

0018050

RECEIVED & FILED
JUN 10 8 35 AM '97

AMENDMENT TO ARTICLES OF INCORPORATION
OF
FOX CREEK RURAL ELECTRIC COOPERATIVE CORPORATION

JOHNNY BROWN III
SECRETARY OF STATE
BY JOHN C. KENTUCKY

The undersigned, JODY E. HUGHES, is Chairman of the Board of Fox Creek Rural Electric Cooperative Corporation.

The undersigned, RICHARD E. CRUTCHER, is Secretary of the Corporation.

The undersigned do hereby certify that at a regularly called meeting of the Board of Directors of said Corporation held on January 2, 1997, by unanimous vote of all Directors of said Corporation, the following amendment to the Articles of Incorporation of said Cooperative Corporation was duly approved, and we certify that at a regular meeting of members of said Cooperative Corporation held on May 9, 1997, said amendment to the Corporate Articles was duly adopted by the members of the Corporation by a vote representing a majority of the votes entitled to be cast by the members present and voting at such meeting. Said amendment so approved and adopted being as follows:

Article V of the Articles of Incorporation is amended so that the same shall read as follows:

The number of Directors of the Corporation shall be not less than five (5), nor more than seven (7).



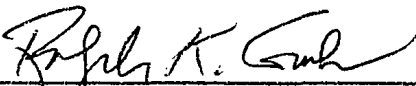
JODY E. HUGHES
CHAIRMAN OF THE BOARD

ATTEST:



RICHARD E. CRUTCHER
SECRETARY

STATE OF KENTUCKY
COUNTY OF ANDERSON

The foregoing Amendment to Articles of Incorporation of FOX CREEK RURAL ELECTRIC COOPERATIVE CORPORATION was acknowledged before me, a Notary Public, in and for the State of Kentucky, by JODY E. HUGHES, Chairman of the Board of the Corporation, for and on behalf of the Corporation, and by RICHARD E. CRUTCHER, Secretary of the Board of the Corporation, for and on behalf of the Corporation, this the 5th day of JUNE, 1997.


NOTARY/PUBLIC, STATE AT LARGE, KY
MY COMMISSION EXPIRES: 5-9-2001

THIS INSTRUMENT PREPARED BY:


Ralph K. Combs
Attorney at Law
Versailles, Kentucky 40383

F-2/FOX CREEK