

Article III, Section 1(a) of Cleco Corporation's Bylaws is amended, effective April 1, 2010, to read in its entirety as follows:

Section 1.     Certain General Provisions

- (a) Number. The corporate powers of the Corporation shall be vested in and exercised, and the business and affairs of the Corporation shall be managed, by a board of directors which shall consist of twelve (12) directors.