



387477

Clay Electric Cooperative, Inc.

June 25, 1999

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

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*****35.00 *****35.00

RE: Twelve County Utility Company Document Number 387477
Restated Articles of Incorporation, Clay Electric Services, Inc.

Dear Sir or Madam:

Enclosed herewith please find an original and one copy of the Articles of Restatement and Certificate for Restated Articles of Incorporation, which we respectfully request, be filed on behalf of Twelve County Utility Company, now known as "Clay Electric Services, Inc." A check for the filing fee of \$35.00 accompanies these enclosures. No certified copies are requested. However, we would appreciate the return of a copy of the Articles with the filing information stamped thereon for our records. We have not included a certificate designating the registered office and agent since these documents do not change the currently filed certificate designating the registered office address as 225 West Walker Drive, Keystone Heights, Florida 32656, and its mailing address is Post Office Box 308, Keystone Heights, Florida 32656, or the registered agent as William C. Phillips.

Thank you in advance for your cooperation and assistance in this matter. In the event there is anything further you require from this office please do not hesitate to contact the undersigned.

Very truly yours,

CLAY ELECTRIC COOPERATIVE, INC.

William C. Phillips
General Manager and CEO

*Bobbie Harnois
authorized to take
word initial out
of #4*

FILED
99 JUL -9 AM 11:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WCP/rdh

Enclosures

*Restated article/nc
LPT 7-15-99*

FILED

99 JUL -9 AM 11: 13

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF RESTATEMENT

Restated Articles of Incorporation
of

Clay Electric Services, Inc.
a Florida corporation, formerly
Twelve County Utility Company

I.

These Articles of Restatement were adopted by the Board of Directors of Clay Electric Services, Inc. ("the Corporation") and approved by the shareholders as provided in Florida Statute, Sections 607.1003, 607.1006, and 607.1007.

II.

Information required by Florida Statute, Section 607.1006

1. The amended name of the corporation is: Clay Electric Services, Inc.
2. The text of each amendment adopted: these Restated Articles of Incorporation constitute the text of all amendments to the Articles of Incorporation (the "Prior Articles") previously filed with the Department of State on August 26, 1971, and constitute a complete restatement of the Corporation's Articles. Any text or provision of the Prior Articles not included in this Restatement shall be deemed to have been repealed.
3. Shareholders Entitled to Vote: The shareholders were entitled to vote on these Articles of Restatement, which constitutes an amendment to the entire text of the Prior Articles, and such vote, adopting these Articles of Restatement, was taken on June 25, 1999. The number of votes cast for the Articles of Restatement was sufficient for approval.

III.

Restated Articles of Incorporation

1. Corporate name: Clay Electric Services, Inc.
2. Street address and mailing address of principal office: The address of the principal office of the Corporation is 225 West Walker Drive, Keystone Heights, Florida 32656, and its mailing address is Post Office Box 308, Keystone Heights, Florida 32656.

3. Purposes: The purpose of the corporation shall be:

A. To engage in the business of providing value added services for persons, firms, corporations, or governmental entities.

B. To transact any other lawful business for which corporations may be incorporated under the Florida Business Corporation Act or engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the preceding purpose.

C. To do such other things as are incidental to the above or necessary or desirable in order to accomplish any of its purposes.

4. Directors: The manner in which the directors are to be elected or appointed, their qualifications and term of office shall be as stated in the Corporation's Bylaws. The Board of Directors shall consist of nine (9) members. The names and addresses of the persons who will serve on the Board of Directors are:

<u>Name</u>	<u>Address</u>
Robert S. Mullins	1702 S. Waters Street Starke, Florida 32091
John Whitehead	Route 1, Box 478 Lake Butler, Florida 32054
Angus Hastings	Post Office Box 8 Fort McCoy, Florida 32134
Floyd Gnann	4138 Everett Avenue Middleburg, Florida 32068
Kelley R. Smith, Jr.	Post Office Box 75 Bostwick, Florida 32007-0075
Cedrick M. Smith, Jr.	106 NE 6th Avenue Williston, Florida 32696
Susan S. Reeves	Post Office Box 328 Hawthorne, Florida 32640
Raymond Wingate	Post Office Box 1324 Keystone Heights, Florida 32656

Thomas L. Malphurs

17216 NW 262 Avenue
Alachua, Florida 32615

5. Registered office: The registered office of the Corporation is 225 West Walker Drive, Keystone Heights, Florida 32656, and its mailing address is Post Office Box 308, Keystone Heights, Florida 32656.

6. Registered agent: The name of the Corporation's registered agent at the Corporation's registered office is: William C. Phillips.

7. Incorporators: The incorporators are the same persons whose names appear in Article IX of the Prior Articles, and who executed the Prior Articles.

8. Bylaws: The bylaws of the corporation may be adopted, amended, or repealed by a majority vote of the Board of Directors and as otherwise provided in the Bylaws.

9. Indemnification: The corporation shall indemnify its directors, officers, employees and agents to the fullest extent permitted by law.

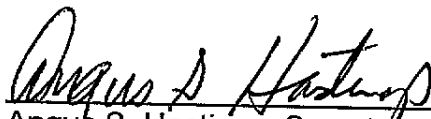
10. Authorized shares: The corporation is authorized to issue 100 shares at a par value of \$1.00 per share. All shares shall be of one class: common shares. The rights of the holders of common shares shall be identical.

11. Perpetual existence: The corporation, whose existence was established on August 26, 1971, shall have perpetual existence, unless sooner dissolved according to law.


IN WITNESS WHEREOF, the undersigned has executed these Articles of Restatement on behalf of the Corporation, and by execution hereof certify that the foregoing Articles of Restatement were adopted by the Board of Directors at a special meeting on June 25, 1999, and were approved by the shareholders, after notice, at the regular meeting of the shareholders on June 25, 1999.

Attest:

CLAY ELECTRIC SERVICES, INC.



Angus S. Hastings, Secretary

By: 

Robert S. Mullins, President

**CERTIFICATE FOR RESTATED
ARTICLES OF INCORPORATION OF
TWELVE COUNTY UTILITY COMPANY**

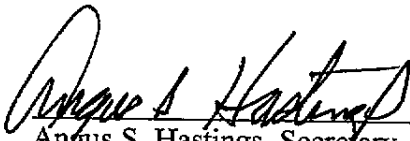
In accordance with Florida Statute, 607.1006 and 607.1007(4)(b), the undersigned certifies that:

1. The amended name of the corporation is: Clay Electric Services, Inc.
2. The text of each amendment adopted: The Restated Articles of Incorporation attached hereto constitute the text of all amendments to the Articles of Incorporation (the "Prior Articles") previously filed with the Department of State on August 26, 1971, and constitute a complete restatement of the Corporation's Articles. Any text or provision of the Prior Articles not included in the Restatement shall be deemed to have been repealed.
3. The date of each amendment's adoption: All the amendments are fully incorporated into the Restated Articles of Incorporation and were adopted on June 25, 1999.
4. Shareholders entitled to vote: The shareholders were entitled to vote on the Restated Articles of Incorporation, which constitutes an amendment to the entire text of the Prior Articles, and such vote, adopting the Restated Articles of Incorporation was taken on June 25, 1999. The number of votes cast for the Restated Articles of Incorporation was sufficient for approval.

IN WITNESS WHEREOF, the undersigned has executed this Certificate on behalf of the Corporation on this 25th day of June, 1999.

ATTEST:

CLAY ELECTRIC SERVICES, INC. (formerly
TWELVE COUNTY UTILITY COMPANY



Angus S. Hastings, Secretary

By: 

Robert S. Mullins, President