) within a single taxable year of the corporation, or (ii) within three years after the close of the taxable year of the corporation within which is made the first of any series of distributions pursuant to the dissolution.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned, duly authorized officers of the Company,
have executed these Articles of Dissolution this 10 day of October, 2012.

Anthony S. Campbell
Anthony S. Campbell, President and CEO

A.L. Rosenberger
A.L. Rosenberger, Secretary

STATE OF KENTUCKY)
) SS:
COUNTY OF CLARK)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 28th day of September, 2012, by Anthony S. Campbell, President and CEO of Charleston Bottoms Rural Electric Cooperative Corporation.

Jeri K. Combs
Notary Public
My Commission Expires: 12/20/12
Notary I.D. #: _____

STATE OF KENTUCKY)
) SS:
COUNTY OF HARDIN)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 3rd day of October, 2012, by A.L. Rosenberger, Secretary of Charleston Bottoms Rural Electric Cooperative Corporation.

Mildred L. Johnson
Notary Public
My Commission Expires: 11-4-2014
Notary I.D. #: 431211

AFFIDAVIT OF ANTHONY S. CAMPBELL AND A.L. ROSENBERGER

The undersigned Affiants, Anthony S. Campbell and A.L. Rosenberger, having first been duly sworn, state as follows:

1. Anthony S. Campbell is the duly elected President and CEO, and A.L. Rosenberger is the duly elected Secretary, of Charleston Bottoms Rural Electric Cooperative Corporation.

2. They were authorized to execute and file the foregoing Articles of Dissolution by a majority vote of all of the members of Charleston Bottoms Rural Electric Cooperative Corporation.

Further the Affiants sayeth naught.

Anthony S. Campbell
Anthony S. Campbell, President and CEO

A.L. Rosenberger
A.L. Rosenberger, Secretary

STATE OF KENTUCKY)
) :SS
COUNTY OF CLARK)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 28th day of September, 2012, by Anthony S. Campbell, President and CEO of Charleston Bottoms Rural Electric Cooperative Corporation.

Jeri K. Combs
Notary Public
My Commission Expires: 12/20/12
Notary I.D. #: _____

STATE OF KENTUCKY)
) :SS
COUNTY OF Hardin)

The foregoing instrument was subscribed, sworn to and acknowledged before me this 3rd day of October, 2012, by A.L. Rosenberger, Secretary of Charleston Bottoms Rural Electric Cooperative Corporation.

Mildred L. Johnson
Notary Public
My Commission Expires: 11-4-2014
Notary I.D. #: 431211