

**ARTICLES OF RESTATEMENT  
OF RAPPAHANNOCK ELECTRIC COOPERATIVE**

Rappahannock Electric Cooperative, pursuant to the provisions of the Utility Consumer Services Cooperatives Act, Title 56, Title 9.1, Code of Virginia, 1950, as amended, does hereby amend its Certificate of Consolidation, which was originally made on December 19, 1979, and accepted by the Virginia State Corporation Commission on January 1, 1980, by deleting the entire contents of the Certificate of Consolidation and substituting in the place thereof, this preamble and the following articles:

1. The name of the Cooperative is Rappahannock Electric Cooperative.
2. The territory in which the regulated electric distribution operations of the Cooperative are principally to be conducted is the Counties of Albemarle, Caroline, Clarke, Culpeper, Essex, Fauquier, Frederick, Goochland, Greene, Hanover, Highland, King and Queen, King William, Louisa, Madison, Orange, Page, Rappahannock, Rockingham, Shenandoah, Spotsylvania, Stafford, Warren, and the City of Winchester in the Commonwealth of Virginia.
3. The location of the principal office of the Cooperative and the post office address thereof is P.O. Box 7388, Fredericksburg, Virginia 22404-7388.
4. The number of directors shall be determined as provided in the bylaws, but the number shall not be less than nine or more than thirteen. The board of directors shall have the power to adopt and amend bylaws for the management and regulation of the affairs of the Cooperative, subject to the right of the members to alter or repeal such bylaws. The directors shall be elected by the members, provided, however, that any vacancy may be filled by the board of directors if so provided in the bylaws.
5. The period for the duration of the Cooperative shall be unlimited.
6. The terms and conditions upon which persons shall be admitted to membership in the Cooperative are that any natural person, firm, association, cooperative, corporation, limited liability company, business trust, partnership or body politic or other legal entity which is able to enter into a legally binding contract shall be eligible for membership, provided that he or it shall agree to use utility services supplied by the Cooperative and shall comply with and be bound by the articles of incorporation and bylaws of Rappahannock Electric Cooperative.
7. The Cooperative shall be a public service company and shall have the principal purpose of making energy, energy services, and other utility services available at the lowest cost consistent with sound economy and prudent management of the business of the Cooperative and such other purposes as related to the principal purpose as its membership shall approve. The Cooperative shall have the power to do any and all lawful acts or things.

**I HEREBY CERTIFY THIS TO BE  
A TRUE AND EXACT COPY  
BUTTON, YEAMAN & ASSOCIATES, P.C.**

The Articles of Restatement of Rappahannock Electric Cooperative were proposed and approved by the Board of Directors on June 25, 2009 and submitted to the members in accordance with the provisions of Chapter 10 of Title 13.1 of the Code of Virginia whereby it was approved. There was a quorum of the members present in person and by proxy entitled to vote on the amendment and the proposed amendment was adopted by receiving more than two-thirds of all of the votes cast by members present or represented by proxy at the meeting. The total number of votes cast for the amendment was 6,939 and the total number of votes cast against the amendment was 3, which was sufficient for approval.

Executed in the name of the corporation by:

August 20, 2009  
Date

Darlene Carpenter  
Darlene Carpenter, Vice Chairman

SCC ID No. 0201957-8