

EXHIBIT 3.1

Article III, Section 1(a) of Cleco Corporation's Bylaws hereby has been amended, effective July 1, 2009, 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 eleven (11) directors.