

FEDERAL IDENTIFICATION
NO. _____

Examiner

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Name
Approved

ARTICLES OF AMENDMENT (General Laws, Chapter 156B, Section 72) (General Laws, Chapter 164, Section 8A)

We, Richard Andre, *President / *Vice President,
and _____, *Clerk / *Assistant Clerk,
of Vineyard Power Cooperative, Inc.

(Exact name of corporation)

located at 1085 State Road, West Tisbury, MA 02575
(Street address of corporation in Massachusetts)

certify that these Articles of Amendment affecting articles numbered:

II and VI

(Number those articles 1, 2, 3, 4, 5 and/or 6 being amended)

of the Articles of Organization were duly adopted at a meeting held on October 19, 20 11, by vote of:

N/A* shares of _____ of _____ shares outstanding,
(type, class & series, if any)

N/A* shares of _____ of _____ shares outstanding, and
(type, class & series, if any)

N/A* shares of _____ of _____ shares outstanding,
(type, class & series, if any)

- C
- P
- M
- R.A.

¹being at least a majority of each type, class or series outstanding and entitled to vote thereon; / or ²being at least two-thirds of each type, class or series outstanding and entitled to vote thereon and of each type, class or series of stock whose rights are adversely affected thereby:

* Pursuant to MGL Chapter 164, Section 136, this entity has no capital stock; the amendment was approved by the Board of Directors without member approval and member approval was not required.

^{*}Delete the inapplicable words. ^{**}Delete the inapplicable clause.

¹ For amendments adopted pursuant to Chapter 156B, Section 70.

² For amendments adopted pursuant to Chapter 156B, Section 71.

Note: If the space provided under any article or item on this form is insufficient, additions shall be set forth on one side only of separate 8 1/2 x 11 sheets of paper with a left margin of at least 1 inch. Additions to more than one article may be made on a single sheet so long as each article requiring each addition is clearly indicated.

To *change* the number of shares and the par value (if any) of any type, class or series of stock which the corporation is authorized to issue, fill in the following:

The total *presently* authorized is:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	N/A*	Common:	N/A*	
Preferred:	N/A*	Preferred:	N/A*	

Change the total authorized to:

WITHOUT PAR VALUE STOCKS		WITH PAR VALUE STOCKS		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE
Common:	N/A*	Common:	N/A*	
Preferred:	N/A*	Preferred:	N/A*	

See following pages for amendments to Articles II and VI.

Articles II and VI of the Articles of Organization of Vineyard Power Cooperative, Inc. shall be amended to read as follows:

ARTICLE II

The purpose of the corporation is to engage in the following business activities:

To develop and/or own renewable and non-renewable electric generation facilities, and to procure and/or sell long term electric supply or other energy-related goods or services (including renewable energy certificate contracts) at competitive prices to its members and in furtherance of the foregoing purposes, to carry on any lawful business permitted for a cooperative corporation organized without capital stock under Chapter 164, Section 136 of the General Laws of the Commonwealth of Massachusetts, as now in force or as hereafter amended and for a corporation exempt from federal income tax under section 501(c)(12) of the Internal Revenue Code of 1986, as now in force or as hereinafter amended (the "Code").

ARTICLE VI

6.1 The directors may make, amend, or repeal the by-laws in whole or in part, except with respect to any provision thereof which by law or the by-laws requires action by the members.

6.2 Application of Chapter 164, Section 136. The corporation (the "Cooperative") is organized as a cooperative under, and the conduct and regulation of its business shall be subject to such provisions as are set forth in G.L. c. 164, Section 136 and Chapter 164, generally, as applicable to such a cooperative as well as subject to the rules and requirements applicable to an organization described in section 501(c)(12) of the Code. The Cooperative shall be organized and shall conduct its business primarily for the mutual benefit of its members as patrons of the Cooperative.

6.3 Membership. Any natural person, legal person, municipality, city, town, county, tribe or other business or governmental entity or instrumentality located on or resident on that portion of Dukes County in the Commonwealth of Massachusetts known as the island of Martha's Vineyard and which is a consumer of electric power goods and related services shall be eligible to apply for membership in the Cooperative.

6.4 Cooperative Property. Members shall have no individual or separate interest in the property or assets of the Cooperative except as provided herein.

6.5. Rights and Liability of Members. Unless otherwise required by law, members shall only be entitled to vote on the election of directors and on other such matters as may be set forth from time to time in the bylaws of the Cooperative. The members of the Cooperative are exempt from liability for any debts of the Cooperative to the fullest extent authorized by law. Each member shall be entitled to a distribution of the Cooperative's savings in proportion to the amount of business done with such member; however, the Cooperative's savings shall not include such funds as are needed to meet the reasonable needs of the Cooperative's business. No

member shall forfeit such rights in or interests to such savings due to such member upon withdrawal of such member from the Cooperative or upon termination of the Cooperative. Upon dissolution of the Cooperative, gains from the sale of appreciated assets shall be distributed, to the extent practicable, to all persons who were members during the period the assets were owned in proportion to the amount of business done with such members during that period.

6.6. **Liability of Directors.** No current or former director of the Cooperative shall be personally liable to the Cooperative or its members for monetary damages for or arising out of a breach of fiduciary duty as a director notwithstanding any provision of law imposing such liability; provided, however, that the foregoing shall not eliminate or limit the liability of a current or former director (i) for a breach of the director's duty of loyalty to the Cooperative or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Sections 61 or 62 of Chapter 156B of the General Laws of the Commonwealth of Massachusetts, or (iv) for any transaction from which the director derived an improper personal benefit. The foregoing provision shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date upon which the foregoing provision became effective. To the extent permitted by law, no amendment or deletion of the foregoing provisions of this paragraph which restricts or limits the protections provided thereunder to current or former directors shall be effective with respect to actions and omissions of the directors occurring prior to the date said amendment or deletion became effective.

6.7. **Amendment of Bylaws and Articles of Organization.** The power to make, amend or repeal bylaws or articles of organization shall be vested solely in the directors unless otherwise specified in the bylaws. Any amendment to these Articles of Organization requires the affirmative vote of two-thirds (2/3) of the directors then in office unless otherwise specified in the bylaws.

6.8. **Vacancies on the Board of Directors.** Any vacancy on the board of directors shall be filled in the same manner as the position was originally filled unless otherwise specified in the bylaws.

6.9. **Indemnification of Directors and Officers.** Except as may be limited in the bylaws, directors and officers may be indemnified to the fullest extent permitted by law.

The foregoing amendment(s) will become effective when these Articles of Amendment are filed in accordance with General Laws, Chapter 156B, Section 6 unless these articles specify, in accordance with the vote adopting the amendment, a *later* effective date not more than *thirty days* after such filing, in which event the amendment will become effective on such later date.

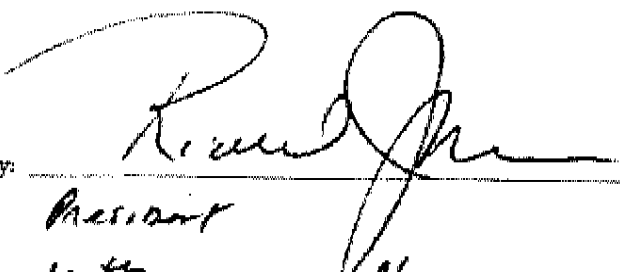
Later effective date: _____

SIGNED UNDER THE PENALTIES OF PERJURY, this _____ day of _____, 20 _____,

_____, Please see the attached signature, incorporated by reference. *President / *Vice President,

_____, *Clerk / *Assistant Clerk.

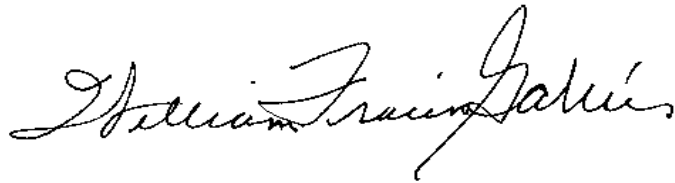
*Delete the inapplicable words.

Signed by: 
Title: President
On this 10th day of November, 2011

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are deemed to have been filed with me on:

November 23, 2011 12:26 PM

A handwritten signature in black ink, reading "William Francis Galvin". The signature is written in a cursive style with a large, prominent initial "W".

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth