

**ARTICLES OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MID-CONTINENT ENERGY MARKETERS ASSOCIATION
(a Minnesota Nonprofit Corporation)**

The undersigned, President of Mid-Continent Energy Marketers Association, a nonprofit corporation organized under the laws of the state of Minnesota (the "Corporation"), with the purpose of amending the Corporation's Articles of Incorporation under the provisions of Minnesota Statutes, Sections 317A.133 and 317A.139, hereby certifies:

1. The name of the corporation is Mid-Continent Energy Marketers Association.
2. Article Seven of the Articles of Incorporation is amended and restated in its entirety to read:

**ARTICLE SEVEN
MEMBERS**

"The membership of the Corporation shall consist of one or more classes. The Board of Directors shall have the authority to establish one or more classes of membership and shall fix the voting power, rights and preferences of each class in the Bylaws of the Corporation."

3. The Amendment to the Corporation's Articles of Incorporation was adopted in accordance with the provisions of Minnesota Statutes, Chapter 317A.

MID-CONTINENT ENERGY
MARKETERS ASSOCIATION

By: 
Name: Michael B. Critchley
Title: President