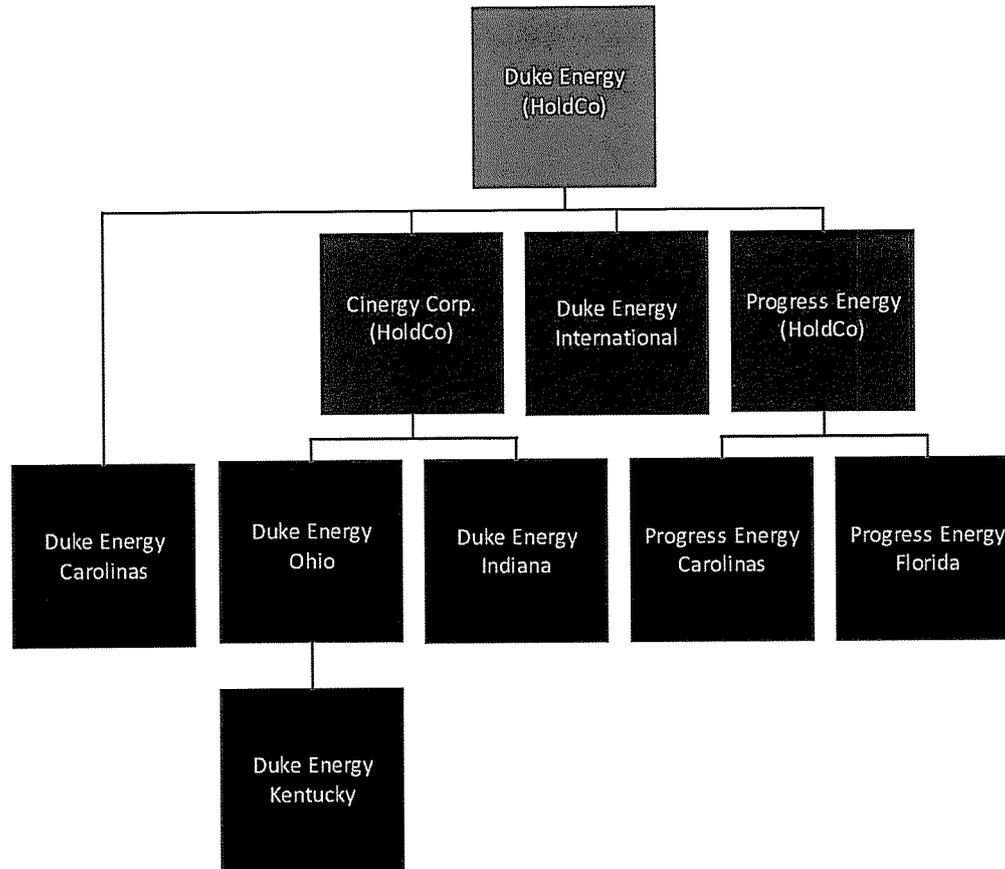


## Simplified Corporate Structure (Post-Merger)



# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "DUKE ENERGY CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRD DAY OF MAY, A.D. 2005, AT 2:56 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "DEER HOLDING CORP." TO "DUKE ENERGY HOLDING CORP.", FILED THE TWENTY-FIRST DAY OF JUNE, A.D. 2005, AT 12:24 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 11:22 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF APRIL, A.D. 2006, AT 9 O'CLOCK A.M.

CERTIFICATE OF TERMINATION, FILED THE THIRTY-FIRST DAY OF MARCH, A.D. 2006, AT 8:35 O'CLOCK P.M.

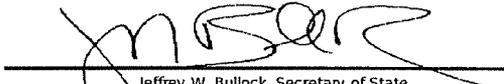
RESTATED CERTIFICATE, CHANGING ITS NAME FROM "DUKE ENERGY HOLDING CORP." TO "DUKE ENERGY CORPORATION", FILED THE THIRD DAY OF APRIL, A.D. 2006, AT 7:45 O'CLOCK A.M.



3963680 8100H

110160025

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8562086

DATE: 02-15-11

# Delaware

PAGE 2

*The First State*

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE THIRD DAY OF APRIL, A.D. 2006, AT 8:30 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "DUKE ENERGY CORPORATION".

3963680 8100H

110160025

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8562086

DATE: 02-15-11

05/03/2005 14:54 SKARDEL INC. → 16965840913027393673

NO.099 002

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:56 PM 05/03/2005  
FILED 02:56 PM 05/03/2005  
SRV 050358085 - 3963680 FILE

CERTIFICATE OF INCORPORATION

OF

DEER HOLDING CORP.

PURSUANT TO SECTION 102 OF THE GENERAL  
CORPORATION LAW OF THE STATE OF DELAWARE

ARTICLE FIRST

Name

The name of the corporation is Deer Holding Corp. (the "Corporation").

ARTICLE SECOND

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE THIRD

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL").

ARTICLE FOURTH

Capital Stock

(i) The aggregate number of shares which the corporation shall have authority to issue is 1,000 shares of common stock, no par value per share ("Common Stock").

(ii) Each holder of record of Common Stock shall be entitled to vote at all meetings of the stockholders and shall have one vote for each share held by such holder of record. The holders of Common Stock shall be entitled to receive, when and as declared by the Board of Directors of the Corporation (the "Board of Directors"), out of the assets of the Corporation legally available therefor, such dividends as may be

declared from time to time by the Board of Directors. Subject to the prior rights of creditors of the Corporation, in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary, the holders of shares of Common Stock shall be entitled to receive their ratable and proportionate share of the remaining assets of the Corporation.

#### ARTICLE FIFTH

##### Incorporator

The name and mailing address of the Sole Incorporator is as follows:

| <u>Name</u>       | <u>Address</u>                       |
|-------------------|--------------------------------------|
| Deborah M. Reusch | P.O. Box 636<br>Wilmington, DE 19899 |

#### ARTICLE SIXTH

##### Board of Directors

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

- (1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.
- (2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.
- (3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.
- (4) Except to the extent elimination or limitation of liability is not permitted by applicable law, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty in such capacity. Any repeal or modification of this Article SIXTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

#### ARTICLE SEVENTH

##### Meetings of Stockholders; Books of the Corporation

Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

#### ARTICLE EIGHTH

##### Amendment of Certificate of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE NINTH

##### Liability of Stockholders

The holders of the capital stock of the Corporation shall not be personally liable for the payment of the Corporation's debts, and the private property of the holders of the capital stock of the Corporation shall not be subject to the payment of debts of the Corporation to any extent whatsoever.

05/03/2005 14:54 SKARDEL INC. → 16965840913027393673

NO. 099 005

I, THE UNDERSIGNED, being the Sole Incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the DGCL, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 3rd day of May, 2005.



---

Deborah M. Reusch  
Sole Incorporator

06/21/2005 12:28

704-382-2537

DUKE ENERGY LAW DEPT

PAGE 02/02

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of \_\_\_\_\_

Deer Holding Corp.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

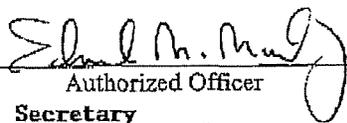
**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

"Name. The name of the corporation is Duke Energy Holding Corp.  
(the "Corporation")."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 20th day of June, 2005.

By:   
Authorized Officer

Title: Secretary

Name: Edward M. Marsh, Jr.  
Print or Type

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:24 PM 06/21/2005  
FILED 12:24 PM 06/21/2005  
SRV 050515039 - 3963680 FILE

03/31/2006 11:14 SKARDEL LLC → 16965840913027393673

NO. 349 002

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:22 AM 03/31/2006  
FILED 11:22 AM 03/31/2006  
SRV 060306184 - 3963680 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

DUKE ENERGY HOLDING CORP.

DUKE ENERGY HOLDING CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the corporation is Duke Energy Holding Corp. The name under which the corporation was originally incorporated was Deer Holding Corp. The name of the corporation was changed to Duke Energy Holding Corp. on June 21, 2005. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 3, 2005.

2. This Amended and Restated Certificate of Incorporation, having been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL") and by the unanimous written consent of the stockholders of the Corporation in accordance with Section 228 of the DGCL, restates and integrates and further amends the provisions of the Certificate of Incorporation as amended or supplemented heretofore. As so restated and integrated and further amended, the Amended and Restated Certificate of Incorporation (hereinafter, this "Certificate of Incorporation") reads as follows:

ARTICLE FIRST

Name

The name of the corporation is Duke Energy Corporation.

ARTICLE SECOND

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

### ARTICLE THIRD

#### Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

### ARTICLE FOURTH

#### Capital Stock

(a) The aggregate number of shares of stock that the Corporation shall have authority to issue is two billion forty-four million (2,044,000,000) shares, consisting of two billion (2,000,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and forty-four million (44,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

(b) The Board of Directors of the Corporation shall have the full authority permitted by law, at any time and from time to time, to divide the authorized and unissued shares of Preferred Stock into one or more classes or series and, with respect to each such class or series, to determine by resolution or resolutions the number of shares constituting such class or series and the designation of such class or series, the voting powers, if any, of the shares of such class or series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of any such class or series of Preferred Stock to the full extent now or hereafter permitted by the law of the State of Delaware. The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other classes or series at any time outstanding.

(c) Subject to applicable law and the rights, if any, of the holders of any class or series of Preferred Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the payment of dividends, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board of Directors of the Corporation in its discretion shall determine. Nothing in this ARTICLE FOURTH shall limit the power of the Board of Directors to create a class or series of Preferred Stock with dividends the rate of which is calculated by reference to, and the payment of which is concurrent with, dividends on shares of Common Stock.

(d) In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, subject to the rights of the holders of any class or series of the Preferred Stock, the net assets of the Corporation available for distribution to stockholders of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests. If the assets of the Corporation are not sufficient to pay the amounts, if any, owing to holders of shares of Preferred Stock in full, holders of all shares of Preferred Stock will participate in the

distribution of assets ratably in proportion to the full amounts to which they are entitled or in such order or priority, if any, as will have been fixed in the resolution or resolutions providing for the issue of the class or series of Preferred Stock. Neither the merger or consolidation of the Corporation into or with any other corporation, nor a sale, transfer or lease of all or part of its assets, will be deemed a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph, except to the extent specifically provided in any certificate of designation for any class or series of Preferred Stock. Nothing in this ARTICLE FOURTH shall limit the power of the Board of Directors to create a class or series of Preferred Stock for which the amount to be distributed upon any liquidation, dissolution or winding up of the Corporation is calculated by reference to, and the payment of which is concurrent with, the amount to be distributed to the holders of shares of Common Stock.

(e) Except as otherwise required by law, as otherwise provided herein or as otherwise determined by the Board of Directors as to the shares of any class or series of Preferred Stock, the holders of Preferred Stock shall have no voting rights and shall not be entitled to any notice of meetings of stockholders.

(f) Except as otherwise required by law and subject to the rights of the holders of any class or series of Preferred Stock, with respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of any outstanding shares of Common Stock shall vote together as a class, and every holder of Common Stock shall be entitled to cast thereon one vote in person or by proxy for each share of Common Stock standing in such holder's name on the books of the Corporation; provided, however, that, except as otherwise required by law, or unless provided in any certificate of designation for any class or series of Preferred Stock, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) that relates solely to the terms of one or more outstanding classes or series of Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders of one or more other such classes or series, to vote thereon pursuant to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) or pursuant to applicable law. Subject to the rights of the holders of any class or series of Preferred Stock, stockholders of the Corporation shall not have any preemptive rights to subscribe for additional issues of stock of the Corporation and no stockholder will be permitted to cumulate votes at any election of directors.

## ARTICLE FIFTH

### Board of Directors

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) Except as otherwise fixed by or pursuant to provisions of ARTICLE FOURTH relating to the rights of the holders of any series of Preferred Stock, the number

of directors of the Corporation shall not be less than nine (9) nor more than eighteen (18), as may be fixed from time to time by the Board of Directors.

(c) A director may be removed from office with or without cause; provided, however, that, subject to applicable law, any director elected by the holders of any series of Preferred Stock may be removed without cause only by the holders of a majority of the shares of such series of Preferred Stock.

(d) Except as otherwise fixed by or pursuant to provisions of ARTICLE FOURTH relating to the rights of the holders of any series of Preferred Stock, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next succeeding annual meeting of stockholders and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(e) Except as otherwise fixed by or pursuant to provisions of ARTICLE FOURTH relating to the rights of the holders of any series of Preferred Stock, the directors shall be elected by the holders of voting stock and shall hold office until the next annual meeting of stockholders and until their respective successors shall have been duly elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(f) Election of directors need not be by written ballot unless the By-Laws so provide.

(g) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

#### ARTICLE SIXTH

##### Action by Stockholders; Books of the Corporation

(a) Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such

place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

(b) Any action required or permitted to be taken at any Annual or Special Meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote only if consent in writing setting forth the action so taken is signed by all the holders of the Corporation's issued and outstanding capital stock entitled to vote thereon.

#### ARTICLE SEVENTH

##### Amendment of Certificate of Incorporation

The Corporation reserves the right to supplement, amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation. Notwithstanding the foregoing, this ARTICLE SEVENTH and sections (b) and (d) of ARTICLE FIFTH may not be supplemented, amended, altered, changed, or repealed in any respect, nor may any provision inconsistent therewith be adopted, unless such supplement, amendment, alteration, change or repeal is approved by the affirmative vote of the holders of at least 80% of the combined voting power of the then outstanding shares of stock of all classes of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

#### ARTICLE EIGHTH

##### Amendment of By-Laws

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, repeal, alter or amend the By-Laws of the Corporation. No By-Laws may be adopted, repealed, altered or amended in any manner that would be inconsistent with this Amended and Restated Certificate of Incorporation (as it may be adopted, repealed, altered or amended from time to time in accordance with ARTICLE SEVENTH).

#### ARTICLE NINTH

##### Limitation of Liability

Except to the extent elimination or limitation of liability is not permitted by applicable law, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty in such capacity. Any repeal or modification of this ARTICLE NINTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

03/31/2006 11:14 SKARDEL LLC → 16965840913027393673

NO. 349 007

#### ARTICLE TENTH

##### Liability of Stockholders

The holders of the capital stock of the Corporation shall not be personally liable for the payment of the Corporation's debts, and the private property of the holders of the capital stock of the Corporation shall not be subject to the payment of debts of the Corporation to any extent whatsoever.

#### ARTICLE ELEVENTH

##### Effectiveness

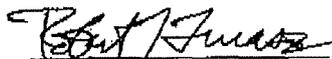
This Amended and Restated Certificate of Incorporation is to become effective at 9:00 a.m. on April 1, 2006.

03/31/2006 11:14 SKARDEL LLC → 16965840913027393673

NO. 349 008

IN WITNESS WHEREOF, THE UNDERSIGNED, being the Assistant Secretary, has executed this Amended and Restated Certificate of Incorporation as of the thirty-first day of March, 2006, and DOES HEREBY CERTIFY under the penalties of perjury that the facts stated in this Amended and Restated Certificate of Incorporation are true.

By:



Name: Robert T. Lucas, III  
Title: Assistant Secretary

03/31/2006 18:31 SKARDEL LLC → 16965840913027392859

NO.150 P02

*State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:35 PM 03/31/2006  
FILED 08:35 PM 03/31/2006  
SRV 060309505 - 3963680 FILE*

CERTIFICATE OF TERMINATION  
OF  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
DUKE ENERGY HOLDING CORP.

---

Pursuant to Section 103(d) of the General  
Corporation Law of the State of Delaware

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DUKE ENERGY HOLDING CORP., a Delaware corporation (the "Corporation")  
hereby certifies as follows:

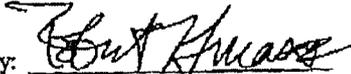
1. The Corporation filed an Amended and Restated Certificate of Incorporation (the "Certificate") with the State of Delaware on March 31, 2006.
2. The Certificate sets forth in ARTICLE ELEVENTH a future effective date and time of April 1, 2006 at 9:00 a.m. (the "Effective Date").
3. The Corporation is hereby terminating the Certificate prior to the Effective Date and the Certificate is rendered null and void.
4. This Certificate of Termination has been prepared in accordance with Section 103(d) of the General Corporation Law of the State of Delaware.

03/31/2006 18:31 SKARDEL LLC → 16965840913027392859

NO.150 P03

IN WITNESS WHEREOF, DUKE ENERGY HOLDING CORP. has executed  
this Certificate of Termination this 31<sup>st</sup> day of March, 2006.

DUKE ENERGY HOLDING CORP.

By:   
Name: Robert T. Lucas, III  
Title: Assistant Secretary

Apr 02 06 02:13p

Whitehackle

610-869-9502

p.2

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:45 AM 04/03/2006  
FILED 07:45 AM 04/03/2006  
SRV 060309645 - 3963680 FILE

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
DUKE ENERGY HOLDING CORP.

DUKE ENERGY HOLDING CORP., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the corporation is Duke Energy Holding Corp. The name under which the corporation was originally incorporated was Deer Holding Corp. The name of the corporation was changed to Duke Energy Holding Corp. on June 21, 2005. The original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on May 3, 2005.

2. This Amended and Restated Certificate of Incorporation, having been duly adopted in accordance with Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "DGCL") and by the unanimous written consent of the stockholders of the Corporation in accordance with Section 228 of the DGCL, restates and integrates and further amends the provisions of the Certificate of Incorporation as amended or supplemented heretofore. As so restated and integrated and further amended, the Amended and Restated Certificate of Incorporation (hereinafter, this "Certificate of Incorporation") reads as follows:

ARTICLE FIRST

Name

The name of the corporation is Duke Energy Corporation.

ARTICLE SECOND

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle. The name of the registered agent of the Corporation at such address is The Corporation Trust Company.

Apr 02 06 02:13p

Whitehackle

610-869-9502

p. 3

### ARTICLE THIRD

#### Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.

### ARTICLE FOURTH

#### Capital Stock

(a) The aggregate number of shares of stock that the Corporation shall have authority to issue is two billion forty-four million (2,044,000,000) shares, consisting of two billion (2,000,000,000) shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and forty-four million (44,000,000) shares of Preferred Stock, par value \$0.001 per share (the "Preferred Stock").

(b) The Board of Directors of the Corporation shall have the full authority permitted by law, at any time and from time to time, to divide the authorized and unissued shares of Preferred Stock into one or more classes or series and, with respect to each such class or series, to determine by resolution or resolutions the number of shares constituting such class or series and the designation of such class or series, the voting powers, if any, of the shares of such class or series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of any such class or series of Preferred Stock to the full extent now or hereafter permitted by the law of the State of Delaware. The powers, preferences and relative, participating, optional and other special rights of each class or series of Preferred Stock and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other classes or series at any time outstanding.

(c) Subject to applicable law and the rights, if any, of the holders of any class or series of Preferred Stock or any class or series of stock having a preference over or the right to participate with the Common Stock with respect to the payment of dividends, dividends may be declared and paid on the Common Stock at such times and in such amounts as the Board of Directors of the Corporation in its discretion shall determine. Nothing in this ARTICLE FOURTH shall limit the power of the Board of Directors to create a class or series of Preferred Stock with dividends the rate of which is calculated by reference to, and the payment of which is concurrent with, dividends on shares of Common Stock.

(d) In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, subject to the rights of the holders of any class or series of the Preferred Stock, the net assets of the Corporation available for distribution to stockholders of the Corporation shall be distributed pro rata to the holders of the Common Stock in accordance with their respective rights and interests. If the assets of the Corporation are not sufficient to pay the amounts, if any, owing to holders of shares of Preferred Stock in full, holders of all shares of Preferred Stock will participate in the

Apr 02 06 02:13p

Whitehackle

610-869-9502

p. 4

distribution of assets ratably in proportion to the full amounts to which they are entitled or in such order or priority, if any, as will have been fixed in the resolution or resolutions providing for the issue of the class or series of Preferred Stock. Neither the merger or consolidation of the Corporation into or with any other corporation, nor a sale, transfer or lease of all or part of its assets, will be deemed a liquidation, dissolution or winding up of the Corporation within the meaning of this paragraph, except to the extent specifically provided in any certificate of designation for any class or series of Preferred Stock. Nothing in this ARTICLE FOURTH shall limit the power of the Board of Directors to create a class or series of Preferred Stock for which the amount to be distributed upon any liquidation, dissolution or winding up of the Corporation is calculated by reference to, and the payment of which is concurrent with, the amount to be distributed to the holders of shares of Common Stock.

(e) Except as otherwise required by law, as otherwise provided herein or as otherwise determined by the Board of Directors as to the shares of any class or series of Preferred Stock, the holders of Preferred Stock shall have no voting rights and shall not be entitled to any notice of meetings of stockholders.

(f) Except as otherwise required by law and subject to the rights of the holders of any class or series of Preferred Stock, with respect to all matters upon which stockholders are entitled to vote or to which stockholders are entitled to give consent, the holders of any outstanding shares of Common Stock shall vote together as a class, and every holder of Common Stock shall be entitled to cast thereon one vote in person or by proxy for each share of Common Stock standing in such holder's name on the books of the Corporation; provided, however, that, except as otherwise required by law, or unless provided in any certificate of designation for any class or series of Preferred Stock, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) that relates solely to the terms of one or more outstanding classes or series of Preferred Stock if the holders of such affected class or series are entitled, either separately or together with the holders of one or more other such classes or series, to vote thereon pursuant to this Certificate of Incorporation (including any certificate of designations relating to any class or series of Preferred Stock) or pursuant to applicable law. Subject to the rights of the holders of any class or series of Preferred Stock, stockholders of the Corporation shall not have any preemptive rights to subscribe for additional issues of stock of the Corporation and no stockholder will be permitted to cumulate votes at any election of directors.

#### ARTICLE FIFTH

##### Board of Directors

(a) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(b) Except as otherwise fixed by or pursuant to provisions of ARTICLE FOURTH relating to the rights of the holders of any series of Preferred Stock, the number

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p. 5

of directors of the Corporation shall not be less than nine (9) nor more than eighteen (18), as may be fixed from time to time by the Board of Directors.

(c) A director may be removed from office with or without cause; provided, however, that, subject to applicable law, any director elected by the holders of any series of Preferred Stock may be removed without cause only by the holders of a majority of the shares of such series of Preferred Stock.

(d) Except as otherwise fixed by or pursuant to provisions of ARTICLE FOURTH relating to the rights of the holders of any series of Preferred Stock, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled only by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office until the next succeeding annual meeting of stockholders and until his or her successor shall be elected and shall qualify, subject, however, to prior death, resignation, retirement, disqualification or removal from office. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

(e) Except as otherwise fixed by or pursuant to provisions of ARTICLE FOURTH relating to the rights of the holders of any series of Preferred Stock, the directors shall be elected by the holders of voting stock and shall hold office until the next annual meeting of stockholders and until their respective successors shall have been duly elected and qualified, subject, however, to prior death, resignation, retirement, disqualification or removal from office.

(f) Election of directors need not be by written ballot unless the By-Laws so provide.

(g) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

#### ARTICLE SIXTH

##### Action by Stockholders; Books of the Corporation

(a) Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such

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p. 6

place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

(b) Any action required or permitted to be taken at any Annual or Special Meeting of stockholders of the Corporation may be taken without a meeting, without prior notice and without a vote only if consent in writing setting forth the action so taken is signed by all the holders of the Corporation's issued and outstanding capital stock entitled to vote thereon.

#### ARTICLE SEVENTH

##### Amendment of Certificate of Incorporation

The Corporation reserves the right to supplement, amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the laws of the State of Delaware and this Certificate of Incorporation, and all rights conferred upon stockholders, directors and officers herein are granted subject to this reservation. Notwithstanding the foregoing, this ARTICLE SEVENTH and sections (b) and (d) of ARTICLE FIFTH may not be supplemented, amended, altered, changed, or repealed in any respect, nor may any provision inconsistent therewith be adopted, unless such supplement, amendment, alteration, change or repeal is approved by the affirmative vote of the holders of at least 80% of the combined voting power of the then outstanding shares of stock of all classes of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

#### ARTICLE EIGHTH

##### Amendment of By-Laws

In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of the Corporation is expressly authorized to adopt, repeal, alter or amend the By-Laws of the Corporation. No By-Laws may be adopted, repealed, altered or amended in any manner that would be inconsistent with this Amended and Restated Certificate of Incorporation (as it may be adopted, repealed, altered or amended from time to time in accordance with ARTICLE SEVENTH).

#### ARTICLE NINTH

##### Limitation of Liability

Except to the extent elimination or limitation of liability is not permitted by applicable law, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty in such capacity. Any repeal or modification of this ARTICLE NINTH by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

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ARTICLE TENTH

Liability of Stockholders

The holders of the capital stock of the Corporation shall not be personally liable for the payment of the Corporation's debts, and the private property of the holders of the capital stock of the Corporation shall not be subject to the payment of debts of the Corporation to any extent whatsoever.

ARTICLE ELEVENTH

Effectiveness

This Amended and Restated Certificate of Incorporation is to become effective at 8:30 a.m. on April 3, 2006.

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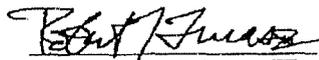
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p. 8

IN WITNESS WHEREOF, THE UNDERSIGNED, being the Assistant Secretary, has executed this Amended and Restated Certificate of Incorporation as of the thirty-first day of March, 2006, and DOES HEREBY CERTIFY under the penalties of perjury that the facts stated in this Amended and Restated Certificate of Incorporation are true.

By:



Name: Robert T. Lucas, III

Title: Assistant Secretary

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CINERGY CORP." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF JUNE, A.D. 1993, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-FOURTH DAY OF OCTOBER, A.D. 1994, AT 10:15 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE TENTH DAY OF MAY, A.D. 2001, AT 12 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF APRIL, A.D. 2006, AT 7:45 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRD DAY OF APRIL, A.D. 2006, AT 9 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CINERGY CORP.".



2342334 8100H

110160041

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8562093

DATE: 02-15-11

FROM CORPORATION TRUST COMPANY  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:30 PM 06/30/1993  
723181166 - 2342334

(THU) 07. 01' 93 10:23/ST. 10:22/NO. 3560228569 P 2

CERTIFICATE OF INCORPORATION  
OF  
CINergy Corp.

The undersigned, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware, certifies:

FIRST: The name of the corporation is CINergy Corp.

SECOND: The address of the corporation's registered office in the State of Delaware is the Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is one hundred (100) shares of common stock, par value one cent (\$.01) per share.

FIFTH: The name and mailing address of the incorporator is Brad J. Schwartzberg, 1 Chase Manhattan Plaza, 55th Floor, New York, New York 10005.

SIXTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director,

FROM CORPORATION TRUST COMPANY

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2

except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit. If the Delaware General Corporation Law is amended after the date of the filing of this Certificate to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended. No repeal or modification of this Article SIXTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

SEVENTH: The directors shall have power to make, alter or repeal by-laws, except as may otherwise be provided in the by-laws.

EIGHTH: Elections of directors need not be by written ballot, except as may otherwise be provided in the by-laws.

WITNESS my signature this 30th day of June, 1993.

  
Sole Incorporator

SENT BY:

;10-24-94 ;10:10AM ;

6589772-SOSIMG FAX GATEWAY 1:# 2  
STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 10:15 AM 10/24/1994  
944201690 - 2342334

CERTIFICATE OF MERGER

of

PSI Resources, Inc.

(an Indiana corporation)

into

CINergy Corp.

(a Delaware corporation)

\*\*\*\*\*

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL") does hereby certify that:

FIRST: The name and state of incorporation of each of the constituent corporations of the merger is as follows:

| <u>NAME</u>         | <u>STATE OF INCORPORATION</u> |
|---------------------|-------------------------------|
| PSI Resources, Inc. | Indiana                       |
| CINergy Corp.       | Delaware                      |

SECOND: An agreement of merger between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: The name of the surviving corporation is CINergy Corp.

FOURTH: Pursuant to the merger, the Certificate of Incorporation of CINergy Corp. shall be amended to read in its entirety as set forth in the attached Exhibit A, and as amended, shall be the Certificate of Incorporation of the surviving corporation.

SENT BY:

;10-24-94 ;10:10AM ;

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FIFTH: This Certificate of Merger shall become effective at 4:01 p.m., eastern daylight time on October 24, 1994.

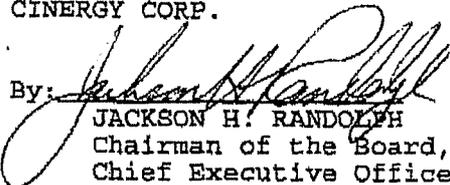
SIXTH: The executed agreement of merger is on file at the principal place of business of the surviving corporation. The address of said principal place of business is 139 East Fourth Street, Cincinnati, Ohio 45202.

SEVENTH: A copy of the agreement of merger will be furnished by CINergy Corp., on request and without cost, to any stockholder of CINergy Corp. or PSI Resources, Inc.

EIGHTH: The authorized capital stock of PSI Resources, Inc. is one hundred twenty million (120,000,000) shares consisting of one hundred million (100,000,000) shares of Common Stock, without par value, and twenty million (20,000,000) shares of Cumulative Preferred Stock, with par value of \$100 per share.

Dated: October 24, 1994

CINERGY CORP.

By: 

JACKSON H. RANDOLPH  
Chairman of the Board,  
Chief Executive Officer,  
and Principal Accounting  
Officer

SENT BY:

;10-24-94 ;10:11AM ;

6588772-SOSIMG FAX GATEWAY 1;# 4

EXHIBIT A

CERTIFICATE OF INCORPORATION  
OF  
CINergy Corp.

The undersigned, for the purpose of organizing a corporation under the General Corporation Law of the State of Delaware (the "DGCL"), certifies:

FIRST: The name of the corporation is CINergy Corp.

SECOND: The address of the corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, Delaware 19801, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 600,000,000 shares of common stock, of the par value of \$.01 each. Except as provided in this Certificate of Incorporation, each holder of common stock shall have one vote in respect of each share of stock held by him on all matters submitted to a vote of stockholders of the corporation. In the election of directors of the corporation, the principle of cumulative voting shall not apply.

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;10-24-94 ;10:11AM ;

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2

FIFTH: The name and mailing address of the incorporator is Brad J. Schwartzberg, 1 Chase Manhattan Plaza, 55th Floor, New York, New York 10005.

SIXTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. No repeal or modification of this Article SIXTH shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or modification.

SEVENTH: The directors shall have the power to make, alter or repeal the By-Laws of this corporation (subject to any shareholder approvals required in this Certificate of Incorporation or By-Laws of the corporation) except as may otherwise be provided in this Certificate of Incorporation or in the By-Laws.

SENT BY:

;10-24-94 ;10:12AM ;

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EIGHTH: The affirmative vote of the holders of at least 80% of the issued and outstanding shares of common stock of the corporation shall be required to amend, alter or repeal, or adopt any provision inconsistent with, the requirements of Section 2.2, Section 3.1, Section 3.2, Section 3.3 or the second paragraph of Section 12.1 of the By-Laws of this corporation.

NINTH: Elections of directors need not be by written ballot, except as may otherwise be provided in the By-Laws.

TENTH: Any or all of the directors may be removed at any time, with or without cause, only by an affirmative vote of the holders of at least 80% of the issued and outstanding shares of common stock of the corporation.

ELEVENTH: In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

TWELFTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the corporation.

SENT BY:

;10-24-94 ;10:12AM ;

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THIRTEENTH: Any action required or permitted to be taken at any Annual or Special Meeting of Stockholders of the corporation may be taken without a meeting, without prior notice, and without a vote only if a consent in writing setting forth the action so taken is signed by all the holders of the corporation's issued and outstanding capital stock entitled to vote thereon.

STATE OF DELAWARE  
MAY 10 2001 11:38  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 12:00 PM 05/10/2001  
010225662 - 2342334

CINERGY CORP SECRETARIAL

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CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
CINERGY CORP.

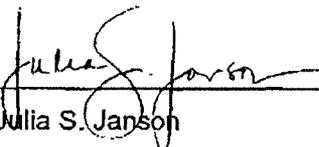
Cinergy Corp., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

FIRST: That at a meeting of the Board of Directors of Cinergy Corp. on January 17, 2001, resolutions were duly adopted setting forth a proposed amendment to Article FOURTH of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling for consideration of the amendment by the shareholders of said corporation at the 2001 Annual Meeting of Shareholders.

SECOND: That thereafter, pursuant to the resolutions of its Board of Directors, at the Annual Meeting of Shareholders of said corporation duly called and held on May 1, 2001, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, a majority of the outstanding shares of said corporation's common stock (the only class of voting securities) were voted in favor of the amendment.

THIRD: That said amendment, set forth as Exhibit A to this Certificate and incorporated by reference herein, was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, Cinergy Corp. has caused this Certificate to be signed by Julia S. Janson, its Corporate Secretary, this 10<sup>th</sup> day of May, 2001.

By:   
\_\_\_\_\_  
Julia S. Janson  
Corporate Secretary

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CINERGY CORP SECRETARIAL

513 287 2083 P.03/04

Exhibit A

FOURTH: The total number of shares of stock which the corporation shall have authority to issue is 610,000,000 shares, of which 600,000,000 shares shall be designated common stock, par value \$.01 per share, and 10,000,000 shares shall be designated preferred stock, \$.01 par value per share. Except as provided in this Certificate of Incorporation, each holder of common stock shall have one vote in respect of each share of stock held by him on all matters submitted to a vote of stockholders of the corporation. In the election of directors of the corporation, the principle of cumulative voting shall not apply.

The Board of Directors is hereby expressly authorized to provide for, designate and issue out of the authorized but unissued shares of preferred stock, one or more series of preferred stock, subject to the terms and conditions set forth herein. Before any shares of any such series are issued, the Board of Directors shall fix, and hereby is expressly empowered to fix, by resolution or resolutions, the following provisions of the shares of any such series:

- i. the designation of such series, the number of shares to constitute such series and the stated value thereof, if different from the par value thereof;
- ii. whether the shares of such series shall have voting rights or powers, in addition to any voting rights required by law, and, if so, the terms of such voting rights or powers, which may be full or limited;
- iii. the dividends, if any, payable on such series, whether any such dividends shall be cumulative, and, if so, from what dates, the conditions and dates upon which such dividends shall be payable, the preference or relation which such dividends shall bear to the dividends payable on any other series of preferred stock or on any other class of stock of the corporation or any series of such class;
- iv. whether the shares of such series shall be subject to redemption by the corporation, and, if so, the times, prices and other conditions of such redemption;
- v. the amount or amounts payable upon shares of such series upon, and the rights of the holders of such series in, the voluntary or involuntary liquidation, dissolution or winding up, or upon any distribution of the assets, of the corporation and the preference or relation which such amount or amounts shall bear to the amount or amounts payable on any other series

- of preferred stock or on any other class of stock of the corporation or any series of such class;
- vi. whether the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so, the extent to and manner in which any such retirement or sinking fund shall be applied to the purchase or redemption of the shares of such series for retirement or other corporate purposes and the terms and provisions relative to the operation thereof;
  - vii. whether the shares of such series shall be convertible into, or exchangeable for, shares of preferred stock of any other series or any other class of stock of the corporation or any series of such class or any other securities and, if so, the price or prices or the rate or rates of conversion or exchange and the method, if any, of adjusting the same, and any other terms and conditions of such conversion or exchange;
  - viii. the limitations and restrictions, if any, to be effective while any shares of such series are outstanding upon the payment of dividends or the making of other distributions on, and upon the purchase, redemption or other acquisition by the corporation of, the common stock or shares of preferred stock of any other series or any other class of stock of the corporation or any series of such class;
  - ix. the conditions or restrictions, if any, to be effective while any shares of such series are outstanding upon the creation of indebtedness of the corporation or upon the issuance of any additional stock, including additional shares of such series or of any other series of the preferred stock or of any class of stock of the corporation or any series of such class; and
  - x. any other powers, designations, preferences and relative, participating, optional or other special rights, and any qualifications, limitations or restrictions thereof.

The powers, designations, preferences and relative, participating, optional or other special rights of each series of preferred stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding. The Board of Directors is hereby expressly authorized from time to time to increase (but not above the total number of authorized shares of preferred stock) or decrease (but not below the number of shares thereof then outstanding) the number of shares of stock of any series of preferred stock designated as any one or more series of preferred stock.

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 07:45 AM 04/03/2006  
FILED 07:45 AM 04/03/2006  
SRV 060309647 - 2342334 FILE

CERTIFICATE OF MERGER  
OF  
COUGAR ACQUISITION CORP.  
INTO  
CINERGY CORP.

Pursuant to Section 251 of the General  
Corporation Law of the State of Delaware

Cinergy Corp., a Delaware corporation, does hereby certify:

FIRST: The names and states of incorporation of the constituent  
corporations to this merger are as follows:

|                          |          |
|--------------------------|----------|
| Cinergy Corp.            | Delaware |
| Cougar Acquisition Corp. | Delaware |

SECOND: An Agreement and Plan of Merger has been approved,  
adopted, certified, executed and acknowledged by each of the constituent corporations  
in accordance with Section 251 of the General Corporation Law of the State of Dela-  
ware.

THIRD: The name of the corporation surviving the merger is Cinergy  
Corp.

FOURTH: Upon the effectiveness of this Certificate of Merger, the  
Certificate of Incorporation of Cinergy Corp. shall be amended in its entirety, pursuant  
to the Agreement and Plan of Merger, to read as set forth in Exhibit A attached hereto.

FIFTH: The executed Agreement and Plan of Merger is on file at the  
office of Cinergy Corp., the address of which is 139 East Fourth Street, Cincinnati,  
Ohio 45202. A copy will be provided, upon request and without cost, to any stock-  
holder of either constituent corporation.

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610-869-9502

P. 11

SIXTH: This Certificate of Merger is to become effective at 9:00 a.m. on Monday, April 3, 2006.

IN WITNESS WHEREOF, Cinergy Corp. has caused this Certificate of Merger to be executed in its corporate name this 3rd day of April, 2006.

CINERGY CORP.

By: /s/ Marc E. Manly

Name: Marc E. Manly

Title: Executive Vice President and  
Chief Legal Officer

Apr 02 06 02:15p

Whitehackle

610-869-9502

P. 12

Exhibit A

CERTIFICATE OF INCORPORATION  
OF  
CINERGY CORP.

ARTICLE FIRST

Name

The name of the corporation is Cinergy Corp. (the "Corporation").

ARTICLE SECOND

Registered Office

The address of the registered office of the Corporation in the State of Delaware is 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at that address is The Corporation Trust Company.

ARTICLE THIRD

Purpose

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "DGCL").

ARTICLE FOURTH

Capital Stock

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p. 13

(i) The aggregate number of shares of stock that the Corporation shall have authority to issue is 1,000 shares of Common Stock, par value \$.01 per share (the "Common Stock").

## ARTICLE FIFTH

### Board of Directors

The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. No repeal or modification of this Article FIFTH shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such repeal or

modification.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the DGCL, this Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

#### ARTICLE SIXTH

##### Meetings of Stockholders; Books of the Corporation

Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the DGCL) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the By-Laws of the Corporation.

#### ARTICLE SEVENTH

##### Amendment of Certificate of Incorporation

The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE EIGHTH

##### Liability of Stockholders

The holders of the capital stock of the Corporation shall not be personally liable for the payment of the Corporation's debts, and the private property of the holders of the capital stock of the Corporation shall not be subject to the payment of debts of the Corporation to any extent whatsoever.

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AGREEMENT OF CONSOLIDATION BY AND BETWEEN THE UNION GAS &  
ELECTRIC COMPANY AND THE CINCINNATI GAS & ELECTRIC COMPANY

THE UNION GAS & ELECTRIC COMPANY, a corporation duly organized under the laws of the State of Ohio on May 25, 1906, and THE CINCINNATI GAS & ELECTRIC COMPANY, a corporation duly organized under the laws of the State of Ohio on April 1, 1928, through the consolidation of The Cincinnati Gas & Electric Company and Columbia Power Company (the parties hereto collectively being hereinafter sometimes referred to as the Constituent Corporations), each in consideration of the promises and agreements of the other herein contained, do hereby bind themselves, and contract as follows:

(1) The names of the Constituent Corporations are THE CINCINNATI GAS & ELECTRIC COMPANY and THE UNION GAS & ELECTRIC COMPANY. Said corporations do hereby consolidate on the following terms and conditions.

(2) The Union Gas & Electric Company is hereby merged into The Cincinnati Gas & Electric Company.

(3) The name of the Consolidated Corporation shall be THE CINCINNATI GAS & ELECTRIC COMPANY.

(4) The corporate purposes of the Consolidated Corporation shall be all of the corporate purposes of The Cincinnati Gas & Electric Company as set forth in its aforesaid Agreement of Consolidation with the Columbia Power Company, dated April 1, 1928, as follows:

"(a) To own, construct, purchase, lease or otherwise acquire: natural gas plants, artificial gas plants, natural or artificial gas systems, lines or pipes for distributing, supplying or furnishing natural gas or artificial gas or a combination thereof, either as going concerns or otherwise, including all or any part of the franchises, grants, easements, rights-of-way, rights, privileges, appurtenances and appliances in any way connected therewith or necessary thereto, and to maintain and operate the same; to produce, manufacture, purchase, sell, supply, and furnish natural gas, artificial gas, or a combination thereof, for light, heat and power purposes or any other purpose or purposes for which said gases or a combination thereof, or any products connected with said gases, may be used; to own, acquire, construct, use and dispose of all property, real or personal, needed or incidental to the production or manufacture or distribution or sale of such gases or their products, and to manufacture and dispose of any and all by-products connected therewith, and to fully equip the Consolidated Corporation to acquire, distribute, market and dispose of such gases and any and all products or by-products connected with or incidental thereto; to dispose, furnish and supply said gases.

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directly or indirectly, for light, heat and power purposes and all other purposes for which said gases may be used and adapted; to sell, furnish, distribute and supply natural gas, artificial gas, or a combination thereof, to the inhabitants of any city, village, town or other political subdivision, for any and all purposes, either for public or private use, and to make all contracts and agreements, and accept, acquire and exercise franchises, grants, rights and privileges in connection therewith, or necessary thereto;

(b) To own, construct, purchase, lease, or otherwise acquire plants for generating, manufacturing or producing electric current and systems, lines or other means for distributing, supplying or furnishing electric current, either as going concerns or otherwise, including all or any part of the franchises, grants, easements, rights-of-way, rights, privileges, appurtenances and appliances in any way connected therewith or necessary thereto, and to maintain and operate the same; to install electric wiring and devices of all kinds; to produce, manufacture, purchase, sell, supply, and furnish electric current, for light, heat and power purposes or any other purpose or purposes for which said electric current may be used; to own, acquire, construct, use and dispose of all property, real or personal, needed or incidental to the production or manufacture or distribution or sale of such electric current, and to fully equip the Consolidated Corporation to acquire, distribute, market and dispose of such electric current; to dispose, furnish and supply said electric current directly or indirectly, for light, heat and power purposes and all other purposes for which said electric current may be used and adapted; to sell, furnish, distribute and supply electric current to the inhabitants of any city, village, town or other political subdivision, for any and all purposes, either for public or private use, and to make all contracts and agreements, and accept, acquire and exercise franchises, grants, rights and privileges in connection therewith, or necessary thereto;

(c) To manufacture and supply and furnish steam and hot water, or both, to public and private consumers and users, for heating and power purposes, and to purchase, acquire, construct and use the necessary plants, mains, pipes, conduits, engines, tools and other fixtures and appliances required for said business, and to acquire, receive, accept and use the necessary franchises, grants, easements, rights and privileges to so supply and furnish said steam or hot water service, or both.

(d) To purchase, lease or otherwise acquire, own and dispose of all necessary real estate, lands, property, natural gas lands, or interests of any kind in real estate, lands, or natural gas lands, and also to own, construct, purchase, lease or otherwise acquire, and maintain and operate all necessary plants, systems, machinery, wires, pipes, lines, pumping stations, receiving stations, buildings, appurtenances and appliances; and also to lay, construct, maintain and operate over, upon, under or along public or private property or any public highway, or the streets, avenues, alleys, bridges or public ways of any municipality, town, township or other political subdivision, any and all wires, pipes, lines, fixtures, appurtenances or appliances necessary or desirable to enable said corporation to distribute, supply, furnish, sell and deliver said natural gas, artificial gas, or a combination thereof, or electric current, or steam and hot water, and the doing of all things necessary or incident thereto, or promoting the business of said corporation;

(e) To produce, acquire, transport, treat, refine, convert, buy,

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"sell, and otherwise dispose of and turn to account and deal in subseil products and surfece deposits of any kind;

"(f) To invest, trade and deal in gas and electric appliances and, in general, goods, wares, merchandise and property of every description;

"(g) To acquire by purchase, subscription or otherwise and to own, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, any of the shares of the capital stock or any bonds, debentures, notes, securities or other evidences of indebtedness created, issued or incurred by any public, municipal, quasi-public or private corporations or associations, and as owner thereof to exercise all the rights, powers and privileges of ownership, and to aid in any manner which shall be lawful any corporation or association of which any bonds, stocks, or other securities or evidences of indebtedness shall be so held, or in which, or in the welfare of which, the Consolidated Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness or the property of the Consolidated Corporation.

"(h) To guarantee the payment of dividends or sinking fund upon the capital stock, or the payment of the principal and interest and sinking fund, or either, of any bonds or other obligations or evidences of indebtedness, or the performance of any contract, of any such corporation or association referred to in the paragraph preceding, in-so-far as and to the extent that such guarantee may be permitted by law.

"The purposes for which the Consolidated Corporation is formed may be amended hereafter by the affirmative vote of the holders of a majority of the shares having at the time voting power."

"(5) The place in this State where the principal office of the Consolidated Corporation is to be located is the City of Cincinnati, in Hamilton County.

"(6) The maximum number and the par value of shares with par value, and the maximum number of shares without par value, which the Consolidated Corporation is authorized to have outstanding, and the designation of each class, the number and par value, if any, of the shares of each class, and the express terms and provisions of the shares of each class, shall be those now authorized for The Cincinnati Gas & Electric Company, as follows:

"The maximum number of shares which the Consolidated Corporation is authorized to have outstanding is one million five hundred thousand (1,500,000) of which seven hundred and fifty thousand (750,000) shares of the par value of one hundred dollars (\$100) each and of the aggregate par value of seventy-five million dollars (\$75,000,000) are to be Preferred Stock, and seven hundred and fifty thousand (750,000) shares are to be Common Stock without par value.

"The Preferred Stock and Common Stock shall have the following respective designations, preferences, voting powers, redemption

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rights and other relative rights or restrictions or qualifications and are created on the following terms respectively:

"1. The Preferred Stock may be issued from time to time, either as Preferred Stock of a series to be designated as "Cumulative 5% Preferred Stock, Series A," or, if so determined by the Board of Directors, either in whole or in part as one or more other series, each series to be distinctively designated by letter or descriptive words. The Preferred Stock of all series shall be identical in all respects except as hereinafter in paragraphs (a) to (g) of this Clause I set forth:

"(a) The maximum dividend rate of the Cumulative 5% Preferred Stock, Series A, shall be five dollars (\$5.00) per share per annum and the maximum dividend rate of the Preferred Stock of each other series shall be such rate not exceeding seven dollars (\$7.00) per share per annum as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

"(b) The dates on which dividends if declared shall be payable shall, in the case of the Cumulative 5% Preferred Stock, Series A, be January 1, April 1, July 1 and October 1 in each year and in the case of Preferred Stock of each other series shall be regular dates in each year to be fixed by the Board of Directors of the Consolidated Corporation in respect of such series before the issue of the Preferred Stock of such series and stated in the certificates therefor, and different dividend dates may be so provided for different series.

"(c) The date from which dividends shall be payable on the Cumulative 5% Preferred Stock, Series A, shall be April 1, 1928, and the dates from which dividends shall be payable on the Preferred Stock of each other series shall be the dividend payment date of or next preceding the date of the issue of the Preferred Stock of such series, as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and stated in the certificates therefor.

"(d) The price at which the Cumulative 5% Preferred Stock, Series A, may be redeemed as hereinafter provided shall be one hundred and seven dollars and fifty cents (\$107.50) per share plus accrued dividends, and the price at which the Preferred Stock of each other series may be redeemed as hereinafter provided shall be such amount not less than One hundred dollars (\$100) per share plus accrued dividends nor more than One hundred and fifteen dollars (\$115) per share plus accrued dividends as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

"(e) The dates on which the Cumulative 5% Preferred Stock, Series A, may be redeemed, as hereinafter provided, shall be the dividend payment dates for said series, commencing April 1, 1938, and the dates on which the Preferred Stock of each other series may be redeemed shall be the regular dividend payment dates for such series, commencing on such date as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

"(f) The amount which shall be paid to the holders of Preferred Stock upon any involuntary dissolution, liquidation or winding up of the Consolidated Corporation before any distribution to the

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holders of Common Stock shall be the par value thereof together with accrued dividends. The amount which shall be paid to the holders of the Preferred Stock upon any reduction of capital stock or voluntary dissolution, liquidation or winding up of the Consolidated Corporation before any distribution to the holders of the Common Stock shall be to each series be the redemption price thereof (as defined in Clause V of Article Fourth).

"(g) The holders of the Cumulative 5% Preferred Stock, Series A, shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock or securities convertible into stock whether now or hereafter authorized and whether issued for cash, property or by way of dividend unless expressly authorized hereafter by order of the Board of Directors. The holders of Preferred Stock of each other series shall have such rights to subscribe for or purchase or receive any part of any new or additional issue of stock or securities convertible into stock whether now or hereafter authorized, or may have no such right whatever, as may be determined by the Board of Directors of the Consolidated Corporation in respect of such series at the time of the issue of the Preferred Stock of said series and stated in the certificate therefor; and different series may have different rights to so subscribe, purchase or receive additional stock or securities convertible into stock. The holders of Common Stock shall not be entitled to subscribe for or purchase any new or additional issue of Preferred Stock, except as authorized by the Board of Directors.

All shares of any one series shall be alike in every particular.

"II. The holders of Preferred Stock shall be entitled to receive out of the surplus or net profits of the Consolidated Corporation dividends, in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum and no more, and in the case of each other series at the maximum rate specified in the respective certificate for the Preferred Stock of such series and no more, in the case of the Cumulative 5% Preferred Stock, Series A, from April 1, 1928, and, in the case of each other series, from the dividend payment date of or next preceding the date of issue thereof as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificate therefor, as and when declared by the Board of Directors, payable in each year, in the case of the Cumulative 5% Preferred Stock, Series A, on January 1, April 1, July 1 and October 1 of each year; and in the case of each other series on dates to be fixed by the Board of Directors; before any dividends shall be declared or paid upon or set apart for the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Preferred Stock of any series; and such dividends shall be cumulative so that if, in any dividend period or periods dividends upon the outstanding Preferred Stock, in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum and, in the case of each other series, at the maximum rate specified in the respective certificate, for the Preferred Stock of such series, shall not have been paid the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Preferred Stock of any series. Deferred dividends shall not bear interest.

"III. Dividends upon all preferred stock of the same series shall be cumulative from the same date and in the event of the issue of additional Preferred Stock of any series all dividends paid on Preferred Stock of such series prior to the issue of such additional Preferred Stock and all dividends declared and payable to holders of record of Preferred Stock of such series on a date prior to such additional issue, shall be deemed to have been paid on the additional stock so issued.

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such series and after making such provisions, if any, as the Board of Directors of the Consolidated Corporation may deem necessary for working capital, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of any series of the Preferred Stock, as such, shall be entitled to share therein.

XII. The holders of the Preferred Stock shall have no voting rights except such as are indefeasibly vested by law and except that if four quarterly dividend installments are in default on any of the Preferred Stock, each share of said Preferred Stock shall have the same voting rights as each share of Common Stock until all defaults are cured. As permitted by the General Corporation Act of the State of Ohio, it is hereby agreed and provided that, notwithstanding any provision of said Act requiring for any purpose the affirmative vote of the stockholders entitled to exercise a designated proportion of the voting power of the shares thereof, or any class or classes thereof, such action may be taken by the affirmative vote of the shareholders entitled to exercise a majority of such voting power.

XIII. Upon any involuntary dissolution, liquidation or winding up of the Consolidated Corporation, the holders of Preferred Stock of any series shall be entitled to receive out of the assets of the Consolidated Corporation, whether from capital or from earnings, an amount equal to its par value, together with accrued dividends, and upon any voluntary dissolution, liquidation or winding up, or upon any reduction of the capital stock of the Consolidated Corporation resulting in a distribution of assets to the stockholders, an amount equal to the redemption price thereof (as defined in Clause V of Article Fourth); for every share of their holdings of Preferred Stock of any series, before any distribution of assets to be distributed shall be made to the holders of Common Stock but they shall be entitled to no further participation in such distribution. If upon such dissolution, liquidation or winding up of the Consolidated Corporation or reduction of its capital stock, the assets so to be distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amount aforesaid, then the entire assets of the Consolidated Corporation to be distributed shall be distributed ratably among the holders of the Preferred Stock in proportion to their full redemption amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Preferred Stock of the full preferential amounts heretofore provided for, the holders of the Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Consolidated Corporation and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

XIV. The term "accrued dividends," whenever used herein with reference to the Preferred Stock shall be deemed to mean that amount which would have been paid as dividends thereon to date had full dividends been paid thereon at the maximum rates stated in the respective certificates; in the case of the Cumulative 6% Preferred Stock, Series A, from April 1, 1928, and in the case of each other series from the date expressed in the respective certificates for the Preferred Stock of such series as the date from which dividends shall accrue, to date (including the dividend for the current dividend period for that part of the dividend period elapsed from the next preceding dividend payment date to date), less in each case the amount of all dividends paid upon such stock.

(7) The amount of stated capital with which the Consolidated Corporation shall begin business shall be an amount equal to the aggregate

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par value of the outstanding shares having par value, viz., \$40,000,000, plus the amount of stated capital hereby allotted in respect of the shares without par value now outstanding, viz., \$30,000,000; total, \$70,000,000.

(b) The names and addresses of the first directors and officers of the Consolidated Corporation shall be as follows:

DIRECTORS

| <u>Name</u>         | <u>Address</u>                              |
|---------------------|---|
| Samuel Assur,       | Carew Tower, Cincinnati, O.                 |
| Walter C. Beckford, | 800 Union Trust Bldg., Pittsburgh, Pa.      |
| H. C. Blackwell,    | Fourth and Main Streets, Cincinnati, O.     |
| H. P. Colville,     | Central Trust Co., Cincinnati, O.           |
| Geo. Dent Crabbs,   | The Philip Carey Mfg. Co., Cincinnati, O.   |
| Thos. J. Davis,     | First Nat'l. Bank, Cincinnati, O.           |
| Thos. M. Davidson,  | 4890 Spring Grove Ave., Cincinnati, O.      |
| E. N. Edwards,      | Fifth Third Union Trust Co., Cincinnati, O. |
| F. G. Gosdler,      | 61 Broadway, New York, N.Y.                 |
| J. M. Hatton,       | 321 First Nat'l. Bank Bldg., Cincinnati, O. |
| Folk Laffoon,       | Fourth and Main Streets, Cincinnati, O.     |
| K. Reynolds, Jr.,   | 61 Broadway, New York, N.Y.                 |
| John J. Rowe,       | Fifth Third Union Trust Co., Cincinnati, O. |
| F. H. Tait,         | Mutual Home Office Bldg., Dayton, O.        |
| C. I. Weaver,       | 99 N. Front St., Columbus, O.               |

OFFICERS

| <u>Title</u>         | <u>Name</u>      | <u>Address</u>                          |
|----------------------|------------------|---|
| President:           | H. C. Blackwell  | Fourth and Main Streets, Cincinnati, O. |
| Vice-President:      | Folk Laffoon     | Fourth and Main Streets, Cincinnati, O. |
| Vice-President:      | R. H. Delafield  | 61 Broadway, New York, N. Y.            |
| Secretary:           | Folk Laffoon     | Fourth and Main Streets, Cincinnati, O. |
| Treasurer:           | C. F. Brenner    | Fourth and Main Streets, Cincinnati, O. |
| Assistant Secretary: | A. F. Flockem    | Fourth and Main Streets, Cincinnati, O. |
| Assistant Secretary: | J. R. Marvin     | 61 Broadway, New York, N. Y.            |
| Assistant Secretary: | H. H. Pally, Jr. | 61 Broadway, New York, N. Y.            |
| Assistant Treasurer: | Ray E. Babus     | Fourth and Main Streets, Cincinnati, O. |
| Assistant Treasurer: | F. E. Wadwo      | 61 Broadway, New York, N. Y.            |

The term of office of each of the directors above named is until the next annual meeting of shareholders, which the regulations provide shall be held on the Wednesday following the first Thursday in April, to-wit, April 7, 1937, or until his successor shall have been elected and qualified, and the term of each of the officers above named shall be until the first meeting of the Board of Directors held after said annual meeting of shareholders, or until his successor is chosen and qualified.

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"IV. If at any time Preferred Stock of more than one series be outstanding, any dividends paid upon the Preferred Stock in an amount less than the full amount payable on all Preferred Stock outstanding shall be divided ratably between the outstanding series in proportion to the aggregate amounts which would be distributable to the Preferred Stock of each series if full dividends were declared and paid thereon.

"V. Upon at least thirty (30) days previous notice given by mail to the record holders of Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Consolidated Corporation and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in the Borough of Manhattan, City and State of New York, the Consolidated Corporation by action of its Board of Directors may redeem the whole of the Preferred Stock or any series thereof or any part of any series thereof by lot or pro rata, in the case of the Cumulative Preferred Stock, Series A, on April 1, 1928, or any dividend payment date thereafter, and in the case of each other series on the dividend dates for such series commencing on such dividend date as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor, at the price, in the case of the Cumulative Preferred Stock, Series A, of one hundred and seven dollars and fifty cents (\$107.50) per share plus accrued dividends, and in the case of each other series at such price as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor plus accrued dividends (the said price plus accrued dividends being in any case herein called the redemption price of the series in question), all by such method as shall be provided from time to time by vote or resolution of the Board of Directors. From and after the date fixed in such notice as the date of redemption, unless default shall be made by the Consolidated Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Consolidated Corporation, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Preferred Stock called for redemption, shall cease and determine as of such date.

"VI. The Consolidated Corporation may from time to time purchase the whole of the Preferred Stock or any series thereof, or any part of any series thereof, upon the best terms reasonably obtainable but in no event at a price greater than the redemption price above stated.

"VII. Such redemption or purchase may, however, be effected only after full cumulative dividends in the case of the Cumulative Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum from April 1, 1928, and in the case of each other series at the maximum rate stated in the respective certificates therefor from the date stated in the respective certificates as the date from which dividends shall accrue, to the date of such redemption or purchase, upon all shares of Preferred Stock then outstanding and not then to be redeemed or purchased shall have been declared and paid or provided for. Preferred Stock of any series redeemed or purchased may at the discretion of the Board of Directors be resigned at any time or from time to time as stock of the same or of a different series or may be cancelled.

"VIII. Out of any surplus or net profits of the Consolidated Corporation remaining after full cumulative dividends as aforesaid upon the Preferred Stock of all series then outstanding shall have been paid for all past dividend periods and after or concurrently with making payment of or provision for full dividends on the Preferred Stock of all series then outstanding for the current dividend period of each

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(9) The terms and conditions of the aforesaid consolidation are as follows, viz.:

The capital stock of The Cincinnati Gas & Electric Company now authorized, and that now issued, and all the rights and privileges pertaining thereto, shall be and remain as at present, unimpaired by this consolidation.

Inasmuch as all the shares of the Common Stock of both of the Constituent Corporations are held by a single shareholder, viz., Columbia Gas & Electric Corporation, and inasmuch as its entire equity and interest in the Consolidated Corporation will be evidenced by its ownership of the Common shares of the Consolidated Corporation, and inasmuch as it has consented and does consent, upon the consummation of this consolidation, that its shares in The Union Gas & Electric Company may be surrendered and cancelled, without issuance of any other or further securities in lieu thereof, it is agreed that upon the consummation of this consolidation said shares shall be surrendered and cancelled.

(10) The earned surplus of the respective Constituent Corporations shall be continued and treated as earned surplus of the Consolidated Corporation.

(11) The fair value to the Consolidated Corporation of the assets to be possessed by it, as of February 29, 1934, is \$129,495,465.57.

(12) The Consolidated Corporation shall pay all the expenses of consolidation.

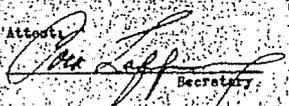
(13) This agreement has been duly approved by the Board of Directors of each of the Constituent Corporations and considered at a special meeting of all the shareholders of each of the Constituent Corporations duly called and held and, upon a vote taken of the shareholders of each of the Constituent Corporations entitled to vote thereon at such meeting upon the question of adoption or rejection of this

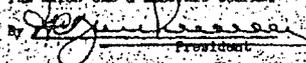
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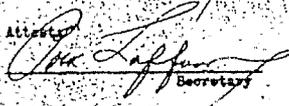
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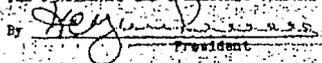
Agreement, has been approved by the vote of the holders of shares of each of the Constituent Corporations entitling them to exercise two thirds of the voting power thereof.

IN WITNESS WHEREOF, said Constituent Corporations have caused their respective corporate seals to be hereto affixed and these presents to be signed by their respective Presidents or Vice-Presidents and their respective Secretaries or Assistant Secretaries, thereunto duly authorized, this 20th day of June, 1936.

Attest:  
  
Secretary

THE BRIGH GAS & ELECTRIC COMPANY  
By   
President

Attest:  
  
Secretary

THE CINCINNATI GAS & ELECTRIC COMPANY  
By   
President

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STATE OF OHIO }  
HAMILTON COUNTY } SS:

Before me, a Notary Public in and for said County and State, personally appeared the above named H. C. Blackwell, President, and Polk Laffoon, Secretary of The Union Gas & Electric Company, the corporation which executed the foregoing Agreement of Consolidation, who acknowledged that they did sign and seal said agreement on behalf of said corporation and by authority of its Board of Directors and shareholders, and that the same is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Cincinnati, Ohio, this 20th day of June, 1936.

*William H. Hufnagel*

STATE OF OHIO }  
HAMILTON COUNTY } SS:

Before me, a Notary Public in and for said County and State, personally appeared the above named H. C. Blackwell, President, and Polk Laffoon, Secretary of The Cincinnati Gas & Electric Company, the corporation which executed the foregoing Agreement of Consolidation, who acknowledged that they did sign and seal said agreement on behalf of said corporation and by authority of its Board of Directors and shareholders, and that the same is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Cincinnati, Ohio, this 20th day of June, 1936.

*William H. Hufnagel*

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Columbia Gas & Electric Corporation, a corporation under the laws of Delaware, owner of all of the shares of the Common Stock of The Union Gas & Electric Company and The Cincinnati Gas & Electric Company, the Constituent Corporations aforesaid, does hereby consent to the within agreement, and that its shares in The Union Gas & Electric Company shall be surrendered and cancelled upon the consummation of this consolidation, as herein set forth.

COLUMBIA GAS & ELECTRIC CORPORATION

By: Robert H. DeLafield, Vice-President

Attest:

H. H. Poll, Jr.  
Secretary

(Corporate Seal)



*W/APP#*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of *14* pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this *17th* day of *March* A.D. *2011*



*Jon Husted*  
JON HUSTED  
Secretary Of State

*Maura Whitehead*

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Page 219 Lic. 19  
Number 47309

CERTIFICATE  
OF

THE Consent  
Gas & Electric  
A134 800 COMPANY

Filed in the office of the Secretary of State  
at Columbus, Ohio, on the 30 day  
of Sept A.D. 1958  
and recorded in Volume 467 Page 26  
of the Records of such Filings

*William J. ...*  
Secretary of State



PECK, SHAFER & WILLIAMS  
CINCINNATI  
*A. C. ...*  
*Att. & Man. at*

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CERTIFICATE OF REDUCTION OF STATED CAPITAL  
BY RESOLUTION OF SHAREHOLDERS

[S. C. 0623-29 (3)]

A. C. Moorhaus, Vice-President and Polk Laffoon, Secretary of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal place of business located at Cincinnati, Ohio, do hereby certify that the special meeting of the holders of the preferred and common shares of said corporation entitling them to vote on the proposal to reduce the stated capital thereof as contained in the following Resolution was duly called and held on the 30th day of September, 1938, at 9 o'clock A. M. at which meeting a quorum of such shareholders and each class thereof was present in person or by proxy, and that by the affirmative vote of the holders of more than two-thirds (2/3) of the shares of each class of shares outstanding, regardless of limitations or restrictions on the voting power of any such class, the following Resolution reducing the stated capital was adopted:

RESOLVED that the stated capital of this Company be, and it hereby is, reduced in the amount of \$22,500,000 by reducing and writing down the stated capital represented by the shares of Common Stock without par value of this Company from \$30,000,000 to \$7,500,000;

RESOLVED that the President or a Vice-President and the Secretary or an Assistant Secretary of this Company be, and they hereby are, authorized and directed to sign a certificate of reduction of stated capital, under the seal of this Company, containing a copy

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of the foregoing resolution and a statement of the manner of its adoption, and to file such certificate in the office of the Secretary of State of the State of Ohio, all as required by law;

IN WITNESS WHEREOF, said A. C. Moorhaus, Vice-President and Polk Laffoon, Secretary of The Cincinnati Gas & Electric Company, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereto affixed this 30th day of September, 1928.

*A. C. Moorhaus*  
Vice-President  
*Polk Laffoon*  
Secretary

RECEIVED  
SEP 30 1928  
SECRETARY OF STATE  
CINCINNATI, OHIO

*CHARLH*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Maura Whitehead*

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DATE 12-29-1929 AGREEMENT OF MERGER A134 804  
Sec 607

THE CINCINNATI GAS & ELECTRIC COMPANY, a corporation organized and existing under the laws of the State of Ohio, THE HAMILTON SERVICE COMPANY, a corporation organized and existing under the laws of the State of Ohio, THE LOVELAND LIGHT AND WATER COMPANY, a corporation organized and existing under the laws of the State of Ohio, and THE HARRISON ELECTRIC AND WATER COMPANY, a corporation organized and existing under the laws of the State of Ohio (the parties hereto collectively being hereinafter sometimes referred to as the constituent corporations), each in consideration of the premises and agreements of the other herein contained, do hereby bind themselves, and contract as follows:

1. The names of the constituent corporations are The Cincinnati Gas & Electric Company, The Hamilton Service Company, The Loveland Light and Water Company, and The Harrison Electric and Water Company. Said constituent corporations do hereby merge on the following terms and conditions:

2. The Hamilton Service Company, The Loveland Light and Water Company and The Harrison Electric and Water Company are hereby merged into The Cincinnati Gas & Electric Company, under the terms and provisions of the General Corporation Act of Ohio, and particularly Sections 8623-67 and 8623-68 thereof, which terms and provisions are hereby incorporated by reference. Nothing herein contained shall be construed as intending to create or creating a new corporation, it being the intention of the constituent corporations to continue the present corporation, The Cincinnati Gas & Electric Company, as the surviving or merged corporation, and where The Cincinnati Gas & Electric Company as the merged or continuing corporation is hereinafter referred to as the Consolidated Corporation, said term, Consolidated Corporation, as expressly provided by Section 8623-67 of the Ohio General Code, is used as meaning and refers only to the merged or continuing corporation, and not to a new corporation.

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3. The name of the Consolidated Corporation shall be  
The Cincinnati Gas & Electric Company.

4. The corporate purposes of the Consolidated Corporation shall be as follows:

(a) To own, construct, purchase, lease, or otherwise acquire natural gas plants, manufactured gas plants, natural or manufactured gas systems, lines or pipes for transmitting, distributing, supplying or furnishing natural gas or manufactured gas or a combination thereof, either as going concerns or otherwise, including all or any part of the franchises, grants, easements, right-of-ways, rights, privileges, appurtenances and appurtenances in any way connected therewith or necessary thereto, and to maintain and operate the same; to produce, manufacture, purchase, sell, supply, and furnish natural gas, manufactured gas, or a combination thereof, for light, heat and power purposes or any other purpose or purposes for which said gases or a combination thereof, or any products connected with said gases, may be used; to own, acquire, construct, use and dispose of all property, real or personal, needed or incidental to the production or manufacture or transmission or distribution or sale of such gases or their products, and to manufacture and dispose of any and all by-products connected therewith, and to fully equip the Consolidated Corporation to acquire, transmit, distribute, market and dispose of such gases and any and all products or by-products connected with or incidental thereto; to dispose, furnish and supply said gases directly or indirectly, for light, heat and power purposes and all other purposes for which said gases may be used and adapted; to sell, furnish, transmit, distribute and supply natural gas, manufactured gas, or a combination thereof, to the inhabitants of any city, village, town or other political subdivision, for any and all purposes, either for public or private use, and to make all contracts and agreements, and accept, acquire and exercise franchises, grants, rights and privileges in connection therewith, or necessary thereto.

(b) To own, construct, purchase, lease, or otherwise acquire plants for generating, manufacturing or producing electric current and systems, lines or other means for transmitting, distributing, supplying or furnishing electric current, either as going concerns or otherwise, including all or any part of the franchises, grants, easements, right-of-ways, rights, privileges, appurtenances and appurtenances in any way connected therewith or necessary thereto; and to maintain and operate the same; to install electric wiring and devices of all kinds; to produce, manufacture, purchase, sell, supply, and furnish electric current, for light, heat and power purposes or any other purpose or purposes for which said electric current may be used; to own, acquire, construct, use and dispose of all property, real or personal, needed or incidental to the production or manufacture or transmission or distribution or sale of such electric current, and to fully equip the Consolidated Corporation to acquire, transmit, distribute, market and dispose of such electric current; to dispose, furnish and supply said electric current directly or indirectly, for light, heat and power purposes and all other purposes for which said electric current may be used and adapted.

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to sell, furnish, transmit, distribute and supply electric current to the inhabitants of any city, village, town or other political subdivision, for any and all purposes, either for public or private use, and to make all contracts and agreements, and accept, acquire and exercise franchises, grants, rights and privileges in connection therewith, or necessary thereto;

(c) To own, construct, purchase, lease or otherwise acquire water-works and systems and to maintain and operate the same, including all franchises, rights, right-of-ways, easements, pipe lines, pumping stations, distribution systems, hydrants, tanks, storage systems and filtration plants, contracts and property, real, personal and mixed, and assets of every kind and description pertaining to the same; and to furnish, purchase, sell, pump and supply water and water power, and to acquire and hold any and all real estate necessary or convenient for said purpose, and to dispose of the same, and to acquire, manage, and conduct said business in all or any one of its departments;

(d) To manufacture and supply and furnish steam and hot water, or both, to public and private consumers and users, for heating and power purposes, and to purchase, lease, acquire, construct and use the necessary plants, mains, pipes, conduits, engines, tools and other fixtures and appliances required for said business, and to acquire, receive, accept and use the necessary franchises, grants, easements, rights and privileges to so supply and furnish said steam or hot water service, or both;

(e) To purchase, lease or otherwise acquire, own and dispose of, all necessary real estate, lands, property, natural gas lands, or interests of any kind in real estate, lands, or natural gas lands; and also to own, construct, purchase, lease or otherwise acquire and maintain and operate all necessary plants, systems, machinery, wires, pipes, lines, pumping stations, measuring stations, buildings, appurtenances and appliances, and also to lay, construct, maintain and operate over, upon, under or along public or private property or any public highway, or the streets, avenues, alleys, bridges or public ways of any municipality, town, township or other political subdivision, any and all wires, pipes, lines, fixtures, appurtenances or appliances necessary or desirable to enable said corporation to distribute, supply, furnish, sell and deliver said natural gas, manufactured gas, or a combination thereof, or electric current, or water, or steam and hot water; and the doing of all things necessary or incident thereto, or promoting the business of said corporation;

(f) To produce, acquire, transport, treat, refine, convert, buy, sell, and otherwise dispose of and turn to account and deal in subsoil products and surface deposits of any kind;

(g) To own, lease, acquire, operate or conduct a general garage and service station business; to invest, trade and deal in gas and electric appliances, and, in general, goods, wares, merchandise and property of every description;

(h) To acquire by purchase, subscription or otherwise and to own, hold, sell, assign, transfer, exchange,

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mortgage, pledge or otherwise dispose of, any of the shares of the capital stock or any bonds, debentures, notes, securities or other evidences of indebtedness created, issued or incurred by any public, municipal, quasi-public or private corporations or associations, and as owner thereof to exercise all the rights, powers and privileges of ownership, and to aid in any manner which shall be lawful any corporation or association of which any bonds, stocks, or other securities or evidences of indebtedness shall be so held, or in which or in the welfare of which, the Consolidated Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks or other securities or evidences of indebtedness or the property of the Consolidated Corporation.

(1) To guarantee the payment of dividends or sinking fund upon the capital stock, or the payment of the principal and interest and sinking fund, or either, of any bonds or other obligations or evidences of indebtedness, or the performance of any contract, of any such corporation or association referred to in the paragraph preceding, insofar as and to the extent that such guarantee may be permitted by law.

The purpose for which the Consolidated Corporation is formed, may be amended hereafter by the affirmative vote of the holders of a majority of the shares having at the time voting power.

5. The place in this State where the principal office of the Consolidated Corporation is to be located is the City of Cincinnati, in Hamilton County.

6. The maximum number and the par value per share of shares with par value, and the maximum number of shares without par value which the Consolidated Corporation is authorized to have outstanding, and the designation of each class, and the number and par value per share, if any, of the shares of each class, and the express terms and provisions of the shares of each class, shall be as follows:

The maximum number of shares which the Consolidated Corporation is authorized to have outstanding is 1,760,000, of which 750,000 shares of the par value of \$100 each and of the aggregate par value of \$75,000,000 are to be Preferred Stock and 1,000,000 shares are to be Common Stock without par value.

The Preferred Stock and Common Stock shall have the following respective designations, preferences, voting powers,

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redemption rights and other relative rights, or restrictions or qualifications, and are created on the following terms, respectively:

I. The Preferred Stock may be issued from time to time, either as Preferred Stock of a series to be designated as "Cumulative 5% Preferred Stock, Series A," or, if so determined by the Board of Directors, either in whole or in part as one or more other series, each series to be distinctively designated by letter or descriptive words. The Preferred Stock of all series shall be identical in all respects except as hereinafter in paragraphs (c) to (g) of this Clause I set forth:

(c) The maximum dividend rate of the Cumulative 5% Preferred Stock, Series A, shall be five dollars (\$5.00) per share per annum and the maximum dividend rate of the Preferred Stock of each other series shall be such rate not exceeding seven dollars (\$7.00) per share per annum as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificate therefor.

(b) The dates on which dividends if declared shall be payable shall, in the case of the Cumulative 5% Preferred Stock, Series A, be January 1, April 1, July 1 and October 1 in each year and in the case of Preferred Stock of each other series shall be regular dates in each year to be fixed by the Board of Directors of the Consolidated Corporation in respect of such series before the issue of the Preferred Stock of such series and stated in the certificate therefor, and different dividend dates may be provided for different series.

(c) The date from which dividends shall be payable on the Cumulative 5% Preferred Stock, Series A, shall be April 1, 1929, and the dates from which dividends shall be payable on the Preferred Stock of each other series shall be the dividend payment date or next preceding the date of the issue of the Preferred Stock of such series, as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and stated in the certificate therefor.

(d) The price at which the Cumulative 5% Preferred Stock, Series A, may be redeemed as hereinafter provided shall be one hundred and seven dollars and fifty cents (\$107.50) per share plus accrued dividends, and the price at which the Preferred Stock of each other series may be redeemed as hereinafter provided shall be such amount not less than One hundred dollars (\$100) per share plus accrued dividends nor more than One hundred and fifteen dollars (\$115) per share plus accrued dividends as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificate therefor.

(e) The dates on which the Cumulative 5% Preferred Stock, Series A, may be redeemed, as hereinafter provided, shall be the dividend payment dates for said series, commencing April 1, 1933, and the dates on which the Preferred Stock of each other series may be redeemed, shall be the regular dividend payment dates for such series, commencing on such date as may be determined by the Board of

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Directors before the issue of the Preferred Stock of such Series and be stated in the certificates therefor.

(f) The amount which shall be paid to the holders of Preferred Stock upon any involuntary dissolution, liquidation or winding up of the Consolidated Corporation before any distribution to the holders of Common Stock shall be the par value thereof together with accrued dividends. The amount which shall be paid to the holders of the Preferred Stock upon any reduction of capital stock or voluntary dissolution, liquidation or winding up of the Consolidated Corporation before any distribution to the holders of the Common Stock shall as to each series be the redemption price thereof (as defined in Clause V of Article Fourth).

(g) The holders of the Cumulative 5% Preferred Stock, Series A, shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock or securities convertible into stock whether now or hereafter authorized and whether issued for cash, property or by way of dividend unless expressly authorized hereafter by order of the Board of Directors. The holders of Preferred Stock of each other series shall have such rights to subscribe for or purchase or receive any part of any new or additional issue of stock or securities convertible into stock whether now or hereafter authorized, or may have no such right whatever, as may be determined by the Board of Directors of the Consolidated Corporation in respect of such series at the time of the issue of the Preferred Stock of said series and stated in the certificates therefor, and different series may have different rights to subscribe, purchase or receive additional stock or securities convertible into stock. The holders of Common Stock shall not be entitled to subscribe for or purchase any new or additional issue of Preferred Stock, except as authorized by the Board of Directors.

All shares of any one series shall be alike in every particular.

II. The holders of Preferred Stock shall be entitled to receive out of the surplus or net profits of the Consolidated Corporation dividends, in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum and no more, and in the case of each other series at the maximum rate specified in the respective certificates for the Preferred Stock of such series and no more, in the case of the Cumulative 5% Preferred Stock, Series A, from April 1, 1928, and, in the case of each other series, from the dividend payment date of or next preceding the date of issue thereof as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor, and when declared by the Board of Directors, payable in each year, in the case of the Cumulative 5% Preferred Stock, Series A, on January 1, April 1, July 1 and October 1 of each year, and in the case of each other series on dates to be fixed by the Board of Directors, before any dividends shall be declared or paid upon or set apart for the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Preferred Stock of any series and such dividends shall be cumulative so that if in any dividend period or periods dividends upon the outstanding Preferred Stock, in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum and, in the case of each other series, at the maximum rate specified in the respective

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certificates for the Preferred Stock of such series, shall not have been paid the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Preferred Stock of any series. Deferred dividends shall not bear interest.

III. Dividends upon all Preferred Stock of the same series shall be cumulative from the same date and in the event of the issue of additional Preferred Stock of any series all dividends paid on Preferred Stock of such series prior to the issue of such additional Preferred Stock and all dividends declared and payable to holders of record of Preferred Stock of such series on a date prior to such additional issue, shall be deemed to have been paid on the additional stock so issued.

IV. If at any time Preferred Stock of more than one series be outstanding, any dividends paid upon the Preferred Stock in an amount less than the full amount payable on all Preferred Stock outstanding shall be divided ratably between the outstanding series in proportion to the aggregate amount which would be distributable to the Preferred Stock of each series if full dividends were declared and paid thereon.

V. Upon at least thirty (30) days previous notice given by mail to the record holders of Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Consolidated Corporation and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in the Borough of Manhattan, City and State of New York, the Consolidated Corporation by action of its Board of Directors may redeem the whole of the Preferred Stock of any series thereof, or any part of any series thereof, by lot or pro rata, in the case of the Cumulative B Preferred Stock, Series A, on April 1, 1933, or any dividend payment date thereafter, and in the case of each other series on the dividend date for such series containing on such dividend date as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and as stated in the certificate therefor, at the price, in the case of the Cumulative B Preferred Stock, Series A, of One hundred and seven dollars and fifty cents (\$107.50) per share, plus accrued dividends, and in the case of each other series at such price as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and as stated in the certificate therefor, plus accrued dividends (the said price plus accrued dividends being in any case herein called the redemption price of the series in question), all by such method as shall be provided from time to time by vote or resolution of the Board of Directors. From and after the date fixed in such notice as the date of redemption, unless default shall be made by the Consolidated Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Consolidated Corporation, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Preferred Stock called for redemption, shall cease and determine.

VI. The Consolidated Corporation may from time to time purchase the whole of the Preferred Stock of any series thereof, or any part of any series thereof, upon the best terms reasonably obtainable, but in no event at a price greater than the redemption price above stated.

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VII. Such redemption or purchase may, however, be effected only after full cumulative dividends, in the case of the Cumulative Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum from April 1, 1928, and in the case of each other series at the maximum rate stated in the respective certificates therefor from the dates stated in the respective certificates; and the date from which dividends shall accrue, to the date of such redemption or purchase, upon all shares of Preferred Stock then outstanding and not then to be redeemed or purchased shall have been declared and paid or provided for. Preferred Stock of any series redeemed or purchased may at the discretion of the Board of Directors be released at any time or from time to time as stock of the same or of a different series or may be cancelled.

VIII. Out of any surplus or net profits of the Consolidated Corporation remaining after full cumulative dividends as aforesaid upon the Preferred Stock of all series then outstanding shall have been paid for all past dividend periods and after or concurrently with making payment of or provision for full dividends on the Preferred Stock of all series then outstanding for the current dividend period of each such series and after making such provisions, if any, as the Board of Directors of the Consolidated Corporation may deem necessary for working capital, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of any series of the Preferred Stock, as such, shall be entitled to share therein.

IX. The holders of the Preferred Stock shall have no voting rights except such as are lawfully vested by law and except that if four quarterly dividend installments are in default on any of the Preferred Stock, each share of said Preferred Stock shall have the same voting rights as each share of Common Stock until all defaults are cured. As permitted by the General Corporation Act of the State of Ohio, it is hereby agreed and provided that, notwithstanding any provision of said Act requiring for any purpose the affirmative vote of the stockholders entitled to exercise a designated proportion of the voting power of the shares thereof, or any class or classes thereof, such action may be taken by the affirmative vote of the shareholders entitled to exercise a majority of such voting power.

X. Upon any involuntary dissolution, liquidation or winding up of the Consolidated Corporation, the holders of Preferred Stock of any series shall be entitled to receive out of the assets of the Consolidated Corporation, whether from capital or from earnings, an amount equal to its par value together with accrued dividends, and upon any voluntary dissolution, liquidation or winding up, or upon any reduction of the capital stock of the Consolidated Corporation resulting in a distribution of assets to the stockholders, an amount equal to the redemption price thereof (as defined in Clause V of Article Fourth), for every share of their holdings of Preferred Stock of any series, before any distribution of assets to be distributed shall be made to the holders of Common Stock; but they shall be entitled to no further participation in such distribution. If upon such dissolution, liquidation or winding up of the Consolidated Corporation or reduction of its capital stock, the assets to be distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amount aforesaid, then the entire assets of the Consolidated Corporation to be distributed shall be distrib-

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uted ratably among the holders of the Preferred Stock in proportion to their full redemption amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Preferred Stock of the full preferential amounts hereinbefore provided for, the holders of the Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Consolidated Corporation and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

11. The term 'accrued dividends,' whenever used herein with reference to the Preferred Stock shall be deemed to mean that amount which would have been paid as dividends thereon to date had full dividends been paid thereon at the maximum rates stated in the respective certificates, in the case of the Cumulative 5% Preferred Stock, Series A, from April 1, 1936, and in the case of each other series from the date expressed in the respective certificates for the Preferred Stock of such series as the date from which dividends shall accrue, to date (including the dividend for the current dividend period for that part of the dividend period elapsed from the next preceding dividend payment date to date); and in each case the amount of all dividends paid upon such stock.

7. The amount of stated capital with which the Consolidated Corporation will begin business is \$47,716,450., of which \$40,000,000 represents the par value of the Preferred Stock of the Consolidated Corporation.

B. H. C. Blackwell, whose address is Fourth and Main Streets, Cincinnati, Ohio, is hereby appointed agent of the Consolidated Corporation, upon whom process, tax notices and demands against any constituent corporation may be served, as provided in Section 6243-129 of the General Code of Ohio.

9. The names and addresses of persons who shall constitute the first directors and officers of the Consolidated Corporation shall be as follows:

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DIRECTORS

| <u>Name</u>         | <u>Address</u>                                  |
|---------------------|---|
| Samuel Assur,       | 306 Temple Bar Bldg., Cincinnati, O.            |
| Walter C. Brorjod,  | 61 Broadway, New York, N. Y.                    |
| H. C. Blackwell,    | Fourth and Main Streets, Cincinnati, O.         |
| H. P. Colville,     | The Central Trust Co., Cincinnati, O.           |
| Geo. Pant Gruba,    | The Philip Carey Mfg. Co., Lockiana, O.         |
| Thos. J. Davis,     | First National Bank, Cincinnati, O.             |
| E. F. Edwards,      | The Fifth Third Union Trust Co., Cinti., O.     |
| H. W. Edwards,      | The Edwards Mfg. Co., Cincinnati, O.            |
| C. G. Eichelberger, | Fourth and Main Streets, Cincinnati, O.         |
| F. O. Coscler,      | 61 Broadway, New York, N. Y.                    |
| Polk Laffoon,       | Fourth and Main Streets, Cincinnati, O.         |
| Edward Reynolds,    | 61 Broadway, New York, N. Y.                    |
| John J. Rowe,       | The Fifth Third Union Trust Company, Cinti., O. |
| F. H. Tait,         | Mutual Bldg., Dayton, O.                        |
| C. I. Weaver,       | 99 N. Front St., Columbus, O.                   |

OFFICERS

| <u>Title</u> | <u>Name</u>        | <u>Address</u>                   |
|--------------|--------------------|----------------------------------|
| President    | H. C. Blackwell    | Fourth and Main Sts., Cinti., O. |
| Vice Pres.   | C. G. Eichelberger | Fourth and Main Sts., Cinti., O. |
| Vice Pres.   | A. G. Moorhouse    | Fourth and Main Sts., Cinti., O. |
| Vice Pres.   | P. S. Clapp        | 99 N. Front St., Columbus, O.    |
| Secretary    |                    |                                  |
| Treasurer    | O. Y. Brenner      | Fourth and Main Sts., Cinti., O. |
| Asst. Secy.  | A. F. Floeken      | Fourth and Main Sts., Cinti., O. |
| Asst. Secy.  | J. R. Harvin       | 61 Broadway, New York, N. Y.     |
| Asst. Secy.  | Wm. H. Zimmer      | Fourth and Main Sts., Cinti., O. |
| Asst. Treas. | Ray E. Buchus      | Fourth and Main Sts., Cinti., O. |
| Asst. Treas. | E. D. Diven        | 61 Broadway, New York, N. Y.     |
| Asst. Treas. | Wm. H. Zimmer      | Fourth and Main Sts., Cinti., O. |

The term of office of each of the directors above named is until the next annual meeting of shareholders, which the Regulations provide shall be held on the first Wednesday after the first Thursday in the month of May, or until his successor shall have been elected and qualified, and the term of each of the officers above named shall be until the first meeting of the Board of Directors held after said annual meeting of shareholders, or until his successor is chosen and qualified.

10. The terms and conditions of the aforesaid merger are as follows, viz.:

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The capital stock of the Cincinnati Gas & Electric Company now authorized, and that now issued, and all the rights and privileges pertaining thereto, shall be and remain as at present, unimpaired by this merger.

The Consolidated Corporation will distribute to the shareholders of The Loveland Light and Water Company, The Hamilton Service Company and The Harrison Electric and Water Company, in extinguishment of or in substitution for the shares of such corporations last mentioned, shares of the Consolidated Corporation as follows:

For each share of Common Stock of The Loveland Light and Water Company, 2-1/8 shares of Common Stock of the Consolidated Corporation;

For each share of Common Stock of The Hamilton Service Company, 2-1/8 shares of Common Stock of the Consolidated Corporation; and

For each share of Common Stock of The Harrison Electric and Water Company, 1/4 share of Common Stock of the Consolidated Corporation.

11. This agreement adopts as the by-laws of the Consolidated Corporation the present by-laws of The Cincinnati Gas & Electric Company, one of the constituent corporations; and adopts as the Regulations of the Consolidated Corporation the Regulations of The Cincinnati Gas & Electric Company, one of the constituent corporations.

12. The earned surplus of The Cincinnati Gas & Electric Company shall be continued and treated as earned surplus of the Consolidated Corporation.

13. The Consolidated Corporation shall pay all of the expenses of merger.

14. This agreement of merger shall become effective on the 31st day of December, 1942.

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10. This agreement has been duly approved by the Board of Directors of each of the constituent corporations and considered at a special meeting of the shareholders of The Cincinnati Gas & Electric Company duly called and held, and upon a vote taken of the shareholders of said The Cincinnati Gas & Electric Company entitled to vote thereon at such meeting, and has been approved by the requisite vote of the holders of shares of each class of stock of said Company; and it has been approved by all of the shareholders of each of the other constituent corporations, to-wit: The Hamilton Service Company, The Loveland Light and Water Company and The Harrison Electric and Water Company, without meetings of said shareholders, but by authority of writings signed by the holders of all of the shares of each of said constituent corporations, respectively, who would be entitled to notice of meetings for such purpose.

IN WITNESS WHEREOF, said constituent corporations have caused their respective corporate seals to be hereunto affixed and these presents to be signed by their respective Presidents or Vice Presidents, and their respective Secretaries or Assistant Secretaries, therunto duly authorized, this 27th day of December, 1962.

Attest: [Signature]  
Assistant Secretary  
THE CINCINNATI GAS & ELECTRIC COMPANY  
By [Signature]  
President

Attest: [Signature]  
Assistant Secretary  
THE HAMILTON SERVICE COMPANY  
By [Signature]  
President

Attest: [Signature]  
Assistant Secretary  
THE LOVELAND LIGHT AND WATER COMPANY  
By [Signature]  
President

Attest: [Signature]  
Assistant Secretary  
THE HARRISON ELECTRIC AND WATER COMPANY  
By [Signature]  
President



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STATE OF OHIO }  
HAMILTON COUNTY } SE1

Before me, a Notary Public in and for said County and State, personally appeared the above named H. C. Blackwell, President, and A. F. Flocken, Assistant Secretary of The Cincinnati Gas & Electric Company, the corporation which executed the foregoing agreement of merger, who acknowledged that they did sign and seal said agreement, on behalf of said corporation and by authority of its Board of Directors and shareholders, and that the same is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Cincinnati, Ohio, this 24th day of December, 1942.

*Stella Hufnagel*  
Notary Public, Hamilton County, Ohio

STATE OF OHIO }  
HAMILTON COUNTY } SE1

STELLA HUFNAGEL  
Notary Public, Hamilton County, Ohio  
My Commission Expires Mar. 11, 1943

Before me, a Notary Public in and for said County and State, personally appeared the above named H. C. Blackwell, President, and A. F. Flocken, Assistant Secretary of The Hamilton Service Company, the corporation which executed the foregoing agreement of merger, who acknowledged that they did sign and seal said agreement, on behalf of said corporation and by authority of its Board of Directors and shareholders, and that the same is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Cincinnati, Ohio, this 24th day of December, 1942.

*Stella Hufnagel*  
Notary Public, Hamilton County, Ohio

STELLA HUFNAGEL  
Notary Public, Hamilton County, Ohio  
My Commission Expires Mar. 11, 1943



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STATE OF OHIO }  
HAMILTON COUNTY } 881

Before me, a Notary Public in and for said County and State, personally appeared the above named H. C. Blackwell, President, and J. F. Flocken, Assistant Secretary of The Loveland Light and Water Company, the corporation which executed the foregoing agreement of merger, who acknowledged that they did sign and seal said agreement on behalf of said corporation and by authority of its Board of Directors and shareholders, and that the same is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Cincinnati, Ohio, this 14th day of December, 1942.

*Stella Hufnagel*  
Notary Public, Hamilton County, Ohio

STELLA HUFNAGEL  
Notary Public, Hamilton County, Ohio  
My Commission Expires Mar. 11, 1943

STATE OF OHIO }  
HAMILTON COUNTY } 881

Before me, a Notary Public in and for said County and State, personally appeared the above named H. C. Blackwell, President, and J. F. Flocken, Assistant Secretary of The Harrison Electric and Water Company, the corporation which executed the foregoing agreement of merger, who acknowledged that they did sign and seal this agreement on behalf of said corporation and by authority of its Board of Directors and shareholders, and that the same is the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal at Cincinnati, Ohio, this 14th day of December, 1942.

*Stella Hufnagel*  
Notary Public, Hamilton County, Ohio

STELLA HUFNAGEL  
Notary Public, Hamilton County, Ohio  
My Commission Expires Mar. 11, 1943

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HAMILTON COUNTY, OHIO  
Notary Public  
My Commission Expires Mar. 11, 1943

*Chall #*  
**47309**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March, A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Margaret Whitelock*

NOTICE: This is an official certification only when reproduced in red ink

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Number 47307

**AMENDMENT**  
OF  
*Electric Company*  
**A134 - 818**

in the office of the Secretary of State  
this 19th day of April 1913  
at Washington D.C.  
*Edward J. James*  
Secretary of State

Doc ID --> A134\_0819

APPROVED  
FOR FILING

47309

A134 819

A.Y.H.

DATE 10.25.45

Rec 150.00

CERTIFICATE OF AMENDMENT TO THE ARTICLES  
of  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Walter C. Buckford, President, and G. F. Brunner, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of Ohio, with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify that the Board of Directors of the Company on October 18, 1945, duly adopted the resolution recommending the Amendment to the Company's Articles therein contained and hereinafter set forth, and recommended the same to the shareholders of the Company for adoption by them.

The following resolution was duly adopted, pursuant to Section 8027-46 of the General Corporation Act of Ohio, by a writing signed by all the holders of shares who would be entitled to notice of a meeting for the purpose of the adoption of such resolution, namely the holders of all the shares of Common Stock of the Company:

Resolved that the Articles of The Cincinnati Gas & Electric Company be amended by amending Article 6 of the Agreement of Merger of said Company, The Hamilton Service Company, The Loveland Light and Water Company and The Harrison Electric and Water Company, filed in the office of the Secretary of State of the State of Ohio on December 20, 1942, to read as follows:

6. The maximum number of shares which the Corporation is authorized to have outstanding is 1,800,000 shares, of which 400,000 shares of the par value of \$100 each and of the aggregate par value of \$40,000,000 are to be Preferred Stock, 100,000 shares of the par value of \$100 each and of the aggregate par value of \$10,000,000

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are to be Cumulative Preferred Stock, and 1,000,000 shares are to be Common Stock without par value.

The Preferred Stock, Cumulative Preferred Stock and Common Stock shall have the following respective designations, preferences, dividend rights, voting powers, redemption rights, conversion rights, restrictions on issuance of shares and other relative, participating, optional or other special rights and preferences, and qualifications, limitations or restrictions thereon, and are created on the following terms, respectively:

1. The Preferred Stock may be issued from time to time, either as Preferred Stock of a series to be designated as "Cumulative 6% Preferred Stock, Series A," or, if so determined by the Board of Directors, either in whole or in part as one or more other series, each series to be distinctively designated by letter or descriptive words. The Preferred Stock of all series shall be identical in all respects except as hereinafter in paragraphs (a) to (g) of this Clause I set forth:

(a) The minimum dividend rate of the Cumulative 6% Preferred Stock, Series A, shall be five dollars (\$5.00) per share per annum and the maximum dividend rate of the Preferred Stock of each other series shall be such rate not exceeding seven dollars (\$7.00) per share per annum as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificate therefor.

(b) The dates on which dividends if declared shall be payable shall, in the case of the Cumulative 6% Preferred Stock, Series A, be January 1, April 1, July 1 and October 1 in each year and in the case of Preferred Stock of each other series shall be such date in each year to be fixed by the Board of Directors of the Consolidated Corporation in respect of such series before the issue of the Preferred Stock of such series.

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and stated in the certificates therefor, and different dividend dates may be so provided for different series.

(c) The date from which dividends shall be payable on the Cumulative 5% Preferred Stock, Series A, shall be April 1, 1928, and the dates from which dividends shall be payable on the Preferred Stock of each other series shall be the dividend payment date of or next preceding the date of the issue of the Preferred Stock of such series, as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and stated in the certificates therefor.

(d) The price at which the Cumulative 5% Preferred Stock, Series A, may be redeemed as herein after provided shall be One hundred and seven dollars and fifty cents (\$107.50) per share plus accrued dividends, and the price at which the Preferred Stock of each other series may be redeemed as hereinafter provided shall be such amount not less than One hundred dollars (\$100) per share plus accrued dividends not more than One hundred and fifteen dollars (\$115) per share plus accrued dividends as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

(e) The dates on which the Cumulative 5% Preferred Stock, Series A, may be redeemed, as herein after provided, shall be the dividend payment dates for said series, commencing April 1, 1928, and the dates on which the Preferred Stock of each other series may be redeemed, shall be the regular dividend payment dates for such series commencing on such date as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

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and stated in the certificates therefor, and different dividend dates may be so provided for different series.

(c) The date from which dividends shall be payable on the Cumulative 5% Preferred Stock, Series A, shall be April 1, 1928, and the dates from which dividends shall be payable on the Preferred Stock of each other series shall be the dividend payment date of or next preceding the date of the issue of the Preferred Stock of such series, as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and stated in the certificates therefor.

(d) The price at which the Cumulative 5% Preferred Stock, Series A, may be redeemed as hereinafter provided shall be One hundred and seven dollars and fifty cents (\$107.50) per share plus accrued dividends, and the price at which the Preferred Stock of each other series may be redeemed as hereinafter provided shall be such amount not less than One hundred dollars (\$100) per share plus accrued dividends not more than One hundred and fifteen dollars (\$115) per share plus accrued dividends as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

(e) The dates on which the Cumulative 5% Preferred Stock, Series A, may be redeemed, as hereinafter provided, shall be the dividend payment dates for said series, commencing April 1, 1933, and the dates on which the Preferred Stock of each other series may be redeemed shall be the regular dividend payment dates for such series, commencing on such date as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor.

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(f) The amount which shall be paid to the holders of Preferred Stock upon any involuntary dissolution, liquidation or winding up of the Consolidated Corporation before any distribution to the holders of Common Stock shall be the par value thereof, together with accrued dividends. The amount which shall be paid to the holders of the Preferred Stock upon any reduction of capital stock or voluntary dissolution, liquidation or winding up of the Consolidated Corporation before any distribution to the holders of the Common Stock shall be to each series the redemption price thereof (as defined in Clause V of Article Fourth).

(g) The holders of the Cumulative 5% Preferred Stock, Series A, shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock or securities convertible into stock whether now or hereafter authorized and whether issued for cash, property or by way of dividend unless expressly authorized hereafter by order of the Board of Directors. The holders of Preferred Stock of each other series shall have such rights to subscribe for or purchase or receive any part of any new or additional issue of stock or securities convertible into stock whether now or hereafter authorized, or may have no such right whatever, as may be determined by the Board of Directors of the Consolidated Corporation. In respect of such series at the time of the issue of the Preferred Stock of said series and stated in the certificates therefor, and different series may have different rights to so subscribe, purchase or receive additional stock or securities convertible into stock. The holders of Common Stock shall not be entitled to subscribe for or purchase any new or additional issue of Preferred Stock except as authorized by the Board of Directors.

All shares of any one series shall be alike in every particular.

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II. The holders of Preferred Stock shall be entitled to receive out of the surplus or net profits of the Consolidated Corporation dividends in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum and no more, and in the case of each other series at the maximum rate specified in the respective certificates for the Preferred Stock of such series and no more, in the case of the Cumulative 5% Preferred Stock, Series A, from April 1, 1928, and in the case of each other series, from the dividend payment date or next preceding the date of issue thereof as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor, as and when declared by the Board of Directors, payable in each year, in the case of the Cumulative 5% Preferred Stock, Series A, on January 1, April 1, July 1 and October 1 of each year, and in the case of each other series, on dates to be fixed by the Board of Directors, before any dividends shall be declared or paid upon or set apart for the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Preferred Stock of any series; and such dividends shall be cumulative so that if in any dividend period or period dividends upon the outstanding Preferred Stock in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum, and in the case of each other series, at the maximum rate specified in the respective certificates, for the Preferred Stock of such series, shall not have been paid the deficiency shall be paid before any dividends shall be declared or paid upon or set apart for the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Preferred Stock of any series. Deferred dividends shall not bear interest.

III. Dividends upon all Preferred Stock of the same series shall be cumulative from the same date and in the

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event of the issue of additional Preferred Stock of any series all dividends paid on Preferred Stock of such series prior to the issue of such additional Preferred Stock and all dividends declared and payable to holders of record of Preferred Stock of such series on a date prior to such additional issue, shall be deemed to have been paid on the additional stock so issued.

IV. If at any time Preferred Stock of more than one series be outstanding, any dividends paid upon the Preferred Stock in an amount less than the full amount payable on all Preferred Stock outstanding, shall be divided ratably between the outstanding series in proportion to the aggregate moneys which would be distributable to the Preferred Stock of each series if full dividends were declared and paid thereon.

V. Upon at least thirty (30) days previous notice given by mail to the record holders of Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Consolidated Corporation and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in the Borough of Manhattan, City and State of New York; the Consolidated Corporation by action of its Board of Directors may redeem the whole of the Preferred Stock or any series thereof or any part of any series thereof by lot or pro-rata, in the case of the Cumulative 5% Preferred Stock, Series A, on April 1, 1933, or any dividend payment date thereafter, and in the case of each other series on the dividend dates for such series commencing on such dividend date as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor, at the price, in the case of the Cumulative 5% Preferred Stock, Series A, of One hundred and seven dollars and fifty cents (\$107.50) per share plus accrued

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dividends, and in the case of each other series at such price as may be determined by the Board of Directors before the issue of the Preferred Stock of such series and be stated in the certificates therefor plus accrued dividends (the said price plus accrued dividends being in any case herein called the redemption price of the series in question), all by such method as shall be provided from time to time by vote or resolution of the Board of Directors. From and after the date fixed in such notices the date of redemption, moneys definite shall be made by the Consolidated Corporation in providing money at the time and place specified for the payment of the redemption price pursuant to such notice, all dividends on the Preferred Stock thereby called for redemption shall cease to accrue and all rights of the holders thereof as stockholders of the Consolidated Corporation, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Preferred Stock called for redemption, shall cease and determine.

V1. The Consolidated Corporation may from time to time purchase the whole of the Preferred Stock or any series thereof or any part of any series thereof, upon the best terms reasonably obtainable, but in no event at a price greater than the redemption price above stated.

V11. Such redemption or purchase may, however, be effected only after full cumulative dividends, in the case of the Cumulative 5% Preferred Stock, Series A, at the rate of five dollars (\$5.00) per share per annum from April 1, 1928, and in the case of each other series at the maximum rate stated in the respective certificates therefor from the dates stated in the respective certificates as the date from which dividends shall accrue, to the date of such redemption or purchase, upon all shares of Preferred Stock then outstanding and not then to be redeemed or purchased shall have been declared and paid or provided

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for Preferred Stock of any series redeemed or purchased may at the discretion of the Board of Directors be reissued at any time or from time to time as stock of the same or of a different series or may be cancelled.

VIII. Out of any surplus or net profits of the Consolidated Corporation remaining after full cumulative dividends as aforesaid upon the Preferred Stock of all series then outstanding shall have been paid for all past dividend periods and after or concurrently with making payment or provision for full dividends on the Preferred Stock of all series then outstanding for the current dividend period of each such series and after making such provisions, if any, as the Board of Directors of the Consolidated Corporation may deem necessary for working capital, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of any series of the Preferred Stock, as such, shall be entitled to share therein.

IX. The holders of the Preferred Stock shall have no voting rights except such as are undeniably vested by law and except that if four quarterly dividend installments are in default on any of the Preferred Stock, each share of said Preferred Stock shall have the same voting rights as each share of Common Stock until all defaults are cured. As permitted by the General Corporation Act of the State of Ohio, it is hereby agreed and provided that, notwithstanding any provision of said Act requiring for any purpose the affirmative vote of the stockholders entitled to exercise a designated proportion of the voting power of the shares thereof, or any class or classes thereof, such action may be taken by the affirmative vote of the shareholders entitled to exercise a majority of such voting power.

X. Upon any involuntary dissolution, liquidation or winding up of the Consolidated Corporation, the holders of Preferred Stock of any series shall be entitled to receive out of the assets of the Consolidated Corporation, whether from capital or from earnings, an amount equal to its par value, together with accrued dividends, and upon any voluntary dissolution, liquidation or winding up, or upon any reduction of the capital stock of the Consolidated Corporation resulting in a distribution of assets to the stockholders, an amount equal to the redemption price thereof (as defined in Clause V. of Article Fourth); for every share of their holdings of Preferred Stock of any series, before any distribution of assets to be distributed shall be made to the holders of Common Stock; but they shall be entitled to no further participation in such distribution. If upon such dissolution, liquidation or winding up of the Consolidated Corporation or reduction of its capital stock, the assets so to be distributed among the holders of the Preferred Stock shall be insufficient to permit the payment to such stockholders of the full preferential amount aforesaid, then the entire assets of the Consolidated Corporation to be distributed shall be distributed ratably among the holders of the Preferred Stock in proportion to their full redemption amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Preferred Stock of the full preferential amounts herein before provided for, the holders of the Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Consolidated Corporation and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

XI. The term "accrued dividends" whenever used herein with reference to the Preferred Stock shall be deemed to mean that amount which would have been paid as dividends thereon to date had full dividends been paid thereon.

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at the maximum rates stated in the respective certificates, in the case of the Cumulative 5% Preferred Stock Series A, from April 1, 1923, and in the case of each other series from the date expressed in the respective certificates for the Preferred Stock of such series as the date from which dividends shall accrue, to date (including the dividend for the current dividend period) or, for that part of the dividend period elapsed from the next preceding dividend payment date to date), less in each case the amount of all dividends paid upon such stock.

XII. Any shares of Preferred Stock redeemed or paid off shall be cancelled and shall not be reissued, and the Consolidated Corporation shall file in the office of the Secretary of State of the State of Ohio a certificate signed by the President or a Vice-President and the Secretary or an Assistant Secretary of the Consolidated Corporation, setting forth the number and class of shares so redeemed or paid off and a statement that by the terms or provisions of the Articles such shares are to be cancelled and not reissued. Each such certificate shall operate as an amendment of the Articles and shall reduce the number of shares of Preferred Stock which the Consolidated Corporation is authorized to issue by the number so redeemed or paid off and cancelled. Any such certificate filed subsequent to the redemption or paying off of the last outstanding shares of Preferred Stock shall eliminate Clauses I to XII of this Article 6 and shall eliminate all other references to the Preferred Stock in this Article 6.

XIII. Except as otherwise provided by this Article 6 or by the resolution or resolutions of the Board of Directors providing for the issue of any series of Cumulative Preferred Stock, the Cumulative Preferred Stock may be issued at any time or from time to time in any amount not exceeding in the aggregate, including all shares of any and all series thereof theretofore issued, the

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total number of shares of Cumulative Preferred Stock hereinabove authorized, as Cumulative Preferred Stock of one or more series, as hereinafter provided, and for such lawful consideration as shall be fixed from time to time by the Board of Directors. All shares of any one series of Cumulative Preferred Stock shall be alike in every particular, and each series thereof shall be distinctively designated by letter or descriptive words, and all series of Cumulative Preferred Stock shall rank equally and be identical in all respects, except as permitted by the provisions of Clause XIV of this Article 6.

XIV. Authority is hereby expressly granted to the Board of Directors from time to time to adopt amendments to these Articles providing for the issue in one or more series of any unissued or treasury shares of the Cumulative Preferred Stock and to fix by the amendment creating each such series of the Cumulative Preferred Stock, the designation and number of shares, dividend rate, redemption rights and price, sinking fund requirements, conversion rights and restrictions on issuance of shares of such series, to the full extent now or hereafter permitted by the laws of the State of Ohio and notwithstanding the provisions of any other Article of these Articles of the Consolidated Corporation, in respect of the matters set forth in the following subdivisions (a) to (f), inclusive:

(a) The designation and number of shares of such series;

(b) The dividend rate of such series, which shall not exceed 5% a share per annum;

(c) The price or prices at which shares of such series may be redeemed, provided that such price shall not be less than \$100 a share and not more than \$115 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption;

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(d) The amount of the sinking fund, if any, to be applied to the purchase or redemption of shares of such series and the manner of its application;

(e) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same class of stock of the Consolidated Corporation, and if made so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments, if any, at which such conversion or exchange may be made; and

(f) Whether or not the issue of any additional shares of such series or any future series in addition to such series shall be subject to any restrictions and, if so, the nature of such restrictions.

XV. After full cumulative dividends on the Preferred Stock for all past dividend periods shall have been paid, and after payment of or provision for full dividends on the Preferred Stock for the current dividend period, but before any dividends shall be declared or paid upon or set apart for, or distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of the Common Stock, the holders of Cumulative Preferred Stock of each series shall be entitled to receive, if and when declared by the Board of Directors, dividends at the annual rate fixed for such series in accordance with the provisions of this Article 6. And, no more, from October 1, 1945, or if the first issue of any shares of a series is made subsequent to December 31, 1945, from the dividend payment date of or next preceding the date of issue thereof, payable on January 1, April 1, July 1 and October 1 of each year; and such dividends shall be cumulative so that if for any dividend period or periods dividends on the outstanding Cumulative Preferred Stock

of any series, at the rates fixed for such series, shall not have been paid, such dividends shall be paid, or declared and set apart for payment, before any dividends shall be declared or paid upon or set apart for, or any distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of Common Stock. Deferred dividends shall not bear interest. Dividends on all Cumulative Preferred Stock of the same series shall be cumulative from the same date and in the event of the issue of additional Cumulative Preferred Stock of any series, all dividends paid on Cumulative Preferred Stock of such series on the date of or on a date prior to the issue of such additional Cumulative Preferred Stock and all dividends declared and payable to holders of record of Cumulative Preferred Stock of such series on a date prior to such additional issue shall be deemed to have been paid on the additional stock so issued. If at any time Cumulative Preferred Stock of more than one series shall be outstanding, any dividends declared upon the Cumulative Preferred Stock in an amount less than the full amount payable on all Cumulative Preferred Stock outstanding shall be declared pro rata so that the amounts of dividends declared on each share of the Cumulative Preferred Stock of different series shall in all cases bear to each other the same proportions that the respective dividend rates of such respective series bear to each other.

XVI. Upon at least thirty days previous notice given by mail to record holders of Cumulative Preferred Stock to be solicited at their respective addresses as they appear on the books of the Consolidated Corporation and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in a newspaper of general circulation in the Borough of Manhattan, City and State of New York, the Consolidated Corporation, at its election,

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by action of its Board of Directors may redeem the whole of the Cumulative Preferred Stock or any series thereof or any part of any series thereof by lot or pro rata, at any time or from time to time and at the prices fixed for the redemption of such shares in accordance with the provisions of this Article 9 (the prices fixed for any series being herein called the redemption price of such series). If the Consolidated Corporation shall determine to redeem by lot less than all the shares of any series of Cumulative Preferred Stock, the selection by lot of the shares of such series so to be redeemed shall be conducted by an independent bank or trust company. From and after the date fixed in such notice as the date of redemption, unless default shall be made by the Consolidated Corporation in providing moneys at the time and place specified for the payment of the redemption price pursuant to such notice, or if the Consolidated Corporation shall, as aforesaid, from and after a date, which shall be prior to the date fixed as the date of redemption, on which the Consolidated Corporation shall provide moneys for the payment of the redemption price by depositing the amount thereof in trust for the account of the holders of the Cumulative Preferred Stock called for redemption with a bank or trust company doing business in the Borough of Manhattan in the City and State of New York, or in the City of Cincinnati, Ohio, and having capital and surplus of at least \$5,000,000, pursuant to notice of such election included in the notice of redemption specifying the date on which such deposit will be made, all dividends on the Cumulative Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Consolidated Corporation, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Cumulative Preferred Stock called for redemption, shall cease and determine. The Consolidated Corporation may from time to time, purchase the whole of the Cumulative Preferred Stock or any series thereof, or any part of any

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series thereof, upon the best terms reasonably obtainable, but in no event at a price greater than the redemption price in effect at the date of such purchase of the shares so purchased. Such redemption or purchase may, however, be effected only if full cumulative dividends upon all shares of Preferred Stock and upon all shares of the Cumulative Preferred Stock of all series then outstanding, and not then to be redeemed or purchased shall have been declared and payment provided for. Cumulative Preferred Stock of any series redeemed or purchased may in the discretion of the Board of Directors be reissued, at any time or from time to time, as stock of the same or of a different series, or may be cancelled and not reissued.

XVII. After full cumulative dividends as aforesaid upon the Preferred Stock and the Cumulative Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of or provision for full dividends on the Preferred Stock and on the Cumulative Preferred Stock of all series then outstanding for the current dividend period, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of shares of any series of the Cumulative Preferred Stock, as such, shall be entitled to share therein.

XVIII. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Consolidated Corporation shall not, without the consent in writing of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent, given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Consolidated Corporation, of the holders of record of at least a

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majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(1) increase the authorized number of shares of the Cumulative Preferred Stock; or

(2) issue any unsecured notes, debentures or other securities representing unsecured indebtedness, or assume any such unsecured securities, for purposes other than the refunding of outstanding unsecured indebtedness theretofore incurred or assumed by the Consolidated Corporation or the redemption or other retirement of outstanding shares of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary, if, immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Consolidated Corporation and then outstanding (including unsecured securities then to be issued or assumed) would exceed 10% of the aggregate of (i) the total principal amount of all bonds and other securities representing secured indebtedness issued or assumed by the Consolidated Corporation and then to be outstanding, and (ii) the capital and surplus of the Consolidated Corporation as then to be stated on the books of account of the Consolidated Corporation; or

(3) consolidate or merge with or into any other corporation or corporations, unless such consolidation or merger, or the issuance or assumption of all securities to be issued or assumed in connection with such consolidation or merger, shall have been ordered, approved or permitted by the Federal Securities and Exchange Commission or by any successor commission or other regulatory authority of the United

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States of America having jurisdiction over such consolidation or merger or the issuance or assumption of securities in connection therewith; provided that the provisions of this subdivision (3) shall not apply to (i) a consolidation of the Consolidated Corporation with, or a merger into the Consolidated Corporation of, any subsidiary, all the outstanding shares of stock of which at the time shall be owned by the Consolidated Corporation, or (ii) the purchase or other acquisition by the Consolidated Corporation of the franchise or assets of another corporation, or (iii) any transaction which does not involve a consolidation or merger under the laws of the State of Ohio.

So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Consolidated Corporation shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Consolidated Corporation) of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(1) Create or authorize any kind of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary, or create or authorize any obligation or security convertible into shares of any such kind of stock; or

(2) Amend, alter, change or repeal any of the express terms of the Cumulative Preferred Stock so as to affect the holders thereof adversely; or

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(3) Sell all or substantially all its assets, or sell all or substantially all its electric properties; or

(4) Issue any additional shares of any series of the Cumulative Preferred Stock, other than a maximum of 270,000 shares of the first series, or any shares ranking on a parity with it, unless the consolidated income of the Consolidated Corporation and its subsidiaries (determined as hereinafter provided) for any twelve consecutive calendar months within the fifteen calendar months immediately preceding the month within which the issuance of such additional shares shall be authorized by the Board of Directors of the Consolidated Corporation shall have been in the aggregate not less than one and one-half times the sum, on a consolidated basis, of the interest requirements (adjusted by provision for amortization of debt discount and expense or of premium on debt, as the case may be) for one year on all the indebtedness of the Consolidated Corporation and its subsidiaries outstanding at the date of such proposed issue and the full dividend requirements for one year on all shares of preferred stock of the subsidiaries of the Consolidated Corporation outstanding at the date of such proposed issue and the full dividend requirements for one year on all outstanding shares (including those then proposed to be issued, but excluding any shares proposed to be retired in connection with such issue) of the Cumulative Preferred Stock and all other stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary.

"Consolidated income" for any period for the purposes of this subdivision (4) shall be computed by adding to the consolidated net income of the Consolidated

Corporation and its subsidiaries for said period; determined in accordance with generally accepted accounting principles and practices, as adjusted by action of the Board of Directors of the Consolidated Corporation as hereinafter provided, the amount deducted for interest (adjusted as above provided). In determining such net income, in determining such consolidated net income for any period, there shall be deducted, in addition to other items of expense, the amount charged to income for said period on the books of the Consolidated Corporation and its subsidiaries for taxes and depreciation expense. In the determination of consolidated net income for the purposes of this subdivision (4) the Board of Directors of the Consolidated Corporation may, in the exercise of due discretion, make adjustments by way of increase or decrease in such consolidated net income to give effect to changes therein resulting from any acquisition of properties or to any redemption, acquisition, purchase, sale or exchange of securities by the Consolidated Corporation or its subsidiaries either prior to the issuance of any shares of Cumulative Preferred Stock there to be issued or in connection therewith.

The term "subsidiary" as used in this subdivision (4) shall mean any corporation more than 50% of the voting stock (i.e., stock at the time entitling the holders thereof to elect a majority of the Board of Directors of such corporation) of which at the time is owned or controlled, directly or indirectly, by the Consolidated Corporation or by one or more subsidiaries of the Consolidated Corporation, or by the Consolidated Corporation and by one or more subsidiaries of the Consolidated Corporation.

The term "preferred stock" of a subsidiary as used in this subdivision (4) shall mean any stock of such subsidiary entitled to a preference as to dividends or as

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to assets upon any liquidation or dissolution of such subsidiary over any other stock of such subsidiary.

So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Consolidated Corporation shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Consolidated Corporation) of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely, amend, alter, change or repeal any of the express terms of one or more series of the Cumulative Preferred Stock so as to affect such series adversely.

XIX. Except as and to the extent otherwise provided by this Article 8, the Cumulative Preferred Stock shall not entitle any holder thereof to vote at any meeting of shareholders or election of the Consolidated Corporation or otherwise to participate in any action taken by the Consolidated Corporation or the shareholders thereof; provided, however, that whenever after such time as the Preferred Stock shall no longer be outstanding, dividends payable on the Cumulative Preferred Stock shall be, in default in an aggregate amount equivalent to four full quarterly dividends on all shares of such Cumulative Preferred Stock then outstanding, and until all such dividends then in default shall have been paid or declared and set apart for payment, the holders of the Cumulative Preferred Stock of all series, voting separately as a class and regardless of series, shall be entitled to elect a majority of the Board of Directors, as then constituted, of the Consolidated Corporation, and the holders of any other class or classes of stock of the Consolidated Corporation in

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entitled to vote for the election of directors shall be entitled, voting separately as a class, to elect the remainder of the Board of Directors, as then constituted, of the Consolidated Corporation. The right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors of the Consolidated Corporation, as aforesaid, shall continue until such time as all dividends accumulated on the Cumulative Preferred Stock shall have been paid in full, or declared and set apart for payment (and such dividends shall be paid, or declared and set apart for payment, out of assets available therefor as soon as it is reasonably practicable, at which time the right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors as aforesaid and the right of the holders of any other class or classes of Stock of the Consolidated Corporation entitled to vote for the election of directors voting separately as a class to elect the remainder of the Board of Directors as aforesaid shall terminate, subject to re-voting in the event of each and every subsequent default of the character above mentioned.

The aforesaid rights of the holders of the Cumulative Preferred Stock and of any other class or classes of stock of the Consolidated Corporation to vote separately for the election of members of the Board of Directors may be exercised at any annual meeting of shareholders of the Consolidated Corporation or, within the limitations hereinafter provided, at a special meeting of shareholders of the Consolidated Corporation held for the purpose of electing directors.

At such time when the right of the holders of the Cumulative Preferred Stock to elect a majority of the Board of Directors shall have become vested as aforesaid, a special meeting of shareholders of the Consolidated Corporation may be called and held for the purpose of electing directors in the following manner, unless under the provisions of the Code of Regulations of the Consolidated

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Corporation, as then in effect, an annual meeting of above holders of the Consolidated Corporation is to be held within 60 days after the vesting in the holders of the Cumulative Preferred Stock of the right to elect members of the Board of Directors; or unless, subsequent to such vesting, a meeting of shareholders of the Consolidated Corporation has been held at which holders of the Cumulative Preferred Stock were entitled to elect members of the Board of Directors:

Upon the written request of any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, addressed to the Secretary of the Consolidated Corporation, the Secretary or an Assistant Secretary of the Consolidated Corporation shall call a special meeting of the shareholders entitled to vote for the election of directors, for the purpose of electing a majority of the Board of Directors by the vote of the holders of the Cumulative Preferred Stock, and the remainder of the Board of Directors by the vote of the holders of such other class or classes of stock as may then be entitled to vote for the election of directors, voting separately as hereinbefore provided. Such meeting shall be held within 60 days after personal service of said written request upon the Secretary of the Consolidated Corporation, or within 60 days after mailing the same within the United States of America, by registered mail addressed to the Secretary of the Consolidated Corporation at its principal office. If such meeting shall not be called within 20 days of such personal service or mailing, then any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, may designate in writing himself or any other holder of record of the Cumulative Preferred Stock to call such special meeting at the expense of the Consolidated Corporation, and such meeting may be called by such person so designated, upon the notice required for special meetings of shareholders and shall be held at the place for the holding of annual meetings of share-

holders of the Consolidated Corporation. Any holder of the Cumulative Preferred Stock as designated shall have access to the stock books of the Consolidated Corporation for the purpose of causing said meeting to be called as aforesaid.

At any annual or special meeting held for the purpose of electing directors when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the class or classes of stock of the Consolidated Corporation other than the Cumulative Preferred Stock entitled to elect directors as aforesaid shall be required to constitute a quorum of such class or classes for the election of directors by such class or classes, and the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum of such class for the election of directors by such class; provided, however, that a majority of these holders of the stock of either such class (or classes) who are present in person or by proxy shall have power to adjourn such meeting for the election of directors by such class from time to time without notice other than announcement at the meeting.

Upon the election of a majority of the Board of Directors by the holders of the Cumulative Preferred Stock, the term of office of all directors then in office shall terminate; and no delay or failure by the holders of other classes of stock in electing the remainder of the Board of Directors shall invalidate the election of a majority thereof by the holders of the Cumulative Preferred Stock.

Upon the termination of the right of the holders of the Cumulative Preferred Stock to elect members of the Board of Directors as aforesaid, the term of office of the directors then in office shall terminate upon the election of a majority of the Board of Directors, as then consti-

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noted, at a meeting of the holders of the class or classes of stock of the Consolidated Corporation then entitled to vote for directors, which meeting may be held at any time after such termination of such right, and shall be called upon the request of holders of record of such class or classes of stock then entitled to vote for directors, in like manner and subject to similar conditions as heretofore. In this Clause XIX provided with respect to the call of a special meeting of shareholders for the election of directors by the holders of the Cumulative Preferred Stock.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Cumulative Preferred Stock as aforesaid, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by the holders of the Cumulative Preferred Stock as aforesaid. Likewise in case of any vacancy in the office of a director occurring (at a time when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid) among the directors elected by the holders of the class or classes of stock of the Consolidated Corporation other than the Cumulative Preferred Stock, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by such holders of the class or classes of stock of the Consolidated Corporation other than the Cumulative Preferred Stock.

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Except as herein otherwise expressly provided and except when some mandatory provision of law shall be controlling, whenever shares of two or more series of the Cumulative Preferred Stock shall be outstanding, no particular series of the Cumulative Preferred Stock shall be entitled to vote as a separate series on any matter and all shares of the Cumulative Preferred Stock of all series shall be deemed to constitute but one class for any purpose for which a vote of the shareholders of the Consolidated Corporation by classes may now or hereafter be required.

XX. Upon any dissolution, liquidation, winding up or reduction of the capital stock of the Consolidated Corporation resulting in a distribution of assets to its shareholders, holders of Cumulative Preferred Stock of each series then outstanding, after payment to the holders of the Preferred Stock of the full preferential amounts to which they shall be entitled but before any distribution of assets shall be made to the holders of Common Stock, shall be entitled to receive (a) in the event of any involuntary dissolution, liquidation or winding up of the Consolidated Corporation, an amount equal to \$100 a share together with an amount equal to all accrued dividends thereon, and (b) in the event of any voluntary dissolution, liquidation or winding up of the Consolidated Corporation or in the event of a reduction of the capital stock of the Consolidated Corporation resulting in a distribution of assets to its shareholders, an amount equal to the redemption price then in effect of the Cumulative Preferred Stock of such series. If upon any such dissolution, liquidation or winding up of the Consolidated Corporation or reduction of its capital stock, the assets so to be distributed among the holders of the Cumulative Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts aforesaid, then the entire assets of the Consolidated Corporation to be distributed after payment to

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the holders of the Preferred Stock of the full preferential amounts to which they shall be entitled, shall be distributed ratably among the holders of the Cumulative Preferred Stock in proportion to the full preferential amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Cumulative Preferred Stock of the full preferential amounts heretofore provided for, the holders of the Cumulative Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Consolidated Corporation and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

XXI. The holders of the Cumulative Preferred Stock shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock of any class, or securities convertible into stock, of any class whether now or hereafter authorized and, whether issued for cash, property, or by way of dividends. The holders of Common Stock shall not be entitled to subscribe for or purchase any new or additional issue of Cumulative Preferred Stock, except as authorized by the Board of Directors.

XXII. The shares of Common Stock may be issued at any time or from time to time for such amount of consideration as may be fixed by the Board of Directors.

XXIII. The term "accrued dividends", whenever used herein with respect to the Cumulative Preferred Stock of any series, shall be deemed to mean that amount which would have been paid as dividends on the Cumulative Preferred Stock of such series to date had full dividends been paid thereon at the rate fixed for such series in accordance with the provisions of this Article 6, less in each case the amount of all dividends paid upon the shares of such series and the dividends deemed to have been paid as provided in Clause XV hereof.

XXIV. So long as any shares of the first series of Cumulative Preferred Stock shall be outstanding, the Company shall not, at any time after December 31, 1949, declare any dividend on any of its Common Stock, except dividends payable in shares of Common Stock of the Company, or purchase any shares of its Common Stock, or make any distribution of cash or property among its Common Stockholders, by the reduction of its capital stock or otherwise, unless, after giving effect to such dividend purchase for distribution, the aggregate of all such dividends and all amounts applied to such purchases or so distributed subsequent to December 31, 1949, shall not exceed 75% of the net income of the Company subsequent to December 31, 1949, if, at the time of the declaration of such dividend or the making of such purchase or distribution, the aggregate of the par value of, or stated capital represented by, the outstanding shares of Common Stock of the Company and of the surplus of the Company shall be less than an amount equal to 25% of the total capitalization and surplus of the Company.

For the purposes of this Clause XXIV, the following terms shall have the following meanings:

(1) The term "net income of the Company" shall mean the gross earnings of the Company from all sources less all proper deductions for operating expenses, taxes (including income, excess profits and other taxes based on or measured by income or undistributed earnings or income), interest charges and other appropriate items, including provisions for maintenance, retirements, depreciation, and obsolescence in an amount not less than 15% of the amount of the operating revenues of the Company, and less all dividends paid or accrued on the Cumulative Preferred Stock of the Company which are applicable to the period subsequent to December 31, 1949, and otherwise determined in accordance with sound accounting practice. The term "operating revenues of the Company" as used in this paragraph shall mean and in-

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clude all operating revenues derived by the Company from the operation of its plants and properties remaining after deducting therefrom an amount equal to the aggregate cost to the Company of electricity, gas (natural, artificial or mixed), steam or water, purchased and rentals paid for the use of property owned by others and leased to or operated by the Company and the maintenance, of which and depreciation on which are borne by the owners.

(12) The term "total capitalization" shall mean the aggregate of the principal amount of all indebtedness of the Company outstanding in the hands of the public within more than twelve months after the date of issue or assumption thereof, plus the par value of, or stated capital represented by, the outstanding shares of all classes of stock of the Company.

(13) The term "surplus of the Company" shall include capital surplus, earned surplus and any other surplus of the Company.

IN WITNESS WHEREOF, said Walter C. Beckford, President, and said G. F. Dreiner, Secretary, of said The Cincinnati Gas & Electric Company, acting for and on behalf of said corporation, have hereunto subscribed their names and affixed the corporate seal of said corporation, this 23rd day of October, 1945.

*Walter C. Beckford*  
President  
*G. F. Dreiner*  
Secretary

(U.S.L)

RECEIVED  
OCT 24 1945  
CINCINNATI  
GAS & ELECTRIC COMPANY  
RECEIVED  
OCT 24 1945  
CINCINNATI  
GAS & ELECTRIC COMPANY

*Charles H*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of *20* pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this *17th* day of *March*, A.D. *2011*



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Margaret Whitehead*

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47309  
 Filed in the office of the Secretary of State  
 State of New York  
 October 27, 1946  
 Certificate of Incorporation  
 of  
 General Electric Company

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Fixed for redemption is prior to October 1, 1950; \$100.00 a share if the date fixed for redemption is October 1, 1950, or thereafter and prior to October 1, 1955; and \$105 a share if the date fixed for redemption is on or after October 1, 1955; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same or any other class or classes of stock of this Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles of this Company.

In witness whereof, Walter O. Beckford, President and G. P. Brennan, Secretary, of said The General Electric Company have hereunto subscribed their names and affixed the corporate seal of said corporation this 26th day of October, 1946.

Walter O. Beckford  
 President  
 G. P. Brennan  
 Secretary

Walter O. Beckford  
 G. P. Brennan

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47309  
APPROVED  
FOR FILING

10-27-45

fee \$6.00

CERTIFICATE OF AMENDMENT TO THE ARTICLES  
of  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Walter C. Beckford, President and G. F. Hrengr, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of Ohio, with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Articles of said Company, its Board of Directors adopted on October 26, 1945, subsequent to the filing with the Secretary of State of the Amendment adopted by the shareholders October 23, 1945, the following resolution, amending the Articles of the Company:

Resolved, that pursuant to the authority contained in the Amendment to the Articles of the Company adopted by the shareholders and filed in the office of the Secretary of State of Ohio on October 21, 1945, the Articles of this Company be amended by creating a first series of the Cumulative Preferred Stock authorized by the Articles, to consist of 270,000 shares designated "Cumulative Preferred Stock, 4% Series" and that the shares of said Series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f) of this resolution:

- (a) The designation of such series shall be "Cumulative Preferred Stock, 4% Series"; and such series shall consist of 270,000 shares;
- (b) The dividend rate of such series shall be 4% a share per annum;
- (c) The price at which the shares of such series may be redeemed shall be \$111 a share if the date

STATE OF OHIO  
DEPARTMENT OF REVENUE

CERTIFICATE  
FILED

1945 OCT 27 PM 4:30

*Invoice #*  
**47309**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio this 17<sup>th</sup> day of March A.D. 2011



Jon Husted  
JON HUSTED  
Secretary Of State

By: Maura Whitehead

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and altered the corporate seal of said Company this <sup>28<sup>th</sup></sup>  
day of ~~March~~ <sup>February</sup> 1940.

*Wallace H. Gordon*  
President

*W. J. ...*  
Secretary

[SEAL]

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Line 66  
Number 47208

AMENDMENT

Filed in the office of the Secretary of State  
at Columbus, Ohio, on the ... day  
of ... A. D. 1940

and recorded in Volume ...  
of the Records of Incorporations

*...*  
Secretary of State

*for Secretary of State  
of Ohio  
H. C. ...*

A134 # 849

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PROV...  
FOR FILING  
47309  
A134 # 850  
DATE 3-9-46  
7-25-46

CERTIFICATE OF AMENDMENT TO THE ARTICLES  
of  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Walter C. Beckford, President, and G. F. Bryner, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of Ohio, with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify that the Board of Directors of the Company on February 28, 1946, duly adopted the resolution re-amending the Amendment to the Company's Articles therein contained and hereinafter set forth, and recommended the same to the shareholders of the Company for adoption by them.

The following resolution was duly adopted, pursuant to Section 8023-46 of the General Corporation Act of Ohio, by a writing signed by all the holders of shares who would be entitled to notice of a meeting for the purpose of the adoption of such resolution, to-wit: the holders of all the shares of Common Stock of the Company:

RESOLVED that the Articles of The Cincinnati Gas & Electric Company be amended by inserting Article 4 of the Agreement of Merger of said Company, The Hamilton Service Company, The Cincinnati Light and Water Companies and The Hamilton Electric and Water Company, filed in the office of the Secretary of State of the State of Ohio on December 21, 1942, as amended by Certificate of Amendment to the Articles of the Company filed in the office of said Secretary of State on October 23, 1945, in and as follows:

4. The maximum number of shares which the Consolidated Corporation is authorized to have outstanding, is 1,000,000 shares, of which 100,000 shares of the par value

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of \$1.00 each is a part of the aggregate par value of \$10,000,000  
are to be Cumulative Preferred Stock and 1,000,000 shares  
are to be Common Stock without par value.

The Cumulative Preferred Stock and Common Stock  
shall have the following respective designations, prefer-  
ences, dividend rights, voting powers, redemption rights,  
conversion rights, restrictions on issuance of shares and  
other relative participating, optional or other special  
rights and preferences, and qualifications, limitations or  
restrictions thereon, and are created on the following  
terms, respectively:

1. Except as otherwise provided by this Article  
6 or by the resolution or resolutions of the Board of  
Directors providing for the issue of any series of Cumu-  
lative Preferred Stock, the Cumulative Preferred Stock  
may be issued at any time or from time to time in any  
amount, not exceeding in the aggregate, including all  
shares of any and all series thereof theretofore issued, the  
total number of shares of Cumulative Preferred Stock  
herein authorized, as Cumulative Preferred Stock of  
one or more series, as hereinafter provided, and for such  
limited consideration as shall be fixed from time to time  
by the Board of Directors. All shares of any one series  
of Cumulative Preferred Stock shall be alike in every par-  
ticular; each series thereof shall be distinctively deno-  
tated by letter or descriptive words, and all series of  
Cumulative Preferred Stock shall rank equally and be  
dividend in all respects except as permitted by the pro-  
visions of Clause 11 of this Article 6.

11. Authority is hereby expressly granted to the  
Board of Directors from time to time to adopt amend-  
ments to these Articles providing for the issue in one or  
more series of new issued or treasury shares of the  
Cumulative Preferred Stock and to fix, by its amendment  
creating each such series of the Cumulative Preferred

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Stock, the designation and number of shares, dividend rate, redemption rights and price, sinking fund requirements, conversion rights and restrictions on issuance of shares of such series, to the full extent now or hereafter permitted by the laws of the State of Ohio and notwithstanding the provisions of any other Article of these Articles of the Consolidated Corporation, in respect of the matters set forth in the following subdivisions (a) to (j), inclusive:

(a) The designation and number of shares of such series;

(b) The dividend rate of such series, which shall not exceed 6% a share per annum;

(c) The price or prices at which shares of such series may be redeemed, provided that such price shall not be less than \$100 a share and not more than \$110 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption;

(d) The amount of the sinking fund, if any, to be applied to the purchase or redemption of shares of such series and the manner of its application;

(e) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same class of stock of the Consolidated Corporation, and if made so convertible or exchangeable, the conversion price or prices, or the price of exchange, and the adjustments, if any, at which such conversion or exchange may be made; and

(f) Whether or not the issue of any additional shares of such series or any future series in addition to such series shall be subject to any restrictions and, if so, the nature of such restrictions.

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111. Before any dividends shall be declared or paid upon or set apart for, or distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of the Common Stock, the holders of Cumulative Preferred Stock of such series shall be entitled to receive, if and when declared by the Board of Directors, dividends at the annual rate fixed for such series in accordance with the provisions of this Article 6, and no more, from October 1, 1945, or if the first issue of any shares of a series is made subsequent to December 31, 1945, from the dividend payment date of, or next preceding the date of, issue thereof, payable on January 1, April 1, July 1 and October 1 of each year; and such dividends shall be cumulative so that if for any dividend period or periods dividends on the outstanding Cumulative Preferred Stock of any series, at the rates fixed for such series, shall not have been paid, such dividends shall be paid, or declared and set apart for payment, before any dividends shall be declared or paid upon or set apart for, or any distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of Common Stock. Deferred dividends shall not bear interest. Dividends on all Cumulative Preferred Stock of the same series shall be cumulative from the same date and in the event of the issue of additional Cumulative Preferred Stock of any series all dividends paid on Cumulative Preferred Stock of such series on the date of, or on a date prior to the issue of such additional Cumulative Preferred Stock and all dividends declared and payable to holders of record of Cumulative Preferred Stock of such series on a date prior to such additional issue shall be deemed to have been paid on the additional stock so issued. If at any time Cumulative Preferred Stock of more than one series shall be out-

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standing, any dividends declared upon the Cumulative Preferred Stock in an amount less than the full amount payable on all Cumulative Preferred Stock outstanding shall be declared pro rata so that the amounts of dividends declared on each share of the Cumulative Preferred Stock of different series shall in all cases bear to each other the same proportions that the respective dividend rates of such respective series bear to each other.

13. Upon at least thirty days previous notice given by mail to record holders of Cumulative Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Consolidated Corporation and the publication in a newspaper of general circulation in the City of Cincinnati, Ohio and in a newspaper of general circulation in the Borough of Manhattan, City and State of New York, the Consolidated Corporation, at the election in action of its Board of Directors may redeem the whole of the Cumulative Preferred Stock or any series thereof or any part of any series thereof by lot or pro rata, at any time or from time to time and at the price fixed for the redemption of such shares in accordance with the provisions of this Article 6 (the price so fixed for any series being herein called the redemption price of such series). If the Consolidated Corporation shall determine to redeem by lot less than all the shares of any series of Cumulative Preferred Stock, the redemption by lot of the shares of such series to be redeemed shall be conducted by an independent bank or trust company. From and after the date fixed in such notice as the date of redemption, unless default shall be made by the Consolidated Corporation to provide the money to the trust and other specified for the payment of the redemption price pursuant to such notice, if the Consolidated Corporation shall not elect, from and after the date, which shall be prior to the date fixed in the date of redemption, on which the Consolidated Corporation shall provide money for the payment of

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the redemption price by depositing the amount thereof in trust for the account of the holder of the Cumulative Preferred Stock called for redemption with a bank or trust company doing business in the Borough of Manhattan, in the City and State of New York, or in the City of Cincinnati, Ohio, and having capital and surplus of at least \$5,000,000, pursuant to notice of such election included in the notice of redemption specifying the time on which such deposit will be made, all dividends on the Cumulative Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Consolidated Corporation, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Cumulative Preferred Stock called for redemption, shall cease and determine. The Consolidated Corporation may, from time to time, purchase the whole or the Cumulative Preferred Stock or any notice thereof, or any part of any series thereof, upon the best terms reasonably obtainable, but in no event at a price greater than the redemption price in effect at the date of such purchase of the shares so purchased. Such redemption or purchase may, however, be effected only if full cumulative dividends upon all shares of Preferred Stock and upon all shares of the Cumulative Preferred Stock of all series then outstanding and not then to be redeemed or purchased shall have been declared and payment provided for. Cumulative Preferred Stock of any series redeemed or purchased may in the discretion of the Board of Directors be issuable at any time or from time to time, in stock of the same or of a different series, or may be cancelled and not reissued.

V. After full cumulative dividends as aforesaid upon the Cumulative Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of or provision for full dividends on the Cumulative Preferred

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Stock of all series then outstanding for the current dividend period, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and the holders of shares of any series of the Cumulative Preferred Stock, no such, shall be entitled to share therein.

VI. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Consolidated Corporation shall not, without the consent in writing of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Consolidated Corporation) of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(1) Increase the authorized number of shares of the Cumulative Preferred Stock; or

(2) Issue any unsecured notes, debentures or other securities representing unsecured indebtedness, or assume any such unsecured indebtedness, for purposes other than the refunding of outstanding unsecured indebtedness theretofore incurred or assumed by the Consolidated Corporation or the redemption or other retirement of outstanding shares of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary; if, however, any such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Consolidated Corporation and then secured by the same unsecured security, then to be issued

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or a bond, under bond, or the proceeds of  
the total principal amount of all bonds and other  
securities representing secured indebtedness issued or  
assumed by the Consolidated Corporation and then to  
be outstanding, and (ii) the capital and surplus of the  
Consolidated Corporation as then to be stated on the  
books of account of the Consolidated Corporation; or

(2) Consolidate or merge with or into any other  
corporation or corporations, unless such consolida-  
tion or merger, or the issuance or assumption of all  
securities to be issued or assumed in connection with  
such consolidation or merger, shall have been or-  
dered, approved or permitted by the Federal Securi-  
ties and Exchange Commission or by any successor  
commission or other regulatory authority of the United  
States of America having jurisdiction over such con-  
solidation or merger or the issuance or assumption of  
securities in connection therewith; provided that the  
provisions of this subsection (2) shall not apply to (i)  
a consolidation of the Consolidated Corporation with,  
or a merger into the Consolidated Corporation of, any  
subsidiary all the outstanding shares of stock of which  
at the time shall be owned by the Consolidated Corpo-  
ration; or (ii) the purchase or other acquisition by the  
Consolidated Corporation of the franchise or assets  
of another corporation; or (iii) any transaction which  
does not involve a consolidation or merger under the  
laws of the State of Ohio.

So long as any shares of the Cumulative Preferred  
Stock of any series shall be outstanding, the Consolidated  
Corporation shall not, without the consent in writing of  
the holder of record of at least two-thirds of the total  
number of shares of the Cumulative Preferred Stock of  
all series then outstanding or the consent (either by vote  
of a majority called for that purpose or by the holder of

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written by the Code of Regulations of the Consolidated Corporation, of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(1) Create or authorize any kind of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary, or create or authorize any obligation or security convertible into shares of any such kind of stock; or

(2) Amend, alter, change or repeal any of the express terms of the Cumulative Preferred Stock so as to affect the holders thereof adversely; or

(3) Sell all or substantially all its assets, or sell all or substantially all its electric properties; or

(4) Issue any additional shares of any series of the Cumulative Preferred Stock, other than a maximum of 270,000 shares of the first series, or any shares ranking on a parity with it, unless the consolidated income of the Consolidated Corporation and its subsidiaries (determined as hereinafter provided) for any twelve consecutive calendar months within the fifteen calendar months immediately preceding the month within which the issuance of such additional shares shall be authorized by the Board of Directors of the Consolidated Corporation shall have been in the aggregate not less than one and one-half times the sum, on a consolidated basis, of the interest requirements (including provision for amortization of debt, dividends and expenses or of payment of debt, as the case may be) for any year on all the indebtedness of the Consolidated Corporation and its subsidiaries outstanding at the date of such proposed issue and the full amount of such issue for one year on all shares of preferred stock

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of the Consolidation of the Consolidated Corporation and the full dividend requirements for one year on all outstanding shares (including those then proposed to be issued but excluding any shares proposed to be retired in connection with such issue) of the Cumulative Preferred Stock and all other stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary.

"Consolidated Income" for any period for the purposes of this subdivision (4) shall be computed by adding to the consolidated net income of the Consolidated Corporation and its subsidiaries for said period, determined in accordance with generally accepted accounting principles and practices, as adjusted by action of the Board of Directors of the Consolidated Corporation as hereinafter provided, the amount deducted for interest (adjusted as above provided). In determining such net income, in determining such consolidated net income for any period, there shall be deducted, in addition to other items of expense, the amount charged to income for said period on the books of the Consolidated Corporation and its subsidiaries for taxes and depreciation expense. In the determination of consolidated net income for the purposes of this subdivision (4), the Board of Directors of the Consolidated Corporation may, in the exercise of due discretion, make adjustments by way of increase or decrease in such consolidated net income to give effect to changes therein resulting from any acquisition of properties or to any reorganization, acquisition, purchase, sale or exchange of securities by the Consolidated Corporation or its subsidiaries either prior to the beginning

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of any shares of Cumulative Preferred Stock then to be issued or in connection therewith.

The term "subsidiary" as used in this subdivision (1) shall mean any corporation more than fifty per cent of the voting stock (i.e., stock at the time entitling the holders thereof to elect a majority of the Board of Directors of such corporation) of which at the time is owned or controlled, directly or indirectly, by the Consolidated Corporation or by one or more subsidiaries of the Consolidated Corporation, or by the Consolidated Corporation and by one or more subsidiaries of the Consolidated Corporation.

The term "preferred stock" of a subsidiary as used in this subdivision (1) shall mean any stock of such subsidiary entitled to a preference as to dividends or as to assets upon any liquidation or dissolution of such subsidiary over any other stock of such subsidiary.

So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Consolidated Corporation shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely or the consent (given by vote of a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Consolidated Corporation) of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely, amend, alter, change or repeal any of the express terms of one or more series of the Cumulative Preferred Stock as so affected such series adversely.

VII. Except as and to the extent otherwise provided by this Article 6, the Cumulative Preferred Stock shall not entitle any holder thereof to vote at any meeting of shareholders or election of the Consolidated Corporation.

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or otherwise to participate in any action taken by the Consolidated Corporation or the shareholders thereof; provided, however, that whenever dividends payable on the Cumulative Preferred Stock shall be in default in an aggregate amount equivalent to four full quarterly dividends on all shares of such Cumulative Preferred Stock then outstanding, and until all such dividends then in default shall have been paid or declared and set apart for payment, the holders of the Cumulative Preferred Stock of all series, voting separately as a class and regardless of series, shall be entitled to elect a majority of the Board of Directors, as then constituted, of the Consolidated Corporation, and the holders of any other class or classes of stock of the Consolidated Corporation entitled to vote for the election of directors shall be entitled, voting separately as a class, to elect the remainder of the Board of Directors, as then constituted, of the Consolidated Corporation. The right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors of the Consolidated Corporation as aforesaid shall continue until such time as all dividends accumulated on the Cumulative Preferred Stock shall have been paid in full, or declared and set apart for payment (and such dividends shall be paid or declared and set apart for payment out of assets available therefor as soon as is reasonably practicable), at which time the right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors as aforesaid and the right of the holders of any other class or classes of stock of the Consolidated Corporation entitled to vote for the election of directors voting separately as a class to elect the remainder of the Board of Directors as aforesaid shall terminate, subject to recasting in the event of such and every subsequent default of the character above mentioned.

The aforesaid rights of the holders of the Cumulative Preferred Stock and of any other class or classes of stock

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of the Consolidated Corporation to vote separately for the election of members of the Board of Directors may be exercised at any annual meeting of shareholders of the Consolidated Corporation or, within the limitations hereinafter provided, at a special meeting of shareholders of the Consolidated Corporation held for the purpose of electing directors.

At such time when the right of the holders of the Cumulative Preferred Stock to elect a majority of the Board of Directors shall have become vested as aforesaid, a special meeting of shareholders of the Consolidated Corporation may be called and held for the purpose of electing directors in the following manner (unless under the provisions of the Code of Regulations of the Consolidated Corporation, as then in effect, an annual meeting of shareholders of the Consolidated Corporation is to be held within 60 days after the vesting in the holders of the Cumulative Preferred Stock of the right to elect members of the Board of Directors or unless, subsequent to such vesting, a meeting of shareholders of the Consolidated Corporation has been held at which holders of the Cumulative Preferred Stock were entitled to elect members of the Board of Directors):

Upon the written request of any holder of record of the Cumulative Preferred Stock then outstanding, registered as of record, addressed to the Secretary of the Consolidated Corporation, the Secretary or an Assistant Secretary of the Consolidated Corporation shall call a special meeting of the shareholders entitled to vote for the election of directors for the purpose of electing a majority of the Board of Directors by the vote of the holders of the Cumulative Preferred Stock, and the remainder of the Board of Directors by the vote of the holders of such other class or classes of stock as may then be entitled to vote for the election of directors, voting separately as hereinafter provided. Such meeting shall be held within 60 days after the receipt of such written request.

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the Secretary of the Consolidated Corporation, or within 60 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Consolidated Corporation at its principal office. If such meeting shall not be called within 20 days of such personal service or mailing, then any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, may designate in writing himself or any other holder of record of the Cumulative Preferred Stock to call such special meeting at the expense of the Consolidated Corporation, and such meeting may be called by such person so designated upon the notice required for special meetings of shareholders and shall be held at the place for the holding of annual meetings of shareholders of the Consolidated Corporation. Any holder of the Cumulative Preferred Stock so designated shall have access to the stock books of the Consolidated Corporation for the purpose of causing said meeting to be called as aforesaid.

At any annual or special meeting held for the purpose of electing directors when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the class or classes of stock of the Consolidated Corporation other than the Cumulative Preferred Stock entitled to elect directors as aforesaid shall be required to constitute a quorum of such class or classes for the election of directors by such class or classes, and the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum of such class for the election of directors by such class; provided, however, that a majority of the holders of the stock of either such class or classes who are present in person or by proxy shall have power to adjourn such meeting for the election of directors by such

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class from time to time without notice other than an announcement at the meeting.

Upon the election of a majority of the Board of Directors by the holders of the Cumulative Preferred Stock, the term of office of all directors then in office shall terminate, and no delay or failure by the holders of other classes of stock in electing the remainder of the Board of Directors shall invalidate the election of a majority thereof by the holders of the Cumulative Preferred Stock.

Upon any termination of the right of the holders of the Cumulative Preferred Stock to elect members of the Board of Directors as aforesaid, the term of office of the directors then in office shall terminate upon the election of a majority of the Board of Directors as then constituted, at a meeting of the holders of the class or classes of stock of the Consolidated Corporation then entitled to vote for directors, which meeting may be held at any time after such termination of such right, and shall be called upon the request of holders of record of such class or classes of stock then entitled to vote for directors, in like manner and subject to similar conditions as hereinafter in this Clause VII provided with respect to the call of a special meeting of shareholders for the election of directors by the holders of the Cumulative Preferred Stock.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Cumulative Preferred Stock as aforesaid, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by the holders of the Cumulative Preferred Stock as aforesaid. However, in case of any vacancy in the office of a director occurring at a time when the holders of the Cumulative Preferred Stock

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shall be entitled to elect members of the Board of Directors as above said among the directors elected by the holders of the class or classes of stock of the Consolidated Corporation other than the Cumulative Preferred Stock, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacated, and such successor or successors shall be deemed to have been elected by such holders of the class or classes of stock of the Consolidated Corporation other than the Cumulative Preferred Stock.

Except as herein otherwise expressly provided and in case when some mandatory provision of law shall be controlling, whenever shares of two or more series of the Cumulative Preferred Stock shall be outstanding, no particular series of the Cumulative Preferred Stock shall be entitled to vote as a separate series on any matter and all shares of the Cumulative Preferred Stock of all series shall be deemed to constitute but one class for any purpose for which a vote of the shareholders of the Consolidated Corporation by classes may now or hereafter be required.

VI. Upon any dissolution, liquidation, winding up or redemption of the capital stock of the Consolidated Corporation resulting in a distribution of assets to its shareholders, holders of Cumulative Preferred Stock of each series then outstanding, before any distribution of assets shall be made to the holders of Common Stock, shall be entitled to receive (a) in the event of any involuntary dissolution, liquidation or winding up of the Consolidated Corporation, an amount equal to \$100 a share together with an amount (b) to all unpaid dividends thereon and (c) in the event of any voluntary dissolution, liquidation or winding up of the Consolidated Corporation, to be the event of a

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reduction of the capital stock of the Consolidated Corporation resulting in a distribution of assets to its stockholders, an amount equal to the redemption price then in effect of the Cumulative Preferred Stock of such stock. If upon any such dissolution, liquidation or winding up of the Consolidated Corporation or reduction of its capital stock, the assets so to be distributed among the holders of the Cumulative Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts aforesaid, then the entire assets of the Consolidated Corporation shall be distributed initially among the holders of the Cumulative Preferred Stock in proportion to the full preferential amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Cumulative Preferred Stock of the full preferential amounts heretofore provided for, the holders of the Cumulative Preferred Stock, as such, shall have no right or claim in any of the remaining assets of the Consolidated Corporation and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

IX. The holders of the Cumulative Preferred Stock shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock of any class or securities convertible into stock of any class, whether now or hereafter authorized and whether issued for cash, property or by way of dividends. The holders of Common Stock shall not be entitled to subscribe for or purchase any new or additional issue of Cumulative Preferred Stock, except as authorized by the Board of Directors.

X. The terms of Common Stock may be issued at any time or from time to time for such amount of consideration as may be fixed by the Board of Directors.

XI. The term "annual dividends" whenever used herein with respect to the Cumulative Preferred Stock shall

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any such *shall be deemed to mean that amount which would have been paid as dividends on the Cumulative Preferred Stock of such series to date had full dividends been paid thereon at the rate fixed for such series in accordance with the provisions of this Article 6, less in each case the amount of all dividends paid upon the shares of such series and the dividends deemed to have been paid as provided in Class III hereof.*

XII. So long as any shares of the first series of Cumulative Preferred Stock shall be outstanding, the Company shall not at any time after December 31, 1919, declare any dividend on any of its Common Stock, except dividends payable in shares of Common Stock of the Company, or purchase any shares of its Common Stock, or make any distribution of cash or property among its Common Stockholders, by the redemption of its capital stock or otherwise, unless, after giving effect to such dividend, purchase or distribution, the aggregate of all such dividends and all amounts applied to such purchase or distribution, subsequent to December 31, 1919, shall not exceed 25% of the net income of the Company subsequent to December 31, 1919. If, at the time of the declaration of such dividend or the making of such purchase or distribution, the aggregate of the par value of, or stated capital represented by, the outstanding shares of Common Stock of the Company and of the surplus of the Company shall be less than an amount equal to 25% of the total capitalization and surplus of the Company.

For the purposes of this Clause XII, the following terms shall have the following meanings:

(1) The term "net income of the Company" shall mean the gross earnings of the Company from all sources less all proper deductions for operating expenses, taxes (including income, excise, profits and other taxes, based on or measured by income or undistributed earnings or

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(11) interest charges and other appropriate items, including provision for maintenance, replacements, depreciation and obsolescence in an amount not less than 15% of the amount of the operating revenues of the Company, and less all dividends paid or accrued on the Cumulative Preferred Stock of the Company which are applicable to the period subsequent to December 31, 1910, and otherwise determined in accordance with sound accounting practices. The term "operating revenues of the Company", as used in this paragraph, shall mean and include all operating revenues derived by the Company from the operation of its plants and properties remaining after deducting therefrom an amount equal to the aggregate cost to the Company of electricity, gas (natural, artificial or mixed), steam or water purchased and rentals paid for the use of property owned by others and leased to or operated by the Company and the maintenance of which and depreciation on which are borne by the owners.

(12) The term "total capitalization" shall mean the aggregate of the principal amount of all indebtedness of the Company outstanding in the hands of the public maturing more than twelve months after the date of issue or assumption thereof, plus the par value of, or stated capital represented by, the outstanding shares of all classes of stock of the Company.

(13) The term "surplus of the Company" shall include capital surplus, earned surplus and any other surplus of the Company.

IN WITNESS WHEREOF, said Walter C. Beckford, President, and said G. F. Brommer, Secretary, of said The Columbia Gas & Electric Company, acting for and on behalf of said Company, have hereunto subscribed their names

WALTER C. BECKFORD  
G. F. BROMMER  
SECRETARY

~~INDEX #~~  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 20 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17th day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Sharon Whitehead*

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Number 47309

AMENDMENT  
OF

*The Covenant*  
*Electric Company*

Filed in the office of the Secretary of State  
at Columbus, Ohio, on the 16 day  
of Aug. A. D. 1945  
and recorded in Volume 518--147  
of the Records of this Department.

*[Signature]*  
Secretary of State

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Box 960  
Cincinnati

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four million, three hundred forty thousand dollars  
(\$4,340,000).

In witness whereof, said Walter O. Beckford, President, and said George F. Brenner, Secretary, of said The Cincinnati Gas & Electric Company, acting for and on behalf of said Corporation, have hereunto subscribed their names and affixed the corporate seal of said Corporation this 1<sup>st</sup> day of August, 1916.

*Walter O. Beckford*  
President

*George F. Brenner*  
Secretary

[REAL]

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APPROVED  
FOR FILING  
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DATE 8-16-45  
7-377-5  
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THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Walter C. Heckard, President, and George F. Breaner, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify as follows:

The Board of Directors of the Company on July 10, 1945, duly adopted a resolution recommending the amendment to the Company's Articles as herein contained and hereinafter set forth, and recommended the same to the shareholders of the Company for adoption by them.

The following resolutions were duly adopted pursuant to Section 8023-16 of the General Corporation Act of Ohio by a writing signed by all the holders of shares who would be entitled to make at a meeting for the purpose of the adoption of such resolutions, namely, the holders of all the shares of Common Stock of the Company:

Resolved that the Articles of The Cincinnati Gas & Electric Company be amended by amending the first paragraph of Article 6 of the Agreement of Merger of said Company, The Hamilton Street Company, The Larchmont Light and Water Company, and The Larchmont Electric and Water Company, filed in the office of the Secretary of State of the State of Ohio on December 29, 1942, and as heretofore amended, to read as follows:

The maximum number of shares which the Company is authorized to have outstanding is 2,500,000



*Walter R 4*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 17th day of  
March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

*Sharon Whetstone*  
By *Sharon Whetstone*

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*Wm. C. ...*      *Wm. C. ...*

*The Cincinnati Electric*  
*Company*

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Filed in the  
at Columbus, Ohio      27

of      *Wm. C. ...*  
581      446

of the

*Charles F. Thompson*  
*Peck, Shaffer & Williams*  
*1st Nat. Bldg. Bldg.*  
*Cincinnati*

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FOR FILING

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R.G.W.  
DATE 12-22-49  
\$ 8.775  
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CERTIFICATE OF AMENDMENT  
TO THE ARTICLES

THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:  
Walter C. Beckford, President, and George F. Brenner,  
Secretary, of The Cincinnati Gas & Electric Company, a  
corporation under the laws of the State of Ohio with its  
principal office in the City of Cincinnati in Hamilton County,  
Ohio, do hereby certify as follows:

The Board of Directors of the Company on October 27,  
1949, duly adopted a resolution recommending the amend-  
ment to the Company's Articles as therein contained and  
hereinafter set forth, and recommended the same to the  
shareholders of the Company for adoption by them, at a  
Special Meeting of Shareholders, to be held on December  
21, 1949.

The following resolution was duly adopted pursuant to  
Section 8623-46 of the General Corporation Act of Ohio by  
affirmative vote of the holders of two-thirds of the shares  
of Common Stock of the Company, at the Special Meeting  
of Shareholders duly held on December 21, 1949:

Resolved that the Articles of the Cincinnati Gas &  
Electric Company be amended by amending the first  
paragraph of Article 6 of the Agreement of Merger of  
said Company, The Hamilton Service Company, The

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Loveland Light and Water Company, and The Harrison Electric and Water Company, filed in the Office of the Secretary of State of the State of Ohio on December 28, 1942, and as heretofore intended to read as follows:

The maximum number of shares which the Company is authorized to have outstanding is 6,400,000 shares, of which 400,000 shares of the par value of \$100 each and of the aggregate par value of \$40,000,000 are to be Cumulative Preferred Stock and 6,000,000 shares of the par value of \$5.50 each and of the aggregate par value of \$33,000,000 are to be Common Stock.

In WITNESS WHEREOF, said Walter C. Beckford, President, and said George F. Brenner, Secretary, of said The Cincinnati Gas & Electric Company, acting for and on behalf of said Corporation, have hereunto subscribed their names and affixed the corporate seal of said Corporation this 4<sup>th</sup> day of December, 1949.

*Walter C. Beckford*  
President  
*George F. Brenner*  
Secretary

(Seal)

STATE OF OHIO  
DEPARTMENT OF REVENUE  
RECEIVED  
NOV 10 1949  
CINCINNATI, OHIO  
RECEIVED  
NOV 10 1949  
CINCINNATI, OHIO  
RECEIVED  
NOV 10 1949  
CINCINNATI, OHIO

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*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 14<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

*Shirley Whitehead*  
BY: *Shirley Whitehead*

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A134\_0882

DOMESTIC CORPORATION

PAGE 163 LINE 5

CORP No 47309

NAME The Cincinnati Co  
& Electric Company

A134 881

|   |
|---|
| ARTICLES OF INCORPORATION                     |
| <input checked="" type="checkbox"/> AMENDMENT |
| <input type="checkbox"/> CONSOLIDATION        |
| <input type="checkbox"/> MERGER               |
| <input type="checkbox"/> DISSOLUTION          |
| <input type="checkbox"/> AGENT                |
| <input type="checkbox"/> REINSTATEMENT        |

Filed in the office of the Secretary of State  
at Columbus, Ohio, on the 28 day of  
April A. D. 1952 and recorded  
Vol. 1102 Page 41 of the Records of  
Incorporation.

Secretary of State

Filed by Samuel H. Fisher  
Feb. 28, 1960  
Samuel H. Fisher



Doc ID -->

A134\_0882

A134 852 7277  
APPROVED  
FOR FILING

DATE

4/18/52

CERTIFICATE OF AMENDMENT

TO THE ARTICLES

of

THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Walter C. Beckford, President, and Geo. F. Bremer, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify as follows:

The Board of Directors of the Company on November 20, 1951, duly adopted a resolution recommending the amendment to the Company's Articles as therein contained and hereinafter set forth, and recommended the same to the shareholders of the Company for adoption by them, at the Annual Meeting of Shareholders, to be held on April 23, 1952.

The following resolution was duly adopted pursuant to Section 8623-15 of the General Corporation Act of Ohio by affirmative vote of the holders of two-thirds of the shares of Common Stock of the Company at the Annual Meeting of Shareholders duly held on April 23, 1952:

Resolved that the Articles of The Cincinnati Gas & Electric Company be amended by inserting the first paragraph of Article 6 of the Agreement of Merger of said Company, The Hamilton Service Company, The

Doc ID --> A134\_0882

A134 853

Lakeland Light and Water Company, and The Hazleton Electric and Water Company, filed in the Office of the Secretary of State of the State of Ohio on December 20, 1912, and as heretofore amended to read as follows:

The maximum number of shares which the Company is authorized to have outstanding is 6,100,000 shares, of which 400,000 shares of the par value of \$100 each and of the aggregate par value of \$40,000,000 are to be Cumulative Preferred Stock and 5,700,000 shares of the par value of \$17.00 each and of the aggregate par value of \$96,900,000 are to be Common Stock.

In witness whereof, said Walter C. Beckjord, President, and said Geo. F. Biener, Secretary, of said The Cincinnati Gas & Electric Company, acting for and on behalf of said Corporation, have hereunto subscribed their names and affixed the corporate seal of said Corporation this 27th day of April, 1932.

*Walter C. Beckjord*  
President  
*Geo. F. Biener*  
Secretary

STATE OF OHIO  
DEPARTMENT OF REVENUE  
RECEIVED  
APR 27 1932  
CINCINNATI, OHIO

STATE OF OHIO  
DEPARTMENT OF REVENUE  
RECEIVED  
APR 27 1932  
CINCINNATI, OHIO

STATE OF OHIO  
DEPARTMENT OF REVENUE  
RECEIVED  
APR 27 1932  
CINCINNATI, OHIO

*Check #*  
**47309**

**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE**

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 15 day of March A.D. 2011



*Jon Husted*  
\_\_\_\_\_  
**JON HUSTED**  
Secretary of State

*Sharon Whitehead*  
\_\_\_\_\_  
By *Sharon Whitehead*

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Doc ID--> A134\_0885

DOMESTIC CORPORATION  
PAGE 187 LINE 8  
CORP. No. 47309  
NAME: *The American...*  
*...*  
ARTICLE OF INCORPORATION  
 AMENDMENT  
 MERGER  
DISSOLUTION: 4134 854  
AGENT: *...*  
BE-N.Y.A.E.  
Filed in the office of the Secretary of State  
at Columbus, Ohio on the *...* day of  
*...* A. D. 19*...* and recorded in  
Vol. *...* Page *...* of the records of  
Incorporation  
*...*  
Secretary of State  
Filed by *...*  
Fee *...*  
J. C.  


Doc ID --> A134\_0885

A134 855

11/30/53  
APPROVED  
13/2/53  
DATE

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES

of

THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Walter C. Beckjord, President, and Walter E. Beckjord, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify as follows:

The Board of Directors of the Company on January 15, 1953, duly adopted a resolution, which was amended on March 6, 1953, recommending the amendment to the Company's Articles as therein contained and hereinafter set forth, and recommended the same to the shareholders of the Company for adoption by them, at the Annual Meeting of Shareholders, to be held on April 22, 1953.

The following resolution was duly adopted pursuant to Section 8023-15 of the General Corporation Act of Ohio by affirmative vote of the holders of two-thirds of the shares of Common Stock of the Company, at the Annual Meeting of Shareholders duly held on April 22, 1953:

RESOLVED that the Articles of The Cincinnati Gas & Electric Company be amended by amending the first paragraph of Article 6 of the Agreement of Merger of said Companies, The Hamilton Street Company, The Cincinnati Light and Water Company, and The Hamilton Electric and Water Company, filed in the office of the Secretary of State of the State of Ohio, on December 29, 1912, and as heretofore amended to read as follows:

Vol. 654 p. 184

Doc ID --> A134\_0885

A134 856

The maximum number of shares which the Company is authorized to have outstanding is 19,000,000 shares, of which 100,000 shares of the par value of \$100 each and of the aggregate par value of \$10,000,000 are to be Cumulative Preferred Stock, and 10,000,000 shares of the par value of \$8.00 each and of the aggregate par value of \$80,000,000 are to be Common Stock. Each of the 2,532,500 shares of Common Stock of the par value of \$17.00 each which are issued and outstanding or reserved for issue is changed as of the effective date of this amendment into two shares of Common Stock of the par value of \$8.50 each.

In witness whereof, said Walter C. Beckjord, President, and said Walter E. Beckjord, Secretary, of said The Cincinnati Gas & Electric Company, acting for and on behalf of said Corporation, have hereunto subscribed their names and affixed the corporate seal of said Corporation this 4th day of May, 1967.

*Walter C. Beckjord*  
President  
*Walter E. Beckjord*  
Secretary

[SEAL]

Vol 654 page 185

Doc ID --> A134\_0885

Form E

A134 857

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE.

I, TED W. BROWN,

Secretary of State of the State of Ohio, do hereby certify that the foregoing is an exemplified copy, carefully compared by me with the original record now in my official custody as Secretary of State, and found to be true and correct, of the Agreement of Merger of THE CINCINNATI GAS & ELECTRIC COMPANY, Ohio corporation, THE HAMILTON SERVICE COMPANY, Ohio corporation, THE LOVELAND LIGHT AND WATER COMPANY, Ohio corporation and THE HARRISON ELECTRIC AND WATER COMPANY, Ohio corporation filed in this office on the 29th day of December ~~xxxxxx~~ 1942, recorded in Vol. 489 Page 161  
Certificate of Amendment, filed in this office on the 27th day of October 1945, recorded in Vol. 505 Page 203  
Certificate of Amendment, filed in this office on the 25th day of October 1945, recorded in Vol. 505 Page 123  
Certificate of Amendment, filed in this office on the 9th day of March 1946, recorded in Vol. 510 Page 375  
Certificate of Amendment, filed in this office on the 9th day of March 1946, recorded in Vol. 510 Page 376  
Certificate of Amendment, filed in this office on the 16th day of August 1946, ~~xxxxxx~~ recorded in Vol. 519 Page 147  
Certificate of Amendment, filed in this office on the 22nd day of December 1949, recorded in Vol. 581 Page 446  
Certificate of Amendment, filed in this office on the 28th day of April 1952, recorded in Vol. 628 Page 445  
and  
Certificate of Amendment to the Articles of THE CINCINNATI GAS & ELECTRIC COMPANY, filed in this office on the 4th day of May 1953, recorded in Vol. 654 Page 184, of the Records of Incorporation.  
This includes all the documents filed in this office as of this date and said company is in good standing on our records.

WITNESS my hand and official seal at Columbus, Ohio, 16th day of June, A. D. 1953

RECEIVED  
OHIO TO BE  
STATE OF OHIO  
SECRETARY OF STATE  
JUN 16 1953  
CERTIFIED COPY  
SECRETARY OF STATE

*Walter A*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Hurted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 27th day of March, A.D. 2011



*Jon Hurted*  
JON HURTED  
Secretary of State

By: *Marianne Whitehurst*

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Doc ID -->

8036\_1108

836 1107  
RECEIPT AND CERTIFICATE No. 7805  
THE STATE OF OHIO  
NAME  
17109  
NUMBER

|                                     |  |
|-------------------------------------|--|
| DOMESTIC CORPORATIONS               | MISCELLANEOUS FILINGS                                  |
| ARTICLES OF INCORPORATION           | ANNEXATION INCORPORATION—CITY OR VILLAGE               |
| AMENDMENT                           | RESERVATION OF CORPORATE NAMES                         |
| MERGER CONSOLIDATION                | REGISTRATION OF NAME                                   |
| DISSOLUTION                         | REGISTRATION OF NAME RENEWALS                          |
| AGENT                               | REGISTRATION OF NAME—CHANGE OF REGISTRANT'S ADDRESS    |
| RE-INSTATEMENT                      | TRADE MARK   |
| CERTIFICATES OF CONTINUED EXISTENCE | TRADE MARK RENEWAL                                     |
| MISCELLANEOUS                       | SERVICE MARK   |
| FOREIGN CORPORATIONS                | SERVICE MARK RENEWAL                                   |
| LICENSE                             | MARK OF OWNERSHIP                                      |
| AMENDMENT                           | MARK OF OWNERSHIP RENEWAL                              |
| SURRENDER OF LICENSE                | EQUIPMENT CONTRACT CHATTEL MORTGAGE                    |
| APPOINTMENT OF AGENT                | POWER OF ATTORNEY                                      |
| CHANGE OF PRINCIPAL OFFICE          | SERVICE OF PROCESS                                     |
| RE-INSTATEMENT                      | MISCELLANEOUS  |
| FORM                                | ASSIGNMENT—TRADE MARK, MARK OF OWNERSHIP, SERVICE MARK |
| PENALTY                             |  |

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State of Columbus, Ohio, on the \_\_\_\_\_ day of \_\_\_\_\_, A.D. 19\_\_\_\_, and recorded in Book 17109 at Page 7805 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

*Ted W. Brown*  
TED W. BROWN  
Secretary of State

FILE RECEIVED

NAME

Doc ID --> B036\_1108

B36 1108 47309 APPROV FOR FILING  
CERTIFICATE OF AMENDMENT TO THE ARTICLES  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of Ohio:

W. S. Fields, President, and Walter E. Beckjord, Secretary of The Cincinnati Gas & Electric Company, a corporation under the laws of Ohio, with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Articles of said Company, its Board of Directors adopted on March 10, 1958, the following resolution, amending the Articles of the Company:

RESOLVED, THAT pursuant to the authority contained in the Amendment to the Articles of the Company adopted by the shareholders and filed in the office of the Secretary of State of Ohio on March 9, 1946, the Articles of this Company be amended by creating and providing for the issuance of a second series of the Cumulative Preferred Stock authorized by the Articles, in consist of 130,000 shares designated "Cumulative Preferred Stock, 4 1/2% Series" and that the shares of said Series shall have the explicit terms and provisions stated in the Articles and as hereinafter provided in paragraphs 21 to 25 of this resolution:

21. The designation of such series shall be "Cumulative Preferred Stock, 4 1/2% Series"; and such series shall consist of 130,000 shares.

22. The dividend rate of each share shall be 4 1/2% a share per annum.

23. The price at which the shares of such series may be redeemed shall be \$100.00 share if the date fixed for redemption is on or after April 1, 1964, \$104.00 a share if the date fixed for redemption is April 1, 1963, or thereafter and prior to April 1, 1968; \$102.00 a share if the date fixed for redemption is April 1, 1962, or thereafter and prior to April 1, 1973; and \$100.00 a share if the date fixed for redemption is on or after April 1, 1973; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption provided, however, the Company shall not be bound to April 1, 1963, exercise its option to redeem any shares of the Cumulative Preferred Stock, 4 1/2% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an interest rate or interest cost (calculated in accordance with accepted financial practice) for such shares' dividend rate or 6 1/2% to the Company, as calculated, less than the stated rate per annum of the Cumulative Preferred Stock, 4 1/2% Series.

24. The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase of redemption of shares of such series.

25. The shares of such series shall not be convertible into or exchangeable for shares of any other class or series of any other series of the same type of stock of this Company.

26. The issue of any shares of such series on any date shall not be subject to any restrictions in addition to the restrictions set forth in the Articles of this Company.

IN WITNESS WHEREOF, W. S. Fields, President, and Walter E. Beckjord, Secretary of said The Cincinnati Gas & Electric Company, have hereunto set their hands and the corporate seal of said Company at Cincinnati, Ohio, this 11th day of March, 1958.

*Walter E. Beckjord*  
Secretary

STATE OF OHIO  
NOTARY PUBLIC  
I, \_\_\_\_\_, Notary Public for the State of Ohio, do hereby certify that the foregoing is a true and correct copy of the original as the same appears from the records of said Notary Public.  
GIVEN UNDER MY HAND AND SEAL OF OFFICE this \_\_\_\_\_ day of \_\_\_\_\_, 1958.  
Notary Public

*Charters*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Musted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 17<sup>th</sup> day of  
March A.D. 2011



*Jon Musted*  
\_\_\_\_\_  
JON MUSTED  
Secretary Of State

*Margaret Whiteaker*  
\_\_\_\_\_  
Margaret Whiteaker

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Doc ID -->

B305\_0745

**B 305 744**  
**RECEIPT AND CERTIFICATE**      No      78

THE CINCINNATI GAS & ELECTRIC COMPANY

---

NAME  
42309  
NUMBER

|  |   |
|--|---|
| <p>DOMESTIC CORPORATIONS</p> <p>ARTICLES OF INCORPORATION<br/><input checked="" type="checkbox"/> AMENDMENT<br/>MERGER/CONSOLIDATION<br/>DISSOLUTION<br/>AGENT<br/>RE-INSTATEMENT<br/>CERTIFICATES OF CONTINUED<br/>EXISTENCE<br/>MISCELLANEOUS</p> <p>FOREIGN CORPORATIONS</p> <p>LICENSE<br/>AMENDMENT<br/>SURRENDER OF LICENSE<br/>APPOINTMENT OF AGENT<br/>CHANGE OF ADDRESS OF AGENT<br/>CHANGE OF PRINCIPAL OFFICE<br/>RE-INSTATEMENT<br/>FORM 7<br/>PENALTY</p> | <p>MISCELLANEOUS FILINGS</p> <p>ANNEXATION/INCORPORATION—CITY<br/>OR VILLAGE<br/>RESERVATION OF CORPORATE NAMES<br/>REGISTRATION OF NAME<br/>REGISTRATION OF NAME RENEWALS<br/>REGISTRATION OF NAME—CHANGE<br/>OF REGISTRANTS ADDRESS<br/>TRADE MARK<br/>TRADE MARK RENEWAL<br/>SERVICE MARK<br/>SERVICE MARK RENEWAL<br/>MARK OF OWNERSHIP<br/>MARK OF OWNERSHIP RENEWAL<br/>EQUIPMENT CONTRACT/CHATTEL<br/>MORTGAGE<br/>POWER OF ATTORNEY<br/>SERVICE OF PROCESS<br/>MISCELLANEOUS<br/>ASSIGNMENT—TRADE MARK, MARK<br/>OF OWNERSHIP, SERVICE MARK,<br/>REGISTRATION OF NAME</p> |
|--|---|

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 2nd day of May, A. D. 1963, and recorded on Roll B305 at Frame 744 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

*Ted W. Brown*  
TED W. BROWN,  
Secretary of State

Filed by and Returned To: Cincinnati Gas & Electric Co.  
Att: W. E. Beckjord, General Counsel  
P.O. Box 960, Cincinnati 1, Ohio

FEE RECEIVED: \$ 25.025.00

NAME: THE CINCINNATI GAS & ELECTRIC COMPANY      157-5

Doc ID --> B305\_0745

B 305 745

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES

of  
THE CINCINNATI GAS & ELECTRIC COMPANY

47309  
APPROVED  
W.H.  
Date: 5-2-63  
Amount: 75,025.00  
151-5

To the Secretary of State of the State of Ohio:

Win. H. Zimmer, President, and Miles J. Doan, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio with its principal office in the City of Cincinnati in Hamilton County, Ohio, do hereby certify as follows:

The Board of Directors of the Company on March 21, 1963, duly adopted a resolution recommending the amendment to the Company's Articles as therein contained and hereinafter set forth to the shareholders of the Company for adoption by them at the Annual Meeting of Shareholders to be held on April 24, 1963.

The following resolution was duly adopted pursuant to the General Corporation Law of Ohio by affirmative vote of the holders of more than two-thirds of the shares of Common Stock of the Company at the Annual Meeting of Shareholders duly held on April 24, 1963:

RESOLVED, THAT the Articles of The Cincinnati Gas & Electric Company be amended by amending the first sentence of the first paragraph of Article 6 of the Agreement of Merger of said Company, The Hamilton Service Company, The Loveland Light and Water Company, and The Harrison Electric and Water Company, filed in the office of the Secretary of State of the State of Ohio on December 25, 1942, as heretofore amended, to read as follows:

"The maximum number of shares which the Company is authorized to have outstanding is 20,400,000 shares of which 400,000 shares of the par value of \$40,000,000 are to be Cumulative Preferred Stock, and 20,000,000 shares of the par value of \$8.50 each and of the aggregate par value of \$170,000,000 are to be Common Stock."

RESOLVED, THAT said Articles be further amended to provide that, as of the close of business on the effective date of these amendments, (a) each of the 10,000,000 shares of Common Stock of the par value of \$8.50 each which are presently authorized, including the 7,750,923 shares which are issued and outstanding as of the close of business on said date, is changed into

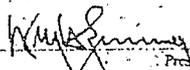
Doc ID -->

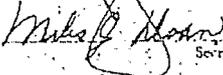
B305\_0745

B 305 746

two shares of Common Stock of the par value of \$8.50 each and  
(b) the Stated Capital, Common Stock, shall be increased from  
\$98,835,833.50, which includes \$20,952,988.00 which is to be  
transferred from the Premium on Capital Stock account to the  
Common Stock account, to \$131,765,691.00 by the transfer  
thereto of \$4,929,857.50 from Earned Surplus.

IN WITNESS WHEREOF, said Wm. H. Zimmer, President, and said  
Miles J. Doan, Secretary, of said The Cincinnati Gas & Electric  
Company, acting for and on behalf of said Corporation, have here-  
unto subscribed their names and affixed the corporate seal of said  
Corporation this 2nd day of May, 1963.

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

STATE OF OHIO  
DEPARTMENT OF REVENUE  
COLUMBUS, OHIO

RECEIVED  
MAY 2 1963

STATE OF OHIO  
DEPARTMENT OF REVENUE  
COLUMBUS, OHIO

RECEIVED  
MAY 2 1963

*Chapter #*  
**47309**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 1<sup>st</sup> day of  
March A.D. 2011



*Jon Husted*  
\_\_\_\_\_  
JON HUSTED  
Secretary Of State

By: *Marcus Whitbeck*  
\_\_\_\_\_

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Doc ID --> B560\_0720

B560 - 719

RECEIPT AND CERTIFICATE      No. 1035

THE OHIO STATE RECORDS COMPANY  
NAME \_\_\_\_\_  
NUMBER \_\_\_\_\_

|  |  |
|--|--|
| <p><b>DOMESTIC CORPORATIONS</b></p> <p><input type="checkbox"/> ARTICLES OF INCORPORATION</p> <p><input checked="" type="checkbox"/> AMENDMENT</p> <p><input type="checkbox"/> MERGER CONSOLIDATION</p> <p><input type="checkbox"/> DISSOLUTION</p> <p><input type="checkbox"/> AGENT</p> <p><input type="checkbox"/> RE-INSTATEMENT</p> <p><input type="checkbox"/> CERTIFICATE OF CONTINUED EXISTENCE</p> <p><input type="checkbox"/> MISCELLANEOUS</p> <p><b>FOREIGN CORPORATIONS</b></p> <p><input type="checkbox"/> LICENSE</p> <p><input type="checkbox"/> AMENDMENT</p> <p><input type="checkbox"/> SURRENDER OF LICENSE</p> <p><input type="checkbox"/> APPOINTMENT OF AGENT</p> <p><input type="checkbox"/> CHANGE OF ADDRESS OF AGENT</p> <p><input type="checkbox"/> CHANGE OF PRINCIPAL OFFICE</p> <p><input type="checkbox"/> RE-INSTATEMENT</p> <p><input type="checkbox"/> FORM 7</p> <p><input type="checkbox"/> PENALTY</p> | <p><b>MISCELLANEOUS FILINGS</b></p> <p><input type="checkbox"/> ANNEXATION INCORPORATION CITY OR VILLAGE</p> <p><input type="checkbox"/> RESERVATION OF CORPORATE NAMES</p> <p><input type="checkbox"/> REGISTRATION OF NAME</p> <p><input type="checkbox"/> REGISTRATION OF NAME RENEWALS</p> <p><input type="checkbox"/> REGISTRATION OF NAME CHANGE OF REGISTRANT'S ADDRESS</p> <p><input type="checkbox"/> TRADE MARK</p> <p><input type="checkbox"/> TRADE MARK RENEWAL</p> <p><input type="checkbox"/> SERVICE MARK</p> <p><input type="checkbox"/> SERVICE MARK RENEWAL</p> <p><input type="checkbox"/> MARK OF OWNERSHIP</p> <p><input type="checkbox"/> MARK OF OWNERSHIP RENEWAL</p> <p><input type="checkbox"/> EQUIPMENT CONTRACT CHATTEL MORTGAGE</p> <p><input type="checkbox"/> POWER OF ATTORNEY</p> <p><input type="checkbox"/> REVOCATION OF POWER</p> <p><input type="checkbox"/> MISCELLANEOUS</p> <p><input type="checkbox"/> ASSIGNMENT TRADE MARK MARK OF OWNERSHIP SERVICE MARK REGISTRATION OF NAME</p> |
|--|--|

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 25 day of July, A. D. 19 69, and recorded on Roll B560 at Frame 719 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

*Ted W. Brown*  
TED W. BROWN  
Secretary of State

Filed by and Returned To: \_\_\_\_\_  
ALL RIGHTS RESERVED, MARK REGISTRANT'S SERVICE

EYE RECEIVED \$ 5.00

NAME: \_\_\_\_\_

11715

Doc ID --> B560\_0720

**B560 - 720**  
CERTIFICATE OF AMENDMENT  
TO THE ARTICLES  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

47,509  
**APPROVED**  
By *[Signature]*  
Date 6-3-68  
Amount \$51,525.00  
117-13

To the Secretary of State of the State of Ohio:

Wm. H. Zimmer, President and H. J. Woehrmyer, Secretary, of  
The Cincinnati Gas & Electric Company, a corporation under the laws  
of the State of Ohio, do hereby certify as follows:

The following resolutions were duly adopted by affirmative vote  
of the holders of more than two-thirds of the shares of Common Stock  
of the Company at the Annual Meeting of Shareholders duly held on  
April 24, 1968 (and all requisite consents of holders of the Cumu-  
lative Preferred Stock, both 4% and 4-3/4% Series, were obtained):

Resolved that the first sentence of the first paragraph of Article 6 of the Articles of  
Incorporation, as amended, of The Cincinnati Gas & Electric Company (the Company or the  
Consolidated Corporation), (the most recent amendment of such sentence having been filed in  
the Office of the Secretary of State of Ohio on May 2, 1963) is amended to read as follows:

"The maximum number of shares which the Company is authorized to have outstanding is  
40,000,000 shares, of which 400,000 shares of the par value of \$100 each and of the aggregate  
par value of \$40,000,000 are to be Cumulative Preferred Stock, and 40,000,000 shares  
of the par value of \$8.50 each and of the aggregate par value of \$340,000,000 are to be  
Common Stock."

Resolved that the first sentence of the first paragraph of Article 6 of the Articles of  
Incorporation as amended, is amended

(i) by increasing the stated maximum number of shares which the Company is authorized  
to have outstanding by 600,000 shares, and

(ii) by increasing the authorized shares of Cumulative Preferred Stock from "400,000"  
to "1,000,000" and the aggregate par value of such Cumulative Preferred Stock from  
"\$40,000,000" to "\$100,000,000".

Resolved that subdivision (b) of Clause II of Article 6 of the Articles of Incorporation,  
as amended, of the Company (the most recent amendment of such subdivision having been filed  
in the Office of the Secretary of State of Ohio on March 9, 1946) is amended to read as follows:

"(b) The dividend rate of such series;"

Resolved that that portion through subdivision (2) of the first paragraph of Clause VI  
of Article 6 of the Articles of Incorporation, as amended, of the Company (the most recent  
amendment of such subdivision having been filed in the Office of the Secretary of State of Ohio  
on March 9, 1946), is amended to read as follows:

"VI. So long as any shares of the Cumulative Preferred Stock of any series shall be out-  
standing, the Consolidated Corporation shall not, without the consent in writing of the holders  
of record of at least a majority of the total number of shares of the Cumulative Preferred Stock  
of all series then outstanding or the consent (given by vote at a meeting called for that purpose  
in the manner prescribed by the Code of Regulations of the Consolidated Corporation) of the  
holders of record of at least a majority of the total number of shares of the Cumulative Preferred  
Stock of all series then outstanding:

Doc JD -->

B560\_0720

B560-720A

- (1) Increase the authorized number of shares of the Cumulative Preferred Stock; or
- (2) Issue any unsecured notes, debentures or other securities representing unsecured indebtedness, or assume any such unsecured securities, for purposes other than the refunding of outstanding unsecured indebtedness theretofore incurred or assumed by the Consolidated Corporation or the redemption or other retirement of outstanding shares of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Consolidated Corporation, whether voluntary or involuntary, if, immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Consolidated Corporation and then outstanding (including unsecured securities then to be issued or assumed) would exceed 20% of the aggregate of (i) the total principal amount of all bonds and other securities representing secured indebtedness issued or assumed by the Consolidated Corporation and then to be outstanding, and (ii) the capital and surplus of the Consolidated Corporation as then to be stated on the books of account of the Consolidated Corporation; or"

IN WITNESS WHEREOF, said Wm. H. Zimmer, President, and H. J. Hoehmyer, Secretary, of The Cincinnati Gas & Electric Company, acting for and on behalf of such Company, have hereunto subscribed their names and affixed the corporate seal of said Corporation this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_.

Wm. H. Zimmer  
President

H. J. Hoehmyer  
Secretary

THE RECORDS OF THE  
STATE OF OHIO  
RECEIVED  
JAN 10 1900

RECEIVED  
JAN 10 1900

*47309*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
\_\_\_\_\_  
JON HUSTED  
Secretary Of State

By *Shirley Whitehead*  
\_\_\_\_\_

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> B674\_1348

**B674 1347**  
**RECEIPT AND CERTIFICATE No 7481**  
**THE CINCINNATI GAS & ELECTRIC COMPANY**

---

NAME  
47309

---

NUMBER

|   |  |
|---|--|
| <p><b>DOMESTIC CORPORATIONS:</b></p> <p>ARTICLES OF INCORPORATION<br/>AMENDMENT<br/>MERGER/CONSOLIDATION<br/>DISSOLUTION<br/>AGENT<br/>RE-INSTATEMENT<br/>CERTIFICATES OF CONTINUED<br/>EXISTENCE<br/>MISCELLANEOUS</p> <p><b>FOREIGN CORPORATIONS</b></p> <p>LICENSE<br/>AMENDMENT<br/>SURRENDER OF LICENSE<br/>APPOINTMENT OF AGENT<br/>CHANGE OF ADDRESS OF AGENT<br/>CHANGE OF PRINCIPAL OFFICE<br/>RE-INSTATEMENT<br/>FORM 7<br/>PENALTY</p> | <p><b>MISCELLANEOUS FILINGS</b></p> <p>ANNEXATION/INCORPORATION—CITY<br/>OR VILLAGE<br/>RESERVATION OF CORPORATE NAMES<br/>REGISTRATION OF NAME<br/>REGISTRATION OF NAME RENEWALS<br/>REGISTRATION OF NAME—CHANGE<br/>OF REGISTRANTS ADDRESS<br/>TRADE MARK<br/>TRADE MARK RENEWAL<br/>SERVICE MARK<br/>SERVICE MARK RENEWAL<br/>MARK OF OWNERSHIP<br/>MARK OF OWNERSHIP RENEWAL<br/>EQUIPMENT CONTRACT/CHATTEL<br/>MORTGAGE<br/>POWER OF ATTORNEY<br/>SERVICE OF PROCESS<br/>MISCELLANEOUS<br/>ASSIGNMENT—TRADE MARK, MARK<br/>OF OWNERSHIP, SERVICE MARK,<br/>REGISTRATION OF NAME</p> |
|---|--|

I certify that the attached document was received and filed in the office of TED W. BROWN, Secre-  
tary of State, at Columbus, Ohio, on the 22nd day of April, A. D. 19 70, and  
recorded on Roll B674 at Frame 1347 of the RECORDS OF INCORPORATION and MIS-  
CELLANEOUS FILINGS.

*Ted W. Brown*  
TED W. BROWN,  
Secretary of State

Filed by and Returned To: Cincinnati Gas & Electric Co.  
Box 960  
Cincinnati, Ohio 45201 ATT: Richard H. Rhein

FEE RECEIVED: \$ 25.00 cash

NAME: THE CINCINNATI GAS & ELECTRIC COMPANY

1-2-70

Doc ID --> B674\_1348

B674 1348  
CERTIFICATE OF AMENDMENT  
TO THE ARTICLES  
of  
THE CINCINNATI GAS & ELECTRIC COMPANY

47309  
APPROVED  
By: CD  
Date: 4-22-70  
Amount: 25.00

107-37

To the Secretary of State of the State of Ohio:

Wm. H. Zimmer, President, and H. J. Woehrmeyer, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio, do hereby certify as follows:

The following resolution was duly adopted by affirmative vote of the holders of more than two-thirds of the shares of Common Stock of the Company at the Annual Meeting of Shareholders duly held on April 22, 1970:

RESOLVED that Clause IX of Article 6 of the Articles of Incorporation, as amended, of The Cincinnati Gas & Electric Company (the Company or the Consolidated Corporation), (the most recent amendment of such sentence having been filed in the Office of the Secretary of State of Ohio on March 9, 1946) is amended to read as follows:

"IX. The holders of the Cumulative Preferred Stock shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property or by way of dividends. The holders of Common Stock shall not be entitled to subscribe for or purchase or receive any part of any new or additional issue of, or any warrant, option or other right for the purchase of, stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property, by way of dividends or otherwise, except as authorized by the Board of Directors."

IN WITNESS WHEREOF, said Wm. H. Zimmer, President, and H. J. Woehrmeyer, Secretary, of The Cincinnati Gas & Electric Company, acting for and on behalf of such Company, have hereunto subscribed their names and affix the corporate seal of said Corporation this 22nd day of April, 1970.

Wm. H. Zimmer  
President  
H. J. Woehrmeyer  
Secretary

(SEAL)

RECEIVED  
STATE OF OHIO  
SECRETARY OF STATE

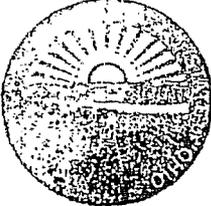
SEARCHED  
SERIALIZED  
INDEXED  
MAY 1970

*Warner*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of *2* pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this *7th* day of *March* A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Shirley Whitehead*

NOTICE: This is an official certification only when reproduced in red ink.

Doc ID --> B683\_0288

**B683 287**  
**RECEIPT AND CERTIFICATE No 11416**

THE CINCINNATI GAS & ELECTRIC COMPANY  
NAME  
47309  
NUMBER

|  |   |
|--|---|
| <p>DOMESTIC CORPORATIONS</p> <p>ARTICLES OF INCORPORATION<br/>AMENDMENT<br/>MERGER/CONSOLIDATION<br/>DISSOLUTION<br/>AGENT<br/>RE-INSTATEMENT<br/>CERTIFICATES OF CONTINUED<br/>EXISTENCE<br/>MISCELLANEOUS</p> <p>FOREIGN CORPORATIONS</p> <p>LICENSE<br/>AMENDMENT<br/>SURRENDER OF LICENSE<br/>APPOINTMENT OF AGENT<br/>CHANGE OF ADDRESS OF AGENT<br/>CHANGE OF PRINCIPAL OFFICE<br/>RE-INSTATEMENT<br/>FORM 7<br/>PENALTY</p> | <p>MISCELLANEOUS FILINGS</p> <p>ANNEXATION/INCORPORATION CITY<br/>OR VILLAGE<br/>RESERVATION OF CORPORATE NAMES<br/>REGISTRATION OF NAME<br/>REGISTRATION OF NAME RENEWALS<br/>REGISTRATION OF NAME—CHANGE<br/>OF REGISTRANTS ADDRESS<br/>TRADE MARK<br/>TRADE MARK RENEWAL<br/>SERVICE MARK<br/>SERVICE MARK RENEWAL<br/>MARK OF OWNERSHIP<br/>MARK OF OWNERSHIP RENEWAL<br/>EQUIPMENT CONTRACT/CHATTEL<br/>MORTGAGE<br/>POWER OF ATTORNEY<br/>SERVICE OF PROCESS<br/>MISCELLANEOUS<br/>ASSIGNMENT—TRADE MARK, MARK<br/>OF OWNERSHIP, SERVICE MARK,<br/>REGISTRATION OF NAME</p> |
|--|---|

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 11th day of June, A. D. 1970, and recorded on Roll B683 of Page 287 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILING.

*Ted W. Brown*  
TED W. BROWN,  
Secretary of State

Filed by and Returned To: The Cincinnati Gas & Electric Co.  
4th & Main Streets  
Cincinnati, Ohio 45202 ATTN: Edwin Norman Hopping

FEE RECEIVED: \$ 25.00 (Cash)

NAME: THE CINCINNATI GAS & ELECTRIC COMPANY

Dqs ID --> B683\_0288

B683 288

47304  
APPROVED  
By [Signature]  
Date 6/11/70  
By [Signature]

CERTIFICATE OF AMENDMENT TO THE ARTICLES  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

E. John Yeager, President, and Harold J. Washmyer, Secretary,  
of The Cincinnati Gas & Electric Company, a corporation under the  
laws of Ohio, with its principal office in the City of Cincinnati in  
Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Articles of said Company, its Board of Directors  
adopted on June 10, 1970, the following resolution, amending the  
Articles of the Company:

RESOLVED, THAT pursuant to the authority contained in  
the amendments to the Articles of the Company adopted by the  
shareholders and filed in the office of the Secretary of the  
State of Ohio on March 9, 1946, and June 3, 1968, the Articles  
of the Company be amended by creating and providing for the  
issuance of a third series of the Cumulative Preferred Stock,  
authorized by the Articles, to consist of 350,000 shares  
designated "Cumulative Preferred Stock, 9.30 % Series" and  
that the shares of such Series shall have the express terms and  
provisions stated in the Articles and as hereinafter provided  
in paragraphs (a) to (f) of this resolution:

(a) the designation of the series shall be "Cumulative Preferred Stock, 9.30 % Series" and the series shall consist of 350,000 shares;

(b) the dividend rate of the series shall be 9.30 % a share per year;

(c) the prices at which the shares of the series may be redeemed shall be

\$110 a share if the date fixed for redemption is prior to July 1, 1980,

\$ 105 a share if the date fixed for redemption is July 1, 1980; or thereafter and prior to July 1, 1985,

\$ 103 a share if the date fixed for redemption is July 1, 1985, or thereafter and prior to July 1, 1990, and

\$ 101 a share if the date fixed for redemption is on or after July 1, 1990,



*CV 2011-1*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 17 day of  
March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Sharon Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> B740\_1480

**B740 1479**  
**RECEIPT AND CERTIFICATE**      No. **15880**  
**THE CINCINNATI GAS & ELECTRIC COMPANY**

---

NAME  
**47309**  
 NUMBER

|   |  |
|---|--|
| <p><b>DOMESTIC CORPORATIONS</b></p> <ul style="list-style-type: none"> <li>ARTICLES OF INCORPORATION</li> <li>AMENDMENT</li> <li>MERGER/CONSOLIDATION</li> <li>DISSOLUTION</li> <li>AGENT</li> <li>RE-INSTATEMENT</li> <li>CERTIFICATES OF CONTINUED EXISTENCE</li> <li>MISCELLANEOUS</li> </ul> <p><b>FOREIGN CORPORATIONS</b></p> <ul style="list-style-type: none"> <li>LICENSE</li> <li>AMENDMENT</li> <li>SURRENDER OF LICENSE</li> <li>APPOINTMENT OF AGENT</li> <li>CHANGE OF ADDRESS OF AGENT</li> <li>CHANGE OF PRINCIPAL OFFICE</li> <li>RE-INSTATEMENT</li> <li>FORM 7</li> <li>PENALTY</li> </ul> | <p><b>MISCELLANEOUS FILINGS</b></p> <ul style="list-style-type: none"> <li>ANNEXATION/INCORPORATION—CITY OR VILLAGE</li> <li>RESERVATION OF CORPORATE NAMES</li> <li>REGISTRATION OF NAME</li> <li>REGISTRATION OF NAME RENEWALS</li> <li>REGISTRATION OF NAME—CHANGE OF REGISTRANTS ADDRESS</li> <li>TRADE MARK</li> <li>TRADE MARK RENEWAL</li> <li>SERVICE MARK</li> <li>SERVICE MARK RENEWAL</li> <li>MARK OF OWNERSHIP</li> <li>MARK OF OWNERSHIP RENEWAL</li> <li>EQUIPMENT CONTRACT/CHattel MORTGAGE</li> <li>POWER OF ATTORNEY</li> <li>SERVICE OF PROCESS</li> <li>MISCELLANEOUS</li> <li>ASSIGNMENT—TRADE MARK, MARK OF OWNERSHIP, SERVICE MARK, REGISTRATION OF NAME</li> </ul> |
|---|--|

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 12th day of May, A. D. 19 71, and recorded on Roll 0740 at Frame 1479 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

*Ted W. Brown*  
 TED W. BROWN  
 Secretary of State

Filed by and Returned To: Richard H. Diehn  
 P.O. Box 960  
 Cincinnati 1, Ohio 45201

FEE RECEIVED \$ 5.00

NAME: THE CINCINNATI GAS & ELECTRIC COMPANY

*107-49*

Doc ID -->

B740\_1480

B740 1480

47309  
APPROVED  
N/A  
5/18/71  
5,000.00  
108-85

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

B. John Yeager, President, and Harold J. Wochmyer, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio, with its principal office located at Cincinnati, Ohio, do hereby certify as follows:

The following resolution was duly adopted by affirmative vote of the holders of more than two-thirds of the shares of Common Stock of the Company at the Annual Meeting of Shareholders duly held on April 28, 1971, at which a quorum of all classes of shareholders was present in person or by proxy, (and all requisite consents of holders of the Cumulative Preferred Stock, 4%, 4-X's and 9.30% Series, were obtained):

RESOLVED that the first sentence of the first paragraph of Article 6 of the Articles of Incorporation, as amended, of The Cincinnati Gas & Electric Company (the Company or the Consolidated Corporation), (the most recent amendment of such sentence having been filed in the Office of the Secretary of State of Ohio on June 3, 1968) is amended to read as follows:

"The maximum number of shares which the Company is authorized to have outstanding is 43,000,000 shares, of which 3,000,000 shares of the par value of \$100 each and of the aggregate par value of \$300,000,000 are to be Cumulative Preferred Stock, and 40,000,000 shares of the par value of \$8.50 each and of the aggregate par value of \$340,000,000 are to be Common Stock."

IN WITNESS WHEREOF, said B. John Yeager, President, and Harold J. Wochmyer, Secretary, of The Cincinnati Gas & Electric Company, acting on its behalf, have herewith subscribed their names and affixed the corporate seal of said corporation this 10th day of May, 1971.

*B. John Yeager*  
President  
*Harold J. Wochmyer*  
Secretary

(SEAL)

STATE OF OHIO  
OFFICE OF THE SECRETARY OF STATE  
COLUMBUS, OHIO

RECEIVED  
MAY 18 1971

THE STATE OF OHIO HAS RECEIVED THIS DOCUMENT FROM THE OFFICE OF THE SECRETARY OF STATE

*Chapter #*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of *9* pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this *17th* day of *March*, A.D. *2011*



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Shirley Whitehead*

NOTICE: This is an official certification only when reproduced in red ink.

Doc ID --> B800\_0351

B800 350  
RECEIPT AND CERTIFICATE No. 29471  
THE CINCINNATI GAS & ELECTRIC COMPANY  
NAME  
47309  
NUMBER

|                                     |  |
|-------------------------------------|--|
| DOMESTIC CORPORATIONS               | MISCELLANEOUS FILINGS  |
| ARTICLES OF INCORPORATION           | ANNEXATION/INCORPORATION—CITY OR VILLAGE                                     |
| AMENDMENT                           | RESERVATION OF CORPORATE NAMES   |
| MERGER/CONSOLIDATION                | REGISTRATION OF NAME   |
| DISSOLUTION                         | REGISTRATION OF NAME RENEWALS  |
| AGENT                               | REGISTRATION OF NAME—CHANGE OF REGISTRANTS ADDRESS                           |
| RE-INSTATEMENT                      | TRADE MARK   |
| CERTIFICATES OF CONTINUED EXISTENCE | TRADE MARK RENEWAL   |
| MISCELLANEOUS                       | SERVICE MARK   |
| FOREIGN CORPORATIONS                | SERVICE MARK RENEWAL   |
| LICENSE                             | MARK OF OWNERSHIP  |
| AMENDMENT                           | MARK OF OWNERSHIP RENEWAL  |
| SURRENDER OF LICENSE                | EQUIPMENT CONTRACT/CHATTEL MORTGAGE  |
| APPOINTMENT OF AGENT                | POWER OF ATTORNEY  |
| CHANGE OF ADDRESS OF AGENT          | SERVICE OF PROCESS   |
| CHANGE OF PRINCIPAL OFFICE          | MISCELLANEOUS  |
| RE-INSTATEMENT                      | ASSIGNMENT—TRADE MARK, MARK OF OWNERSHIP, SERVICE MARK, REGISTRATION OF NAME |
| FORM 7                              |  |
| PENALTY                             |  |

I certify that the attached document was received and filed in the office of TED W. BROWN, Secretary of State, at Columbus, Ohio, on the 11th day of April, A. D. 1972, and recorded on Roll 6800 at Frame 350 of the RECORDS OF INCORPORATION and MISCELLANEOUS FILINGS.

*Ted W. Brown*  
TED W. BROWN,  
Secretary of State

Filed by and Returned To: Mr. Harold J. Woehrmyer  
P.O. Box 960  
Cincinnati, Ohio 45202

FEE RECEIVED: \$ 25.00

NAME: THE CINCINNATI GAS & ELECTRIC COMPANY

Doc ID -->

B800\_0351

B800 351  
CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

47309  
APPROVED  
By \_\_\_\_\_  
DATE 4-11-72  
Amended 2300

101-88

To the Secretary of State of the State of Ohio:

B. John Yeager, President, and Harold J. Wochroner, Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Articles of Incorporation of the Company, its Board of Directors adopted on April 10, 1972, the following resolution, amending said Articles of Incorporation:

RESOLVED, that pursuant to the authority contained in the Articles of Incorporation of the Company as heretofore amended (the "Articles"), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock authorized by the Articles, to consist of 400,000 shares designated "Cumulative Preferred Stock, 7.44 % Series" and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f) of this resolution:

(a) the designation of the series shall be "Cumulative Preferred Stock, 7.44 % Series" and the series shall consist of 400,000 shares;

(b) the dividend rate of the series shall be 7.44% a share per year;

(c) the prices at which the shares of the series may be redeemed shall be

\$87.50 a share if the date fixed for redemption is prior to April 1, 1977.  
\$28.00 a share if the date fixed for redemption is April 1, 1977, or thereafter and prior to April 1, 1982.

\$28.50 a share if the date fixed for redemption is April 1, 1982, or thereafter and prior to April 1, 1987, and

\$21.00 a share if the date fixed for redemption is on or after April 1, 1987,

in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

provided, however, the Company shall not prior to April 1, 1977, exercise its option to redeem any shares of the Cumulative Preferred Stock, 7.44 % Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 7.44 % Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) the shares of the series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of the series;

(e) the shares of the series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company, and

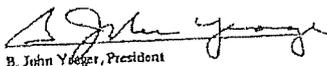
(Over)

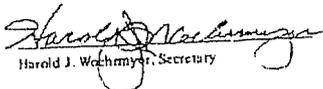
Doc ID --> B800\_0351

B800 352

(f) the issue of any additional shares of the series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles.

IN WITNESS WHEREOF, B. John Yeager, President, and Harold J. Wachmyer, Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 11th day of April, 1972.

  
B. John Yeager, President

  
Harold J. Wachmyer, Secretary

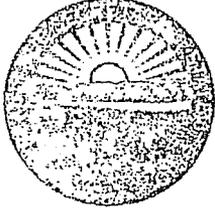
1972 APR 11 PM 4:10  
CINCINNATI, OHIO  
172

*Warner #*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Musted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 3 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 1<sup>st</sup> day of  
March A.D. 2011



*Jon Musted*  
\_\_\_\_\_  
JON MUSTED  
Secretary of State

By: *Maura Whitehead*  
\_\_\_\_\_

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> B978\_0512

STATE OF OHIO  
DEPARTMENT OF STATE



TED B. BRONKHORST  
SECRETARY OF STATE

B978-0510  
RECEIPT NO. 26001

DATE 6/18/74

47309  
PAYEE'S

B978-0510

RECEIVED OF  
OR FILED BY JOAN SCHNEIDER EHAS

THE SUM OF \$ 25.00 FOR FILING AND CSS OF

THE CINCINNATI GAS & ELECTRIC COMPANY

RETURN TO: 26001

JOAN SCHNEIDER EHAS  
1302 GAS & ELEC. BLDG.  
P.O. BOX 960  
CINCINNATI, OH 45201

AMD \$ 25.00  
CSS

TOTAL FEE \$ 25.00

NAME:  
THE CINCINNATI GAS & ELECTRIC COMPANY

Doc ID --> B978\_0512



B978-0511

DEPARTMENT OF STATE

TED W. BROWN  
Secretary of State

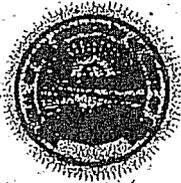
### Certificate

A7309

It is hereby Certified that the Secretary of State of Ohio has custody of the  
Records of Incorporation and Miscellaneous Filings; that said records show  
the filing and recording of AND CBS of  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
STATE OF OHIO  
Office of the Secretary of State

Recorded on Roll 10970 at Frame 6512 of the  
Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of  
Columbus, Ohio, this 18TH day of JUNE, A. D. 19 74

*Ted W. Brown*

TED W. BROWN  
Secretary of State

Doc ID -->

B978\_0512

B.978-0512  
CERTIFICATE OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

APPROVED

By: \_\_\_\_\_  
Date: 6-18-74  
Amend: \_\_\_\_\_

To the Secretaries of State of the State of Ohio,

I, John Viager, President, and Harold J. Wochinger, Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Articles of Incorporation of the Company, its Board of Directors adopted on June 17, 1974, the following resolution, amending said Articles of Incorporation:

RESOLVED, That pursuant to the authority contained in the Articles of Incorporation of the Company as heretofore amended (the "Articles"), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock authorized by the Articles, to consist of 400,000 shares designated "Cumulative Preferred Stock, 9.28% Series" and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f) of this resolution:

(a) the designation of the series shall be "Cumulative Preferred Stock, 9.28% Series" and the series shall consist of 400,000 shares;

(b) the dividend rate of the series shall be 9.28% a share per year;

(c) the prices at which the shares of the series may be redeemed shall be

\$109.00 a share if the date fixed for redemption is prior to July 1, 1979;

\$106.00 a share if the date fixed for redemption is July 1, 1979, or thereafter and prior to July 1, 1984;

\$103.00 a share if the date fixed for redemption is July 1, 1984, or thereafter and prior to July 1, 1989; and

\$101.00 a share if the date fixed for redemption is on or after July 1, 1989;

in each case plus an amount equal to all dividends accrued thereon to the date fixed in redemption;

provided, however, that the Company shall not prior to July 1, 1979, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.28% Series, as a part of or in anticipation of any refunding operation by the application directly or indirectly of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock sinking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.28% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) the shares of the series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of the series;

(e) the shares of the series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company;

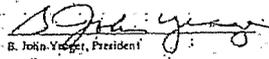
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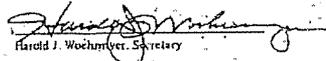
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(1) The issue of any additional shares of the series or any future series shall not by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles.

IN WITNESS WHEREOF, B. John Yeager, President, and Harold J. Wochmyer, Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 18th day of June, 1974.

  
B. John Yeager, President

  
Harold J. Wochmyer, Secretary

61-035-0113

SEARCHED  
SERIALIZED  
INDEXED  
FILED

JUN 20 1974

FBI - CINCINNATI

*Chalkera*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Maura Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

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STATE OF OHIO  
DEPARTMENT OF STATE



TED W. BROWN  
SECRETARY OF STATE

E0069-0874  
RECEIPT NO. 63312

DATE: 6/24/75

47109  
NUMBER

E069-0874 043

RECEIVED OF  
OR FILED BY THE CINCINNATI GAS & ELEC. CO.

THE SUM OF \$ 25.00 FOR FILING ABA OF

THE CINCINNATI GAS & ELECTRIC COMPANY

RETURNED TO: 63312  
THE CINCINNATI GAS & ELEC. CO.  
ATTY. H. RHEIN  
P.O. BOX 960  
CINCINNATI, OH 45201

AMA \$ 25.00

TOTAL FEE \$ 35.00

NAME:  
THE CINCINNATI GAS & ELECTRIC COMPANY

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DEPARTMENT OF STATE

TED W. BROWN  
Secretary of State

### Certificate

47347

It is hereby Certified that the Secretary of State of Ohio has custody of the  
Records of Incorporation and Miscellaneous Filings; that said records show  
the filing and recording of none of  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
STATE OF OHIO  
Office of the Secretary of State

Recorded on Roll 1069 at Frame 0276 of the  
Records of Incorporation and Miscellaneous Filings



Witness my hand and the seal of the Secretary of State, at the City of  
Columbus, Ohio, this 23rd day of June, A. D. 1925

*Ted W. Brown*

TED W. BROWN  
Secretary of State

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CERTIFICATE

AMENDED ARTICLES OF INCORPORATION

of  
THE CINCINNATI GAS & ELECTRIC COMPANY

47309  
APPROVED

Date: 6-23-78  
J. S. C.

B. JOHN YEAGER, President, and WILLIAM H. ZIMMER, JR., Secretary of THE CINCINNATI GAS & ELECTRIC COMPANY, an Ohio corporation ("Company") with its principal office in the City of Cincinnati, Hamilton County, State of Ohio, DO HEREBY CERTIFY that at a meeting of the Board of Directors of the Company duly called and held on the 19th day of June, 1978, the following resolution was duly adopted pursuant to Section 1701.72(B), Ohio Revised Code (to consolidate the original Articles and all previously adopted amendments presently effective), and pursuant to Section 1701.70(B)(5), Ohio Revised Code (to eliminate from the Articles statements and provisions pertaining to previous merger or consolidation):

RESOLVED, that Amended Articles of Incorporation of The Cincinnati Gas & Electric Company, to read as follows and to be effective as of the date of filing the same with the Secretary of State of Ohio, are hereby adopted.

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Amended  
Articles of Incorporation

of

THE CINCINNATI GAS & ELECTRIC COMPANY

Effective

June 23, 1975

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AMENDED ARTICLES OF INCORPORATION

THE CINCINNATI GAS & ELECTRIC COMPANY

The Cincinnati Gas & Electric Company, a corporation for profit, heretofore organized in the year 1937 and now existing under the laws of the State of Ohio, adopts, makes and files these Amended Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation and all previously adopted Amendments thereto.

ARTICLE FIRST

The name of the corporation shall be The Cincinnati Gas & Electric Company (hereinafter referred to as the "Company").

ARTICLE SECOND

The place in the State of Ohio where the principal office of the Company is located is the City of Cincinnati and the County of Hamilton.

ARTICLE THIRD

The corporate purposes of the Company shall be as follows:

(a) To own, construct, purchase, lease or otherwise acquire natural gas plants, manufactured gas plants, natural or manufactured gas systems, lines or pipes for transmitting, distributing, supplying or furnishing natural gas or manufactured gas or a combination thereof, either as going concerns or otherwise, including all or any part of the franchises, grants, easements, rights-of-way, rights, privileges, appurtenances and appliances in any way connected therewith or necessary thereto, and to maintain and operate the same; to produce, manufacture, purchase, sell, supply and furnish natural gas, manufactured gas, or a combination thereof, for light, heat and power purposes or any other purpose or purposes for which such gases or a combination thereof, or any products connected with such gases, may be used; to own, acquire, construct, use and dispose of all property, real or personal, needed or incidental to the production, manufacture, transmission, distribution or sale of such gases, or their products, and to manufacture and dispose of any and all by-products connected therewith; and to fully equip the Company to acquire, transmit, distribute, market and dispose of such gases and any and all products or by-products connected with or incidental thereto; in

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dispose, furnish and supply such gases directly or indirectly, for light, heat and power purposes and all other purposes for which such gases may be used and adapted; to sell, furnish, transmit, distribute and supply natural gas, manufactured gas or a combination thereof, to the inhabitants of any city, village, town or other political subdivision for any and all purposes, either for public or private use, and to make all contracts and agreements, and accept, acquire and exercise franchises, grants, rights and privileges in connection therewith, or necessary thereto;

(b) To own, construct, purchase, lease or otherwise acquire plants for generating, manufacturing or producing electric power and energy and systems, lines or other means for transmitting, distributing, supplying or furnishing electric power and energy, either as going concerns or otherwise, including all or any part of the franchises, grants, easements, rights-of-way, rights, privileges, appurtenances and appliances in any way connected therewith or necessary thereto, and to maintain and operate the same; to install electric wiring and devices of all kinds; to produce, manufacture, purchase, sell, supply and furnish electric power and energy, for light, heat and power purposes or any other purpose or purposes for which electric power and energy may be used; to own, acquire, construct, use, and dispose of all property, real or personal, needed or incidental to the production, manufacture, transmission, distribution or sale of electric power and energy, and to fully equip the Company to acquire, transmit, distribute, market and dispose of such electric power and energy; to dispose, furnish and supply electric power and energy directly or indirectly, for light, heat and power purposes and all other purposes for which electric power and energy may be used and adapted; to sell, furnish, transmit, distribute and supply electric power and energy to the inhabitants of any city, village, town or other political subdivision, for any and all purposes, either for public or private use, and to make all contracts and agreements, and accept, acquire and exercise franchises, grants, rights and privileges in connection therewith, or necessary thereto;

(c) To own, construct, purchase, lease or otherwise acquire water-works and systems and to maintain and operate the same, including all franchises, rights, rights-of-way, easements, pipe lines, pumping stations, distribution systems, hydrants, tanks, storage systems and filtration plants, contracts and property, real, personal or mixed, and assets of every kind and description pertaining to the same; and to furnish, purchase, sell, pump and supply water and water power; and to acquire and hold any and all real estate necessary or convenient for such purposes; and to dispose of the same; and to acquire, manage and conduct such business in all or any one of its departments;

(d) To manufacture and supply and furnish steam or hot water, or both, to public and private consumers and users, for heating and power purposes, and to purchase, lease, acquire, construct and use the necessary plants, mains, pipes, boilers, engines, tools, and other fixtures and appliances required for such business; and to acquire, receive, accept and use the necessary franchises, grants, easements, rights and privileges to supply and furnish such steam or hot water service, or both;

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(e) To purchase, lease or otherwise acquire, own and dispose of all necessary real estate, lands, projects, natural gas lands, or interests in any kind of real estate, lands or natural gas lands, and also to own, construct, purchase, lease or otherwise acquire and maintain and operate all necessary plants, systems, machinery, wires, pipes, lines, pumping stations, measuring stations, buildings, appurtenances and appliances, and also to lay, construct, maintain and operate over, upon, under or along public or private property of any public highway, or the streets, avenues, alleys, bridges or public ways of any municipality, town, township or other political subdivision, and all wires, pipes, lines, fixtures, appurtenances or appliances necessary or desirable to enable the Company to distribute, supply, furnish, sell and deliver natural gas, manufactured gas, or a combination thereof, or electric power and energy, or water, or steam and hot water, and the doing of all things necessary or incidental thereto, or promoting the business of the Company;

(f) To produce, acquire, transport, treat, refine, convert, buy, sell and otherwise dispose of and turn to account and deal in subsoil products and surface deposits of any kind;

(g) To own, lease, acquire, operate or conduct a general garage and service station business; to invest, trade and deal in gas and electric appliances, and, in general, goods, wares, merchandise and property of every description;

(h) To acquire by purchase, subscription or otherwise and to own, hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of, any of the shares of the capital stock or any bonds, debentures, notes, securities or other evidences of indebtedness created, issued or incurred by any public, municipal, quasi-public or private corporations or associations, and as owner thereof to exercise all the rights, powers and privileges of ownership, and to aid in any manner which shall be lawful any corporation or association of which any bonds, stocks, or other securities or evidences of indebtedness shall be so held, or in which or in the welfare of which, the Company shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve or enhance the value of any such bonds, stocks, or other securities or evidences of indebtedness or the property of the Company; and

(i) To guarantee the payment of dividends or sinking fund upon the capital stock, or the payment of the principal and interest and sinking fund, or either, of any bonds or other obligations or evidences of indebtedness, or the performance of any contract, of any such corporation or association referred to in the paragraph preceding insofar as and to the extent that such guarantee may be permitted by law.

The purpose for which the Company is formed may be amended hereafter by the affirmative vote of the holders of a majority of the shares having at the time voting power.

#### ARTICLE FOURTH

The maximum number of shares which the Company is authorized to have outstanding

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is 45,000,000 shares, of which 3,000,000 shares of the par value of \$100 each and of the aggregate par value of \$300,000,000 are to be Cumulative Preferred Stock and 42,000,000 shares of the par value of \$8.50 each and of the aggregate par value of \$354,000,000 are to be Common Stock.

The Common Stock and Cumulative Preferred Stock shall have the following respective designations, preferences, dividend rights, voting powers, redemption rights, conversion rights, restrictions on issuance of shares and other relative, participating, optional or other special rights and preferences, and qualifications, limitations or restrictions thereon, and are created on the following terms, respectively:

COMMON STOCK

The shares of Common Stock may be issued at any time or from time to time for such amount of consideration as may be fixed by the Board of Directors. The holders of Common Stock shall not be entitled to subscribe for or purchase or receive any part of any new or additional issue of, or any warrant, option or other right for the purchase of, stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property, by way of dividends or otherwise, except as authorized by the Board of Directors.

CUMULATIVE PREFERRED STOCK

Clause 1. Except as otherwise provided by this Article Fourth or by the resolution or resolutions of the Board of Directors providing for the issue of any series of Cumulative Preferred Stock, the Cumulative Preferred Stock may be issued at any time or from time to time in any amount, not exceeding in the aggregate, including all shares of any and all series thereof theretofore issued, the total number of shares of Cumulative Preferred Stock heretofore authorized, as Cumulative Preferred Stock of one or more series, as hereinafter provided, and for such lawful consideration as shall be fixed from time to time by the Board of Directors. All shares of any one series of Cumulative Preferred Stock shall be alike in every particular, each series thereof shall be distinctively designated by letter or descriptive words, and all series of Cumulative Preferred Stock shall rank equally and be identical in all respects except as permitted by the provisions of Clause 2 of this Article Fourth.

Clause 2. Authority is hereby expressly granted to the Board of Directors from time to time to adopt amendments to these Articles providing for the issue in one or more series of any unissued or treasury shares of the Cumulative Preferred Stock; and to fix, by the amendment creating each such series of the Cumulative Preferred Stock, the designation and number of shares, dividend rate, redemption rights and price, sinking fund requirements, conversion rights and restrictions on issuance of shares of

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such series, to the full extent now or hereafter permitted by the laws of the State of Ohio and notwithstanding the provisions of any other Article of these Amended Articles of the Company in respect of the matters set forth in the following subsections (1) to (11), inclusive:

- (a) The designation and number of shares of such series;
- (b) The dividend rate of such series;
- (c) The price or prices at which shares of such series may be redeemed, provided that such price shall not be less than \$100 a share and not more than \$115 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption;
- (d) The amount of the sinking fund, if any, to be applied to the purchase or redemption of shares of such series and the manner of its application;
- (e) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same class of stock of the Company; and if made so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments, if any, at which such conversion or exchange may be made; and
- (1) Whether or not the issue of any additional shares of such series or any future series in addition to such series shall be subject to any restrictions and, if so, the nature of such restrictions.

Clause 3. Before any dividends shall be declared or paid upon or set apart for, or distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of the Common Stock, the holders of Cumulative Preferred Stock of each series shall be entitled to receive, if and when declared by the Board of Directors, dividends at the annual rate fixed for such series in accordance with the provisions of this Article Fourth, and no more, from October 1, 1943, or, if the first issue of any shares of a series is made subsequent to December 31, 1943, from the dividend payment date of, or next preceding the date of, issue thereof, payable on January 1, April 1, July 1 and October 1, of each year; and such dividends shall be cumulative so that if for any dividend period or periods dividends on the outstanding Cumulative Preferred Stock of any series at the rates fixed for such series, shall not have been paid, such dividends shall be paid, or declared and set apart for payment, before any dividends shall be declared or paid upon or set apart for, or any distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of Common Stock. Deferred dividends shall not bear interest. Dividends on all Cumulative Preferred Stock of the same series shall be cumulative from the same date and in the event of the

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issue of additional Cumulative Preferred Stock of any series all dividends paid on Cumulative Preferred Stock of such series on the date of or on a date prior to the issue of such additional Cumulative Preferred Stock and all dividends declared and payable to holders of record of Cumulative Preferred Stock of such series on a date prior to such additional issue shall be deemed to have been paid on the additional stock so issued. If at any time Cumulative Preferred Stock of more than one series shall be outstanding, any dividends declared upon the Cumulative Preferred Stock in an amount less than the full amount payable on all Cumulative Preferred Stock outstanding shall be declared pro rata so that the amounts of dividends declared on each share of the Cumulative Preferred Stock of different series shall, in all cases bear to each other the same proportions that the respective dividend rates of such respective series bear to each other.

Clause 4. Upon at least thirty days previous notice given by mail to record-holders of Cumulative Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Company and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in a newspaper of general circulation in the Borough of Manhattan, City and State of New York, the Company, at its election, by action of its Board of Directors may redeem the whole of the Cumulative Preferred Stock or any series thereof or any part of any series thereof by lot or pro rata, at any time or from time to time and at the prices fixed for the redemption of such shares in accordance with the provisions of this Article Fourth (the price so fixed for any series being herein called the redemption price of such series). If the Company shall determine to redeem by lot less than all the shares of any series of Cumulative Preferred Stock, the selection by lot of the shares of such series to be redeemed shall be conducted by an independent bank or trust company, from and after the date fixed in such notice as the date of redemption, unless default shall be made by the Company in providing money at the time and place specified for the payment of the redemption price pursuant to such notice, or, if the Company shall so elect, from and after a date which shall be prior to the date fixed as the date of redemption, on which the Company shall provide moneys for the payment of the redemption price by depositing the amount thereof in trust for the account of the holders of the Cumulative Preferred Stock called for redemption with a bank or trust company doing business in the Borough of Manhattan, in the City and State of New York, or in the City of Cincinnati, Ohio; and having capital and surplus of at least \$5,000,000, pursuant to notice of such election included in the notice of redemption specifying the date on which such deposit will be made, all dividends on the Cumulative Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Company, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Cumulative Preferred Stock called for redemption, shall cease and determine. The Company may, from time to time, purchase the whole of the Cumulative Preferred Stock or any series thereof, or any part of any series thereof, upon the best terms reasonably

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obtainable, but in no event at a price greater than the redemption price in effect on the date of such purchase of the shares so purchased. Such redemption or purchase may, however, be exercised only if full cumulative dividends upon all shares of such cumulative Preferred Stock of all series then outstanding and not then to be redeemed or purchased shall have been declared and payment provided for. Cumulative Preferred Stock of any series redeemed or purchased may in the discretion of the Board of Directors be reissued at any time or from time to time, as stock of the same or of a different series, or may be cancelled and not reissued.

Clause 5. After full cumulative dividends as aforesaid upon the Cumulative Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of or provision for full dividends on the Cumulative Preferred Stock of all series then outstanding for the current dividend period, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of shares of any series of the Cumulative Preferred Stock, as such, shall be entitled to share therein.

Clause 6-A. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Company) of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(a) Increase the authorized number of shares of the Cumulative Preferred Stock; or

(b) Issue any unsecured notes, debentures or other securities representing unsecured indebtedness, or assume any such unsecured securities, for purposes other than the refunding of outstanding unsecured indebtedness theretofore incurred or assumed by the Company or the redemption or other retirement of outstanding shares of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, if, immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Company and then outstanding (including unsecured securities then to be issued or assumed) would exceed 20% of the aggregate of (1) the total principal amount of all bonds and other securities representing secured indebtedness issued or assumed by the

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Company and then to be outstanding, and (ii) the capital and surplus of the Company as then to be stated in the books of account of the Company; or

(c) Consolidate or merge with or into any other corporation or corporations, unless such consolidation or merger, or the issuance or assumption of all securities to be issued or assumed in connection with such consolidation or merger, shall have been ordered, approved or permitted by the Securities and Exchange Commission or by any successor commission or other regulatory authority of the United States of America having jurisdiction over such consolidation or merger or the issuance or assumption of securities in connection therewith; provided that the provisions of this subdivision (c) shall not apply to (i) a consolidation of the Company with, or a merger into the Company of, any subsidiary all the outstanding shares of stock of which at the time shall be owned by the Company, or (ii) the purchase or other acquisition by the Company of the franchises or assets of another corporation or (iii) any transaction which does not involve a consolidation or merger under the laws of the State of Ohio.

Clause 6-B. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Company) of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(a) Create or authorize any kind of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, or create or authorize any obligation or security convertible into shares of any such kind of stock; or

(b) Amend, alter, change or repeal any of the express terms of the Cumulative Preferred Stock so as to affect the holders thereof adversely; or

(c) Sell all or substantially all its assets, or sell all or substantially all its electric properties; or

(d) Issue any additional shares of any series of the Cumulative Preferred Stock, other than a maximum of 270,000 shares of the first series, or any shares ranking on a parity with it, unless the consolidated

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income of the Company and its subsidiaries (determined as hereinafter provided) for any twelve consecutive calendar months within the fifteen calendar months immediately preceding the month within which the issuance of such additional shares shall be authorized by the Board of Directors of the Company shall have been in the aggregate not less than one and one-half times the sum, on a consolidated basis, of the interest requirements (adjusted by provision for amortization of debt discount and expense or of premium on debt, as the case may be) for one year on all the indebtedness of the Company and its subsidiaries outstanding at the date of such proposed issue and the full dividend requirements for one year on all shares of preferred stock of the subsidiaries of the Company outstanding at the date of such proposed issue and the full dividend requirements for one year on all outstanding shares (including those then proposed to be issued but excluding any shares proposed to be retired in connection with such issue) of the Cumulative Preferred Stock and all other stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary.

"Consolidated income" for any period for the purposes of this subdivision (d) of Clause 6-f) shall be computed by adding to the consolidated net income of the Company and its subsidiaries for said period, determined in accordance with generally accepted accounting principles and practices, as adjusted by action of the Board of Directors of the Company as hereinafter provided, the amount deducted for interest (adjusted as above provided) in determining such net income. In determining such consolidated net income for any period, there shall be deducted, in addition to other items of expense, the amount charged to income for said period on the books of the Company and its subsidiaries for taxes and depreciation expense. In the determination of consolidated net income for the purposes of this subdivision (d), the Board of Directors of the Company may, in the exercise of due discretion, make adjustments by way of increase or decrease in such consolidated net income to give effect to changes therein resulting from any acquisition of properties or to any redemption, acquisition, purchase, sale or exchange of securities by the Company or its subsidiaries either prior to the issuance of any shares of Cumulative Preferred Stock then to be issued or in connection therewith.

The term "subsidiary" as used in this subdivision (d) of Clause 6-f) shall mean any corporation more than 50% of the voting stock (stock at the time entitling the holders thereof to elect a majority of

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the Board of Directors (of such corporation) of which at the time is owned or controlled, directly or indirectly, by the Company or by one or more subsidiaries of the Company, or by the Company and by one or more subsidiaries of the Company.

The term "preferred stock" of a subsidiary as used in this subdivision (d) of Clause 6-B shall mean any stock of such subsidiary entitled to a preference as to dividends or as to assets upon any liquidation or dissolution of such subsidiary over any other stock of such subsidiary.

Clause 6-C. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock, which may be affected adversely or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Company) of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely, amend, alter, change or repeal any of the express terms of one or more series of the Cumulative Preferred Stock so as to affect such series adversely.

Clause 7. Except as and to the extent otherwise provided in this Article Fourth, the Cumulative Preferred Stock shall not entitle any holder thereof to vote at any meeting of shareholders, or election of the Company, or otherwise to participate in any action taken by the Company or the shareholders thereof; provided, however, that whenever dividends payable on the Cumulative Preferred Stock shall be in default in an aggregate amount equivalent to four full quarterly dividends on all shares of such Cumulative Preferred Stock then outstanding, and until all such dividends then in default shall have been paid or declared and set apart for payment, the holders of the Cumulative Preferred Stock of all series, voting separately as a class and regardless of series, shall be entitled to elect a majority of the Board of Directors, as then constituted, of the Company, and the holders of any other class or classes of stock of the Company entitled to vote in the election of directors shall be entitled, voting separately as a class, to elect the remainder of the Board of Directors, as then constituted, of the Company. The right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors of the Company as aforesaid shall continue until such time as all dividends accumulated on the Cumulative Preferred Stock shall have been paid in full or declared and set apart for payment (and such dividends shall be paid, or declared and set apart for payment, out of assets available therefor as soon as is reasonably practicable), at which time the right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors as aforesaid and the right of the holders of any other class or classes of stock of the Company entitled to vote for the election of directors voting separately as a class to elect the remainder of the Board

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of Directors as aforesaid shall terminate, subject to, vesting in the event of each and every subsequent default of the character above mentioned.

The aforesaid rights of the holders of the Cumulative Preferred Stock and of any other class or classes of stock of the Company to vote separately for the election of members of the Board of Directors may be exercised at any annual meeting of shareholders of the Company or, within the limitations hereinafter provided, at a special meeting of shareholders of the Company held for the purpose of electing directors.

At such time when the right of the holders of the Cumulative Preferred Stock to elect a majority of the Board of Directors shall have become vested as aforesaid, a special meeting of shareholders of the Company may be called and held for the purpose of electing directors in the following manner (unless under the provisions of the Code of Regulations of the Company, as then in effect, an annual meeting of shareholders of the Company is to be held within 60 days after the vesting in the holders of the Cumulative Preferred Stock of the right to elect members of the Board of Directors or unless, subsequent to such vesting, a meeting of shareholders of the Company has been held at which holders of the Cumulative Preferred Stock were entitled to elect members of the Board of Directors).

Upon the written request of any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, addressed to the Secretary of the Company, the Secretary or an Assistant Secretary of the Company shall call a special meeting of the shareholders entitled to vote for the election of directors, for the purpose of electing a majority of the Board of Directors by the vote of the holders of the Cumulative Preferred Stock, and the remainder of the Board of Directors by the vote of the holders of such other class or classes of stock as may then be entitled to vote for the election of directors, voting separately as hereinbefore provided. Such meeting shall be held within 30 days after personal service of such written request upon the Secretary of the Company, or within 50 days after mailing the same within the United States of America by registered mail, addressed to the Secretary of the Company at its principal office. If such meeting shall not be called within 20 days of such personal service or mailing, then any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, may designate in writing himself or any other holder of record of the Cumulative Preferred Stock to call such special meeting at the expense of the Company, and such meeting may be called by such person so designated upon the notice required for special meetings of shareholders and shall be held at the place for the holding of annual meetings of shareholders of the Company. Any holder of the Cumulative Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing said meeting to be called as aforesaid.

At any annual or special meeting held for the purpose of electing directors when the holders of the Cumulative Preferred Stock shall be entitled to elect members of

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the Board of Directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the class or classes of stock of the Company other than the Cumulative Preferred Stock entitled to vote, if required as aforesaid shall be required, to constitute a quorum of such class or classes for the election of directors by such class or classes and the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum of such class for the election of directors by such class; provided, however, that a majority of those holders of the stock of either such class or classes who are present in person or by proxy shall have power to adjourn such meeting for the election of directors by such class from time to time without notice other than announcement at the meeting.

Upon the election of a majority of the Board of Directors by the holders of the Cumulative Preferred Stock, the term of office of all directors then in office shall terminate; and no delay or failure by the holders of other classes of stock in electing the remainder of the Board of Directors shall invalidate the election of a majority thereof by the holders of the Cumulative Preferred Stock.

Upon any termination of the right of the holders of the Cumulative Preferred Stock to elect members of the Board of Directors as aforesaid, the term of office of the directors then in office shall terminate upon the election of a majority of the Board of Directors, as then constituted; at a meeting of the holders of the class or classes of stock of the Company then entitled to vote for directors, which meeting may be held at any time after such termination of such right, and shall be called upon the request of holders of record of such class or classes of stock then entitled to vote for directors, in like manner and subject to similar conditions as hereinbefore, in this Clause 7 provided with respect to the call of a special meeting of shareholders for the election of directors by the holders of the Cumulative Preferred Stock.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Cumulative Preferred Stock as aforesaid, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by the holders of the Cumulative Preferred Stock as aforesaid. Likewise, in case of any vacancy in the office of a director occurring at a time when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid among the directors elected by the holders of the class or classes of stock of the Company other than the Cumulative Preferred Stock, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the un-

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purely from the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by such holders of the class or classes of stock of the Company other than the Cumulative Preferred Stock.

Except as herein otherwise expressly provided and except when some mandatory provision of law shall be controlling, whenever shares of two or more series of the Cumulative Preferred Stock shall be outstanding, no particular series of the Cumulative Preferred Stock shall be entitled to vote as a separate series on any matter and all shares of the Cumulative Preferred Stock of all series shall be deemed to constitute but one class for any purpose for which a vote of the shareholders of the Company by classes may now or hereafter be required.

Clause 8. Upon any dissolution, liquidation, winding up or reduction of the capital stock of the Company resulting in a distribution of assets to its shareholders, holders of Cumulative Preferred Stock of each series then outstanding before any distribution of assets shall be made to the holders of Common Stock, shall be entitled to receive (a) in the event of any involuntary dissolution, liquidation or winding up of the Company, \$100 a share together with an amount equal to all accrued dividends thereon, and (b) in the event of any voluntary dissolution, liquidation or winding up of the Company or in the event of a reduction of the capital stock of the Company resulting in a distribution of assets to its shareholders, an amount equal to the redemption price then in effect of the Cumulative Preferred Stock of such series. If upon any such dissolution, liquidation or winding up of the Company or reduction of its capital stock, the assets so to be distributed among the holders of the Cumulative Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts aforesaid, then the entire assets of the Company shall be distributed ratably among the holders of the Cumulative Preferred Stock in proportion to the full preferential amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Cumulative Preferred Stock of the full preferential amounts hereinbefore provided for, the holders of the Cumulative Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Company and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

Clause 9. The holders of the Cumulative Preferred Stock shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property or by way of dividends.

Clause 10. The term "accrued dividends" whenever used herein with respect to the Cumulative Preferred Stock of any series shall be deemed to mean that amount which would have been paid as dividends on the Cumulative Preferred Stock of such series to date had full dividends been paid thereon at the rate fixed for such series.

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es in accordance with the provisions of this Article Fourth less in each case the amount of all dividends paid upon the shares of such series and the dividends deemed to have been paid as provided in Clause 3 hereof.

Clause 11. So long as any shares of the first series of Cumulative Preferred Stock shall be outstanding, the Company shall not, at any time after December 31, 1949, declare any dividend on any of its Common Stock, except dividends payable in shares of Common Stock of the Company, or purchase any shares of its Common Stock, or make any distribution of cash or property among its Common Stockholders by the reduction of its capital stock or otherwise unless after giving effect to such dividend, purchase or distribution, the aggregate of all such dividends and all amounts applied to such purchases or so distributed subsequent to December 31, 1949, shall not exceed 25% of the net income of the Company subsequent to December 31, 1949, if, at the time of the declaration of such dividend or the making of such purchase or distribution, the aggregate of the par value of, or stated capital represented by, the outstanding shares of Common Stock of the Company and of the surplus of the Company shall be less than an amount equal to 25% of the total capitalization and surplus of the Company.

For the purposes of this Clause 11, the following terms shall have the following meanings:

(a) The term "net income of the Company" shall mean the gross earnings of the Company from all sources less all proper deductions for operating expenses, taxes (including income, excess profits, and other taxes based on or measured by income or undistributed earnings or income), interest charges and other appropriate items, including provision for maintenance, replacements, depreciation and obsolescence in an amount not less than 15% of the amount of the operating revenues of the Company, and less all dividends paid or accrued on the Cumulative Preferred Stock of the Company which are applicable to the period subsequent to December 31, 1949, and otherwise determined in accordance with sound accounting practice. The term "operating revenues of the Company", as used in this paragraph, shall mean and include all operating revenues derived by the Company from the operation of its plants and properties remaining after deducting therefrom an amount equal to the aggregate cost to the Company of electricity, gas (natural, artificial or mixed), steam or water purchased and rentals paid for the use of property owned by others and leased to or operated by the Company and the maintenance of which and depreciation on which are borne by the owners.

(b) The term "total capitalization" shall mean the aggregate of the principal amount of all indebtedness of the Company outstanding.

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in the hands of the public maturing more than twelve months after the date of issue or assumption thereof, plus the par value of, or stated capital represented by, the outstanding shares of all classes of stock of the Company.

(c) The term "surplus of the Company" shall include capital surplus, earned surplus and any other surplus of the Company.

VARIABLE TERMS OF EXISTING SERIES  
OF CUMULATIVE PREFERRED STOCK

Clause 12. There has been previously created and issued by resolution of the Board of Directors adopted October 25, 1945, an outstanding first series of the Cumulative Preferred Stock authorized by this Article Fourth consisting of 270,000 shares designated "Cumulative Preferred Stock, 4% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 4% Series", and such series shall consist of 270,000 shares.

(b) The dividend rate of such series shall be 4% a share per year.

(c) The prices at which the shares of such series may be redeemed shall be \$111 a share if the date fixed for redemption is prior to October 1, 1950; \$109.50 a share if the date fixed for redemption is October 1, 1950, or thereafter and prior to October 1, 1955; and \$108 a share if the date fixed for redemption is on or after October 1, 1955; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption.

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series.

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes, or of any other series of the same or any other class or classes of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 12 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

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Clause 13. There has been previously created and issued by resolution of the Board of Directors adopted March 10, 1959, an outstanding second series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 150,000 shares designated Cumulative Preferred Stock, 4 1/2% Series, the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to-wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 4 1/2% Series"; and such series shall consist of 150,000 shares;

(b) The dividend rate of such series shall be 4 1/2% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$106 a share if the date fixed for redemption is prior to April 1, 1963; \$104 a share if the date fixed for redemption is April 1, 1963, or thereafter and prior to April 1, 1968; \$102 a share if the date fixed for redemption is April 1, 1968, or thereafter and prior to April 1, 1973; and \$101 a share if the date fixed for redemption is on or after April 1, 1973; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, the Company shall not on or prior to April 1, 1963 exercise its option to redeem any shares of the Cumulative Preferred Stock, 4 1/2% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds, or the proceeds of issue of any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an interest rate or interest cost (calculated in accordance with accepted financial practice), or such shares have a dividend rate or cost, to the Company so calculated, less than the dividend rate per annum of the Cumulative Preferred Stock, 4 1/2% Series;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or class or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series of any future series shall not, by reason of this Clause 13 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

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Clause 1. There has been previously created and issued by resolution of the Board of Directors adopted June 10, 1970, an outstanding third series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 150,000 shares designated "Cumulative Preferred Stock, 9.30% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 9.30% Series", and such series shall consist of 150,000 shares;

(b) The dividend rate of such series shall be 9.30% a year per year;

(c) The prices at which the shares of such series may be redeemed shall be \$110 a share if the date fixed for redemption is prior to July 1, 1980; \$105 a share if the date fixed for redemption is July 1, 1980, or thereafter and prior to July 1, 1985; \$103 a share if the date fixed for redemption is July 1, 1985, or thereafter and prior to July 1, 1990; and \$101 a share if the date fixed for redemption is on or after July 1, 1990; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, the Company shall not prior to July 1, 1977, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.30% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock sinking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.30% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 13 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

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Clause 13. There has been previously created and issued by resolution of the Board of Directors adopted April 10, 1972, an outstanding fourth series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 100,000 shares, designated "Cumulative Preferred Stock, 7.44% Series", the shares of which series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 7.44% Series", and such series shall consist of 100,000 shares;

(b) The dividend rate of such series shall be 7.44% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$107.50 a share if the date fixed for redemption is prior to April 1, 1977; \$103.00 a share if the date fixed for redemption is April 1, 1977, or thereafter and prior to April 1, 1982; \$102.50 a share if the date fixed for redemption is April 1, 1982, or thereafter and prior to April 1, 1987; and \$101.00 a share if the date fixed for redemption is on or after April 1, 1987; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, the Company shall not prior to April 1, 1977, exercise its option to redeem any shares of the Cumulative Preferred Stock, 7.44% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 7.44% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes, or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 13 of Article Fourth, be subject

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no restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 10. There has been previously created and issued by resolution of the Board of Directors adopted June 17, 1974, an outstanding fifth series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 400,000 shares designated "Cumulative Preferred Stock, 9.28% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 9.28% Series", and such series shall consist of 400,000 shares;

(b) The dividend rate of such series shall be 9.28% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$109.00 a share if the date fixed for redemption is prior to July 1, 1979; \$106.00 a share if the date fixed for redemption is July 1, 1979, or thereafter and prior to July 1, 1984; \$103.00 a share if the date fixed for redemption is July 1, 1984, or thereafter and prior to July 1, 1989; and \$101.00 a share if the date fixed for redemption is on or after July 1, 1989; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, that the Company shall not prior to July 1, 1979, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.28% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock, if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company, which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.28% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of the series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

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(1) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 10 or Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

ARTICLE FIFTH

These Amended Articles of Incorporation supersede and take the place of the existing Articles of Incorporation, as amended.



*Chapter 21*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Mustard, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 25 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 7th day of March A.D. 2011



*Jon Mustard*  
\_\_\_\_\_  
JON MUSTARD  
Secretary of State

By: *Shirley Whitehead*  
\_\_\_\_\_

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|  |   |                                    |                                 |
|--|---|------------------------------------|---------------------------------|
| STATE OF OHIO<br>DEPARTMENT OF STATE   |  | TED W. BROWN<br>SECRETARY OF STATE | E0118-1596<br>RECEIPT NO. 85272 |
| DATE 1/09/76   |   | 47400<br>NUMBER                    | 118-1596 610                    |
| RECEIVED OF<br>OR FILED BY   | THE CINCINNATI GAS & ELECTRIC CO.   |                                    |                                 |
| THE SUM OF \$  | FOR FILING  | OF                                 |                                 |
| THE CINCINNATI GAS & ELECTRIC COMPANY  |   |                                    |                                 |
| RETURNED TO:   | 85272   | AMOUNT \$                          | 25.00                           |
| THE CINCINNATI GAS & ELECTRIC CO.<br>ATTN: H. DIAMONER<br>P.O. BOX 950<br>CINCINNATI, OH 45201 |   |                                    |                                 |
| NAME:  | THE CINCINNATI GAS & ELECTRIC COMPANY   |                                    |                                 |
|  |   | TOTAL FEE \$                       | 25.00                           |

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DEPARTMENT OF STATE  
TED W. BROWN  
Secretary of State

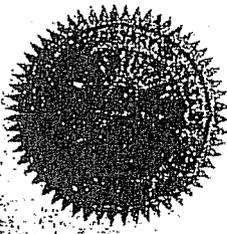
### Certificate

57309

It is hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: \_\_\_\_\_ of THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
STATE OF OHIO  
Office of the Secretary of State

Recorded on Roll \_\_\_\_\_ at Frame \_\_\_\_\_ of the Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this \_\_\_\_\_ day of \_\_\_\_\_, A. D. 19 \_\_\_\_\_

Handwritten signature of Ted W. Brown in cursive.  
TED W. BROWN  
Secretary of State

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47309  
APPROVED  
By PP  
Date 1-8-76  
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CERTIFICATE OF AMENDMENT  
TO THE AMENDED ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

William H. Dickhoner, President, and William H. Zimmert, Jr., Secretary and Treasurer, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Amended Articles of Incorporation of the Company, its Board of Directors adopted on January 7, 1976, the following resolution, amending said Amended Articles of Incorporation:

RESOLVED, That pursuant to the authority contained in the Amended Articles of Incorporation of the Company (the "Articles"), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock authorized by the Articles, to consist of 450,000 shares designated "Cumulative Preferred Stock, 9.52% Series", and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f), inclusive, of this resolution, to wit:

- (a) The designation of such series shall be "Cumulative Preferred Stock, 9.52% Series", and such series shall consist of 450,000 shares;
- (b) The dividend rate of such series shall be 9.52% a share per year;
- (c) The prices at which the shares of such series may be redeemed shall be
  - \$109.52 a share if the date fixed for redemption is prior to January 1, 1981,
  - \$106.00 a share if the date fixed for redemption is January 1, 1981, or thereafter and prior to January 1, 1986,
  - \$103.00 a share if the date fixed for redemption is January 1, 1986, or thereafter and prior to January 1, 1991, and
  - \$101.00 a share if the date fixed for redemption is on or after January 1, 1991.

in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

provided, however, that the Company shall not, prior to January 1, 1981, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.52% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.52% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

- (d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

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(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

IN WITNESS WHEREOF, William H. Dickhoner, President, and William H. Zimmer, Jr., Secretary and Treasurer, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 8th day of January, 1976.

*William H. Dickhoner*  
William H. Dickhoner, President

*William H. Zimmer, Jr.*  
William H. Zimmer, Jr., Secretary and Treasurer

ACCEPTED  
STATE OF OHIO  
JAN 10 1976

RECORDED  
INDEXED  
JAN 10 1976

*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Musted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 7<sup>th</sup> day of March A.D. 2011

 *Jon Musted*  
JON MUSTED  
Secretary of State

By: *Maura Whitehead*

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|---|---|---|--------------------|
| STATE OF OHIO<br>DEPARTMENT OF STATE  |  | ANTHONY J. GELBRIDGE, JR.<br>SECRETARY OF STATE | RECEIPT NO. 31024  |
| DATE 1708780  |   | 47809<br>NUP(63)                                | 5686-1275 205      |
| RECEIVED OF<br>OR FILED BY PECK, SHAFER & WILLIAMS  |   |   |                    |
| THE SUM OF \$ 35.00 FOR FILING AND \$\$\$   |   |   | 17086-1279 OF      |
| THE CINCINNATI GAS & ELECTRIC COMPANY.  |   |   |                    |
| RETURNED TO:<br>PECK, SHAFER & WILLIAMS<br>1100 FIRST NATIONAL BLDG.<br>CINCINNATI, OH. 45202 |   |   | AND \$ 25.00       |
| NAME:<br>THE CINCINNATI GAS & ELECTRIC COMPANY  |   |   | TOTAL FEE \$ 30.00 |

Doc ID --> E696\_1281



EX 696-1280

DEPARTMENT OF STATE

ANTHONY J. CELEBREZZE, JR.  
Secretary of State

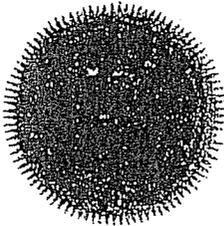
### Certificate

47309

It is hereby Certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of AND CSS of THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
STATE OF OHIO  
Office of the Secretary of State

Recorded on Roll E696 at Page 1281 of the  
Records of Incorporation and Miscellaneous Filings.



Witness my hand and the seal of the Secretary of State, at the City of Columbus, Ohio, this 5TH day of JANUARY A. D. 19 80

Handwritten signature of Anthony J. Celebrezze, Jr.

ANTHONY J. CELEBREZZE, JR.  
Secretary of State

Doc ID --> E696\_1281

E696-1281

CERTIFICATE OF AMENDMENT TO THE AMENDED ARTICLES OF INCORPORATION

47309

OF

THE CINCINNATI GAS & ELECTRIC COMPANY

Date 1-4-80

326

To the Secretary of State of the State of Ohio:

R. Gregory Graham, Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Amended Articles of Incorporation, as amended, the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board, adopted on January 4, 1980, the following resolution, amending said Amended Articles of Incorporation, as amended:

RESOLVED, That pursuant to the authority heretofore granted by the Board of Directors and the authority contained in the Company's Amended Articles of Incorporation, as amended (the Articles), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock, to consist of 500,000 shares designated "Cumulative Preferred Stock, 10.20% Series", and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f), inclusive, of this resolution:

(a) The designation of such series shall be "Cumulative Preferred Stock, 10.20% Series", and such series shall consist of 500,000 shares;

(b) The dividend rate of such series shall be 10.20% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be

\$110.20 a share if the date fixed for redemption is prior to January 1, 1985,

\$107.00 a share if the date fixed for redemption is January 1, 1985, or thereafter and prior to January 1, 1990,

Doc ID -->

E696\_1281

E0696-1282

\$103.00 a share if the date fixed for redemption is January 1, 1990, or thereafter and prior to January 1, 1995, and

\$101.00 a share if the date fixed for redemption is on or after January 1, 1995,

in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, that the Company shall not, prior to January 1, 1985, exercise its option to redeem any shares of the Cumulative Preferred Stock, 10.2% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 10.2% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) Beginning January 1, 1985 and on each January 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 15,000 shares of the series or, if less than 15,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption. The Company may redeem, at its option, on January 1 of each such year, not more than 15,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock.

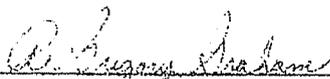
Doc ID --> E696\_1281

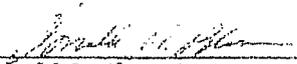
EC 696-1283

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles;

IN WITNESS WHEREOF, R. Gregory Graham, Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 4th day of January, 1980.

  
R. Gregory Graham, Vice President

  
Donald R. Blum, Secretary

1980 JAN 4 PM 4:30  
RECEIVED  
CINCINNATI GAS & ELECTRIC COMPANY  
CORPORATE SECRETARY  
1000 BROADWAY  
CINCINNATI, OHIO 45202  
TELEPHONE (513) 381-1000  
FACSIMILE (513) 381-1001

*Chavez*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Ion Musted, Secretary of State of the State of Ohio, do hereby certify that the  
following is a true and correct copy, consisting of 2 pages, as taken from the original  
record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 4<sup>th</sup> day of  
March A.D. 2011



*Jon Musted*  
ION MUSTED  
Secretary of State

By: *Sharon Whitehead*

NOTICE: This is an official certification only when reproduced in its full

Doc ID --> E854\_0223

|   |                                       |  |            |             |        |
|---|---------------------------------------|--|------------|-------------|--------|
|  | State of Ohio<br>Department of State  | Anthony J. Calocruz, Jr.<br>Secretary of State |            |             |        |
| Date  | 1/13/81                               | Number   | 47509      | Receipt No. | 88052  |
|   |                                       |  |            | E854-0221   | 093    |
| Received of<br>or filed by  | TAFT, STETTINIUS & HOLLISTER          |  | E8854-0221 |             |        |
| The sum of \$   | 160.00                                | for filing                                     | AMD, TIC   | ISS         | of     |
| THE CINCINNATI GAS & ELECTRIC COMPANY   |                                       |  |            |             |        |
| Returned to:  | 88052                                 | AMD  | \$         | 35.00       |        |
| TAFT, STETTINIUS & HOLLISTER  |                                       | TIC  | \$         | 125.00      |        |
| DIXIE TERMINAL BLDG. N. W. COR.   |                                       |  |            |             |        |
| CINCINNATI, OH 45202  |                                       |  |            |             |        |
| Name:   | THE CINCINNATI GAS & ELECTRIC COMPANY |  | Total Fee: | \$          | 160.00 |

Doc ID --> E854\_0223



Department of State  
**The State of Ohio** EC854-0222  
Anthony J. Celebrezze, Jr.  
Secretary of State

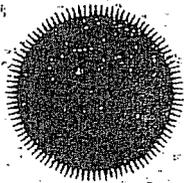
47509

**Certificate**

It is hereby certified that the Secretary of State of Ohio has custody of the records of Incorporation and Miscellaneous Filings, that said records show the filing and recording of: AMB TIC CSS

of  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State



Recorded on Roll E854 at Frame 0223 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 8TH day of JAN

A.D. 1981

*Anthony J. Celebrezze, Jr.*  
Anthony J. Celebrezze, Jr.  
Secretary of State

Doc ID --> E854\_0223

FILED  
E854-0223  
47307  
APPROVED  
SP  
L.S.B.  
55.00

STATE OF OHIO  
CERTIFICATE OF AMENDMENT  
TO THE AMENDED ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

JAN 8 1991

To the Secretary of State of the State of Ohio:

R. Gregory Graham, Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Amended Articles of Incorporation, as amended, the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board, adopted on January 7, 1981, the following resolution, amending said Amended Articles of Incorporation, as amended:

RESOLVED, That pursuant to the authority heretofore granted by the Board of Directors and the authority contained in the Company's Amended Articles of Incorporation, as amended (the Articles), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock, to consist of 300,000 shares designated "Cumulative Preferred Stock, 12.32% Series", and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f), inclusive, of this resolution:

- (a) The designation of such series shall be "Cumulative Preferred Stock, 12.32% Series", and such series shall consist of 300,000 shares;
- (b) The dividend rate of such series shall be 12.32% a share per year;
- (c) The prices at which the shares of such series may be redeemed shall be:
  - \$112.32 a share if the date fixed for redemption is prior to January 1, 1986;
  - \$108.00 a share if the date fixed for redemption is January 1, 1986; or thereafter and prior to January 1, 1991;
  - \$104.00 a share if the date fixed for redemption is January 1, 1991; or thereafter and prior to January 1, 1996; and
  - \$100.00 a share if the date fixed for redemption is on or after January 1, 1996;

In each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, that the Company shall not, prior to January 1, 1986, exercise its option to redeem any shares of the Cumulative Preferred Stock, 12.32% Series, as a part of or in anticipation of any refunding operation, by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 12.32% Series (in each case calculated to the second place in accordance with generally accepted financial practice).

(Over)

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EC554-0224

(d) Beginning January 1, 1981 and on each January 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 9,000 shares of the series or, if less than 9,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption. The Company may redeem, at its option, on January 1 of each such year, not more than 9,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock.

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles;

IN WITNESS WHEREOF, R. Gregory Graham, Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 8th day of January, 1981.

*R. Gregory Graham*  
R. Gregory Graham, Vice-President

*Donald R. Blum*  
Donald R. Blum, Secretary

(SEAL)

STATE OF OHIO  
COUNTY OF CINCINNATI

BEFORE ME, the undersigned authority, on this \_\_\_\_\_ day of \_\_\_\_\_, 1981, personally appeared \_\_\_\_\_, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed.

My commission expires \_\_\_\_\_.

\_\_\_\_\_  
Notary Public

*CHARI*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Shanna Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> 4265\_0407

04265-0408



# The State of Ohio

Bob Taft

Secretary of State

47309

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: MER HIS

of:

THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 4265 at Frame 0409 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at  
Columbus, Ohio, this 24TH day of OCT

A. D. 19 94



*Bob Taft*  
Bob Taft  
Secretary of State

Doc ID --> 4265\_0407



Prescribed by  
Bob Tan, Secretary of State  
30 East Broad Street, 14th Floor  
Columbus, Ohio 43260-0418  
Form NIER 10/91 (1994)

04265-0409

#47309  
Approved *RP*  
Date 10-24-94  
Fee 50.00  
94102515401

CERTIFICATE OF MERGER

In accordance with the requirements of Ohio law, the undersigned corporations, limited liability companies and/or limited partnerships, desiring to effect a merger, set forth the following facts:

I. SURVIVING ENTITY

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

If the surviving entity is an Ohio limited liability company or qualified foreign limited partnership, no registration number shall be provided.

B. Name change: As a result of this merger, the name of the surviving entity has been changed to the following: n/a

None if the name of surviving entity is changing through the merger.

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

Domestic (Ohio) corporation

Foreign (Non-Ohio) corporation incorporated under the laws of the state/ country of \_\_\_\_\_ and licensed to transact business in the state of Ohio.

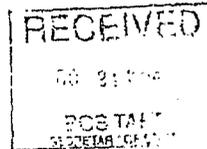
Foreign (Non-Ohio) corporation incorporated under the laws of the state/country of \_\_\_\_\_, and NOT licensed to transact business in the state of Ohio.

Domestic (Ohio) limited liability company

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_, and registered to do business in the state of Ohio.

Foreign (Non-Ohio) limited liability company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.

Domestic (Ohio) limited partnership, registration number \_\_\_\_\_



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04265-0410

Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio, under registration number \_\_\_\_\_

Foreign (Non-Ohio) limited partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.

II. Merging Entities

The name, type of entity, and state/country of incorporation or organization, respectively, of each entity, other than the survivor, which is a party to the merger are as follows: *(If insufficient space to cover this item, please attach a separate sheet listing the merging entities required or foreign qualified limited partnership laws under registration number)*

| Name               | State/Country of Organization | Type of Entity           |
|--------------------|-------------------------------|--------------------------|
| CIEnergy Sub, Inc. | Ohio                          | Corporation (for profit) |
| _____              | _____                         | _____                    |
| _____              | _____                         | _____                    |
| _____              | _____                         | _____                    |

III. Merger Agreement on File

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

| Name                | Address  |
|---------------------|--|
| Jackson H. Randolph | The Cincinnati Gas & Electric Company<br>139 East Fourth Street<br>(street and number)<br>Cincinnati, Ohio 45202<br>(city, village or township) (state) (zip code) |

IV. Effective Date of Merger

This merger is to be effective:

On October 24, 1994 if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

Doc ID --> 4265\_0407

04265-0411

V. Merger Authorized

The laws of the state or country under which each constituent entity exists permits this merger.

This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

VI. Statutory Agent

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

| Name                       | Address  |
|----------------------------|--|
| <u>Jackson B. Randolph</u> | <u>The Cincinnati Gas &amp; Electric Company</u><br><u>139 East Fourth Street</u><br><u>Cincinnati, Ohio 45202</u> |

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct or transact business in the State of Ohio)

Acceptance of Agent

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Jackson B. Randolph  
Signature of Agent

(The acceptance of agent must be completed by domestic surviving entities if through this merger the statutory agent for the surviving entity has changed, or the named agent differs in any way from the name reflected on the Secretary of State's records.)

VII. Statement of Merger

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VIII. Amendments : None.

~~It is hereby certified that the foregoing information is true and correct and that the same is in accordance with the provisions of the laws of the State of Ohio.~~

Please note that any amendments to articles of incorporation, articles of organization or to a certificate of limited partnership MUST be attached if the surviving entity is a DOMESTIC corporation, limited liability company, or (limited partnership.)

Doc ID --> 4265\_0407

04265-0412

\* IX. Qualification or Licensure of Foreign Surviving Entity - Not applicable.

A. The listed surviving foreign corporation, limited liability company, or limited partnership desires to transact business in Ohio as a foreign corporation, foreign limited liability company, or foreign limited partnership, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the State of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) street and number)  
\_\_\_\_\_  
Ohio \_\_\_\_\_  
(city, village or township) (zip code)

The subject surviving foreign corporation, limited liability company or limited partnership irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State if the agent cannot be found. If the corporation, limited liability company or limited partnership fails to designate another agent when required to do so, or if the corporation's, limited liability company's, or limited partnership's license or registration to do business in Ohio expires or is cancelled.

B. The qualifying entity also states as follows: (complete only if applicable)

1. Foreign Qualifying Limited Liability Company  
(If the qualifying entity is a foreign limited liability company, the following information must be completed)
  - a. The name of the limited liability company in its state of organization/registration is \_\_\_\_\_
  - b. The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_
  - c. The limited liability company was organized or registered on \_\_\_\_\_ under the laws of the state/country of \_\_\_\_\_
  - d. The address to which interested persons may direct request for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is: \_\_\_\_\_

Doc ID --> 4265\_0407

04265-0413

2 Foreign Qualifying Limited Partnership Not Applicable  
(If the qualifying entity is a foreign limited partnership, the following  
information must be completed.)

- a. The name of limited partnership is \_\_\_\_\_
- b. The limited partnership was formed on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_
- c. The address of the office of the limited partnership in its state/country  
of organization is \_\_\_\_\_
- d. The limited partnership's principal office address is \_\_\_\_\_
- e. The names and business or residence addresses of the GENERAL  
partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

*(If insufficient space to cover this item, please attach a separate  
sheet listing the general partners and their respective addresses)*

- f. The address of the office where a list of the names and business or  
residence addresses of the limited partners and their respective capital  
contributions is to be maintained is:

\_\_\_\_\_  
\_\_\_\_\_

The limited partnership hereby certifies that it shall maintain said  
records until the registration of the limited partnership in Ohio is  
cancelled or withdrawn.

Doc ID --> 4265\_0407

04265-0411

The undersigned, with full power and authority, do hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief.

The Cincinnati Gas & Electric Company  
Exact name of entity \_\_\_\_\_  
By: [Signature] \_\_\_\_\_  
IS: Chairman, President and \_\_\_\_\_  
Chief Executive Officer \_\_\_\_\_  
Date: October 24, 1994 \_\_\_\_\_

CINergy Sub, Inc.  
Exact name of entity \_\_\_\_\_  
By: [Signature] \_\_\_\_\_  
IS: Chairman and Chief Executive \_\_\_\_\_  
Officer \_\_\_\_\_  
Date: October 24, 1994 \_\_\_\_\_

Exact name of entity \_\_\_\_\_  
By: \_\_\_\_\_  
IS: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact name of entity \_\_\_\_\_  
By: \_\_\_\_\_  
IS: \_\_\_\_\_  
Date: \_\_\_\_\_

Exact name of entity \_\_\_\_\_  
By: \_\_\_\_\_  
IS: \_\_\_\_\_  
Date: \_\_\_\_\_

THIS AND THE OTHER PARTS OF THIS STATEMENT ARE SUBJECT TO THE PROVISIONS OF THE FEDERAL ENERGY REGULATORY COMMISSION'S REGULATIONS AND TO THE FEDERAL ENERGY REGULATORY COMMISSION'S REGULATIONS AND TO THE FEDERAL ENERGY REGULATORY COMMISSION'S REGULATIONS.

**STATE OF OHIO**  
COUNTY OF \_\_\_\_\_  
I, \_\_\_\_\_, do hereby certify that the information furnished herein is true and correct to the best of my knowledge and belief.

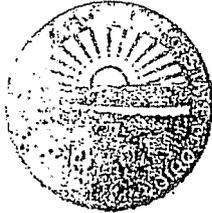
[Signature]  
\_\_\_\_\_  
Date: \_\_\_\_\_

*Charter #*  
**47309**

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 7 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 7th day of  
March AD 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Marius Velichka*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> 5743\_0609

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
02/14/97

CHARTER NUMBER: 047309  
ROLL AND FRAME: 5743-0609

05743-0609

| CORPORATION:                          | DOCUMENT NUMBER | CODE | FEE   |
|---------------------------------------|-----------------|------|-------|
| THE CINCINNATI GAS & ELECTRIC COMPANY | 96091928001     | AMD  | 35.00 |

065224

RETURN TO: CENERGY CORP  
ATTN D LLOYD  
P O BOX 960  
CINCINNATI OH 45273-9598

TOTAL : 35.00  
0135

Doc ID --> 5743\_0609



The State of Ohio

Bob Taft  
Secretary of State

47309

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD

of:

THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 5743 at Frame 0611 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 3RD day of OCT

A.D. 19 96



*Bob Taft*  
Bob Taft  
Secretary of State

Doc ID --> 5743\_0609

05743-0611

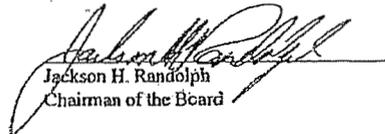
47309  
APPROVED  
By RB  
Date 10/3/96  
Amount 35.00  
96091928001

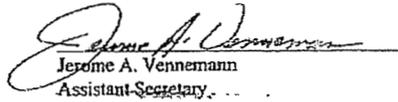
CERTIFICATE OF AMENDMENT  
BY SHAREHOLDERS  
TO THE  
AMENDED ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

Jackson H. Randolph, Chairman of the Board, and Jerome A. Vennemann,  
Assistant Secretary, of The Cincinnati Gas & Electric Company, a corporation under the  
laws of the State of Ohio (the "Corporation"), do hereby certify that:

An amendment to the Corporation's Amended Articles of Incorporation, which amendment removes ARTICLE FOURTH, Clause 6-A(b) in its entirety, was duly adopted by the affirmative vote of the holders of more than two-thirds of the shares of Common Stock and two-thirds of the shares of Cumulative Preferred Stock of the Corporation at a Special Meeting of Shareholders duly held on September 18, 1996.

IN WITNESS WHEREOF, the above named officers, acting for and on behalf of the Corporation, have hereto subscribed their names this 18<sup>th</sup> day of September, 1996.

  
Jackson H. Randolph  
Chairman of the Board

  
Jerome A. Vennemann  
Assistant Secretary

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STATE OF OHIO  
TAFT  
SECRETARY OF STATE

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OCT 03 1996  
STATE OF OHIO  
TAFT  
SECRETARY OF STATE

*Check #*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 14<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary of State

By: *Maura Whiteaker*

NOTICE: This is an official certification only when reproduced in red ink

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~~OHIO SECRETARY OF STATE~~ CHARTER NUMBER: ~~047309~~  
PROCESSING STATEMENT ROLL AND FRAME: 5743-0613  
02/14/97 **05743-0613**

| CORPORATION:                          | DOCUMENT NUMBER | CODE | FEE   |
|---------------------------------------|-----------------|------|-------|
| THE CINCINNATI GAS & ELECTRIC COMPANY | 96102346701     | AMA  | 35.00 |

055225

RETURN TO: CENERGY CORP  
ATTN D LLOYD  
P O BOX 960  
CINCINNATI OH 45273-9598

TOTAL : 35.00  
0136

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# The State of Ohio

Bob Taft

Secretary of State

47309

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous

Filings; that said records show the filing and recording of: AMA

of:

THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State



Recorded on Roll 5743 at Frame 0615 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at  
Columbus, Ohio, this 23RD day of OCT

A.D. 19 96

*Bob Taft*  
Bob Taft  
Secretary of State

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05743-0511  
CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION 47309

of  
THE CINCINNATI GAS & ELECTRIC COMPANY

APPROVED  
By.....  
Date... 10/23/96  
Amount.....

William J. Grealis, President, and Jerome A. Vennemann, Assistant Secretary, of 96102346701  
The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio ("this corporation"), DO HEREBY CERTIFY that, effective October 22, 1996, by action of the board of directors of this corporation without a meeting, pursuant to section 1701.54 of the Ohio Revised Code, such board unanimously adopted resolutions pertaining to this corporation's Amended Articles of Incorporation, as amended (the "Articles"), as set forth below, authorizing the actions specified therein.

NOW, THEREFORE, BE IT RESOLVED that, pursuant to section 1701.70(B)(3) of the Ohio Revised Code, an amendment to eliminate from the Articles all references to the 9.28%, 7.44%, 9.15%, 7.78%, and 7-3/8% Series of the class of cumulative preferred stock be, and hereby is, duly adopted.

BE IT FURTHER RESOLVED that, in order to consolidate all previously adopted amendments to the Articles pursuant to section 1701.72(B) of the Ohio Revised Code, Amended Articles of Incorporation of this corporation, as evidenced in the form attached hereto as Exhibit A, and to be effective as of the date of filing the same with the Secretary of State of Ohio, be, and hereby are, duly adopted.

BE IT FURTHER RESOLVED that the proper officers of this corporation be, and hereby are, duly authorized to take such further action respecting such Amended Articles of Incorporation as may be necessary and appropriate, and to take any such further action as they shall deem necessary and appropriate to carry fully into effect the intent of the foregoing resolutions.

RECEIVED  
OCT 23 1996  
BOB TAFT  
SECRETARY

AND FURTHER DO HEREBY CERTIFY that the Amended Articles of Incorporation of this corporation attached to this Certificate are the same Amended Articles of Incorporation referred to in the foregoing resolution as Exhibit A, which Amended Articles of Incorporation supersede and take the place of the existing Articles.

IN WITNESS WHEREOF, the above-named officers, acting for and on behalf of this corporation, have hereto subscribed their names, this 22<sup>nd</sup> day of October, 1996.

  
\_\_\_\_\_  
William J. Grealis  
President

  
\_\_\_\_\_  
Jerome A. Vennemann  
Assistant Secretary

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Amended  
Articles of Incorporation

of

THE CINCINNATI GAS & ELECTRIC COMPANY

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Effective  
October 23, 1996

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AMENDED ARTICLES OF INCORPORATION

of

THE CINCINNATI GAS & ELECTRIC COMPANY

The Cincinnati Gas & Electric Company, a corporation for profit, heretofore organized in the year 1837 and now existing under the laws of the State of Ohio, adopts, makes and files these Amended Articles of Incorporation to supersede and take the place of its heretofore existing Amended Articles of Incorporation and all previously adopted Amendments thereto:

ARTICLE FIRST

The name of the corporation shall be The Cincinnati Gas & Electric Company (hereinafter referred to as the "Company").

ARTICLE SECOND

The place in the State of Ohio where the principal office of the Company is located is the City of Cincinnati and the County of Hamilton.

ARTICLE THIRD

The purpose for which the Company is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

ARTICLE FOURTH

The maximum number of shares which the Company is authorized to have outstanding is 126,000,000 shares of which 6,000,000 shares of the par value of \$100 each and of the aggregate par value of \$600,000,000 are to be Cumulative Preferred Stock, and 120,000,000 shares of the par value of \$8.50 each and of the aggregate par value of \$1,020,000,000 are to be Common Stock.

The Common Stock and Cumulative Preferred Stock shall have the following respective designations, preferences, dividend rights, voting powers, redemption rights, conversion rights, restrictions on issuance of shares and other relative, participating, optional or other special rights and preferences, and qualifications, limitations or restrictions thereon, and are created on the following terms, respectively:

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COMMON STOCK

The shares of Common Stock may be issued at any time or from time to time for such amount of consideration as may be fixed by the Board of Directors. The holders of Common Stock shall not be entitled to subscribe for or purchase or receive any part of any new or additional issue of, or any warrant, option or other right for the purchase of, stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property, by way of dividends or otherwise, except as authorized by the Board of Directors.

CUMULATIVE PREFERRED STOCK

Clause 1. Except as otherwise provided by this Article Fourth or by the resolution or resolutions of the Board of Directors providing for the issue of any series of Cumulative Preferred Stock, the Cumulative Preferred Stock may be issued at any time or from time to time in any amount, not exceeding in the aggregate, including all shares of any and all series thereof theretofore issued, the total number of shares of Cumulative Preferred Stock hereinabove authorized, as Cumulative Preferred Stock of one or more series, as hereinafter provided, and for such lawful consideration as shall be fixed from time to time by the Board of Directors. All shares of any one series of Cumulative Preferred Stock shall be alike in every particular, each series thereof shall be distinctively designated by letter or descriptive words, and all series of Cumulative Preferred Stock shall rank equally and be identical in all respects except as permitted by the provisions of Clause 2 of this Article Fourth.

Clause 2. Authority is hereby expressly granted to the Board of Directors from time to time to adopt amendments to these Articles providing for the issue in one or more series of any unissued or treasury shares of the Cumulative Preferred Stock, and to fix, by the amendment creating each such series of the Cumulative Preferred Stock, the designation and number of shares, dividend rate, dividend payment dates (for any series issued subsequent to April 22, 1981), redemption rights and price, sinking fund requirements, conversion rights and restrictions on issuance of shares, of such series, to the full extent now or hereafter permitted by the laws of the State of Ohio and notwithstanding the provisions of any other Article of these Amended Articles of the Company, in respect of the matters set forth in the following subdivisions (a) to (g), inclusive:

- (a) The designation and number of shares of such series;
- (b) The dividend rate of such series;
- (c) The dividend payment dates of such series (for any series issued subsequent to April 22, 1981);
- (d) The price or prices at which shares of such series may be redeemed, provided that such price shall not be less than \$100 a share and not more than \$115 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption;

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(e) The amount of the sinking fund, if any, to be applied to the purchase or redemption of shares of such series and the manner of its application;

(f) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same class of stock of the Company, and if made so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments, if any, at which such conversion or exchange may be made; and

(g) Whether or not the issue of any additional shares of such series or any future series in addition to such series shall be subject to any restrictions and, if so, the nature of such restrictions.

Clause 3. Before any dividends shall be declared or paid upon or set apart for, or distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of the Common Stock, the holders of Cumulative Preferred Stock of each series shall be entitled to receive, if and when declared by the Board of Directors, dividends at the annual rate fixed for such series in accordance with the provisions of this Article Fourth, and no more, from October 1, 1945, or if the first issue of any shares of a series is made subsequent to December 31, 1945 but prior to April 23, 1981, from the dividend payment date of, or next preceding the date of, issue thereof, payable on January 1, April 1, July 1 and October 1 of each year, provided, however, if the first issue of any shares of a series is made subsequent to April 22, 1981, from the dividend payment date of, or next preceding the date of, issue thereof, payable on quarterly payment dates as fixed by the Board of Directors. Dividends shall be cumulative so that if for any dividend period or periods dividends on the outstanding Cumulative Preferred Stock of any series, at the rates fixed for such series, shall not have been paid, such dividends shall be paid, or declared and set apart for payment, before any dividends shall be declared or paid upon or set apart for, or any distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of Common Stock. Deferred dividends shall not bear interest. Dividends on all Cumulative Preferred Stock of the same series shall be cumulative from the same date and in the event of the issue of additional Cumulative Preferred Stock of any series all dividends paid on Cumulative Preferred Stock of such series on the date of or on a date prior to the issue of such additional Cumulative Preferred Stock and all dividends declared and payable to holders of record of Cumulative Preferred Stock of such series on a date prior to such additional issue shall be deemed to have been paid on the additional stock so issued. If at any time Cumulative Preferred Stock of more than one series shall be outstanding, any dividends declared upon the Cumulative Preferred Stock in an amount less than the full amount payable on all Cumulative Preferred Stock outstanding shall be declared pro rata so that the amounts of dividends declared on each share of the Cumulative Preferred Stock of different series shall in all cases bear to each other the same proportions that the respective dividend rates of such respective series bear to each other.

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Clause 4. Upon at least thirty days previous notice given by mail to record holders of Cumulative Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Company and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in a newspaper of general circulation in the Borough of Manhattan, City and State of New York, the Company, at its election, by action of its Board of Directors may redeem the whole of the Cumulative Preferred Stock or any series thereof or any part of any series thereof by lot or pro rata, at any time or from time to time and at the prices fixed for the redemption of such shares in accordance with the provisions of this Article Fourth (the price so fixed for any series being herein called the redemption price of such series). If the Company shall determine to redeem by lot less than all the shares of any series of Cumulative Preferred Stock, the selection by lot of the shares of such series so to be redeemed shall be conducted by an independent bank or trust company. From and after the date fixed in such notice as the date of redemption, unless default shall be made by the Company in providing moneys at the time and place specified for the payment of the redemption price pursuant to such notice, or, if the Company shall so elect, from and after a date, which shall be prior to the date fixed as the date of redemption, on which the Company shall provide moneys for the payment of the redemption price by depositing the amount thereof in trust for the account of the holders of the Cumulative Preferred Stock called for redemption with a bank or trust company doing business in the Borough of Manhattan, in the City and State of New York, or in the City of Cincinnati, Ohio, and having capital and surplus of at least \$5,000,000, pursuant to notice of such election included in the notice of redemption specifying the date on which such deposit will be made, all dividends on the Cumulative Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Company, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Cumulative Preferred Stock called for redemption, shall cease and determine. The Company may, from time to time, purchase the whole of the Cumulative Preferred Stock or any series thereof, or any part of any series thereof, upon the best terms reasonably obtainable, but in no event at a price greater than the redemption price in effect at the date of such purchase of the shares so purchased. Such redemption or purchase may, however, be effected only if full cumulative dividends upon all shares of the Cumulative Preferred Stock of all series then outstanding and not then to be redeemed or purchased shall have been declared and payment provided for. Cumulative Preferred Stock of any series redeemed or purchased may in the discretion of the Board of Directors be reissued, at any time or from time to time, as stock of the same or of a different series, or may be canceled and not reissued.

Clause 5. After full cumulative dividends as aforesaid upon the Cumulative Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of or provision for full dividends on the Cumulative Preferred Stock of all series then outstanding for the current dividend period, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of shares of any series of the Cumulative Preferred Stock, as such, shall be entitled to share therein.

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Clause 6-A. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Regulations of the Company) of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(a) Increase the authorized number of shares of the Cumulative Preferred Stock; or

(b) Consolidate or merge with or into any other corporation or corporations, unless such consolidation or merger, or the issuance or assumption of all securities to be issued or assumed in connection with such consolidation or merger, shall have been ordered, approved or permitted by the Securities and Exchange Commission or by any successor commission or other regulatory authority of the United States of America having jurisdiction over such consolidation or merger or the issuance or assumption of securities in connection therewith; provided that the provisions of this subdivision (b) shall not apply to (i) a consolidation of the Company with, or a merger into the Company of, any subsidiary all the outstanding shares of stock of which at the time shall be owned by the Company, or (ii) the purchase or other acquisition by the Company of the franchises or assets of another corporation, or (iii) any transaction which does not involve a consolidation or merger under the laws of the State of Ohio.

Clause 6-B. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Regulations of the Company) of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(a) Create or authorize any kind of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, or create or authorize any obligation or security convertible into shares of any such kind of stock; or

(b) Amend, alter, change or repeal any of the express terms of the Cumulative Preferred Stock so as to affect the holders thereof adversely; or

(c) Sell all or substantially all its assets, or sell all or substantially all its electric properties; or

(d) Issue any additional shares of any series of the Cumulative Preferred Stock, other than a maximum of 270,000 shares of the first series, or any shares

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ranking on a parity with it, unless the consolidated income of the Company and its subsidiaries (determined as hereinafter provided) for any twelve consecutive calendar months within the fifteen calendar months immediately preceding the month within which the issuance of such additional shares shall be authorized by the Board of Directors of the Company shall have been in the aggregate not less than one and one-half times the sum, on a consolidated basis, of the interest requirements (adjusted by provision for amortization of debt discount and expense or of premium on debt, as the case may be) for one year on all the indebtedness of the Company and its subsidiaries outstanding at the date of such proposed issue and the full dividend requirements for one year on all shares of preferred stock of the subsidiaries of the Company outstanding at the date of such proposed issue and the full dividend requirements for one year on all outstanding shares (including those then proposed to be issued but excluding any shares proposed to be retired in connection with such issue) of the Cumulative Preferred Stock and all other stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary.

"Consolidated income" for any period for the purposes of this subdivision (d) of Clause 6-B shall be computed by adding to the consolidated net income of the Company and its subsidiaries for said period, determined in accordance with generally accepted accounting principles and practices, as adjusted by action of the Board of Directors of the Company as hereinafter provided, the amount deducted for interest (adjusted as above provided) in determining such net income. In determining such consolidated net income for any period, there shall be deducted, in addition to other items of expense, the amount charged to income for said period on the books of the Company and its subsidiaries for taxes and depreciation expense. In the determination of consolidated net income for the purposes of this subdivision (d), the Board of Directors of the Company may, in the exercise of due discretion, make adjustments by way of increase or decrease in such consolidated net income to give effect to changes therein resulting from any acquisition of properties or to any redemption, acquisition, purchase, sale or exchange of securities by the Company or its subsidiaries either prior to the issuance of any shares of Cumulative Preferred Stock then to be issued or in connection therewith.

The term "subsidiary" as used in this subdivision (d) of Clause 6-B shall mean any corporation more than 50% of the voting stock (stock at the time entitling the holders thereof to elect a majority of the Board of Directors of such corporation) of which at the time is owned or controlled, directly or indirectly, by the Company or by one or more subsidiaries of the Company, or by the Company and by one or more subsidiaries of the Company.

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The term "preferred stock" of a subsidiary as used in this subdivision (d) of Clause 6-B shall mean any stock of such subsidiary entitled to a preference as to dividends or as to assets upon any liquidation or dissolution of such subsidiary over any other stock of such subsidiary.

Clause 6-C. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Regulations of the Company) of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely, amend, alter, change or repeal any of the express terms of one or more series of the Cumulative Preferred Stock so as to affect such series adversely.

Clause 7. Except as and to the extent otherwise provided in this Article Fourth, the Cumulative Preferred Stock shall not entitle any holder thereof to vote at any meeting of shareholders or election of the Company, or otherwise to participate in any action taken by the Company or the shareholders thereof; provided, however, that whenever dividends payable on the Cumulative Preferred Stock shall be in default in an aggregate amount equivalent to four full quarterly dividends on all shares of such Cumulative Preferred Stock then outstanding, and until all such dividends then in default shall have been paid or declared and set apart for payment, the holders of the Cumulative Preferred Stock of all series, voting separately as a class and regardless of series, shall be entitled to elect a majority of the Board of Directors, as then constituted, of the Company, and the holders of any other class or classes of stock of the Company entitled to vote for the election of directors shall be entitled, voting separately as a class, to elect the remainder of the Board of Directors, as then constituted, of the Company. The right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors of the Company as aforesaid shall continue until such time as all dividends accumulated on the Cumulative Preferred Stock shall have been paid in full, or declared and set apart for payment (and such dividends shall be paid, or declared and set apart for payment, out of assets available therefor as soon as is reasonably practicable), at which time the right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors as aforesaid and the right of the holders of any other class or classes of stock of the Company entitled to vote for the election of directors voting separately as a class to elect the remainder of the Board of Directors as aforesaid shall terminate, subject to reversion in the event of each and every subsequent default of the character above mentioned.

The aforesaid rights of the holders of the Cumulative Preferred Stock and of any other class or classes of stock of the Company to vote separately for the election of members of the Board of Directors may be exercised at any annual meeting of shareholders of the Company or, within the limitations hereinafter provided, at a special meeting of shareholders of the Company held for the purpose of electing directors.

At such time when the right of the holders of the Cumulative Preferred Stock to elect a majority of the Board of Directors shall have become vested as aforesaid, a special meeting of

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shareholders of the Company may be called and held for the purpose of electing directors in the following manner (unless under the provisions of the Regulations of the Company, as then in effect, an annual meeting of shareholders of the Company is to be held within 60 days after the vesting in the holders of the Cumulative Preferred Stock of the right to elect members of the Board of Directors or unless, subsequent to such vesting, a meeting of shareholders of the Company has been held at which holders of the Cumulative Preferred Stock were entitled to elect members of the Board of Directors).

Upon the written request of any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, addressed to the Secretary of the Company, the Secretary or an Assistant Secretary of the Company shall call a special meeting of the shareholders entitled to vote for the election of directors, for the purpose of electing a majority of the Board of Directors by the vote of the holders of the Cumulative Preferred Stock, and the remainder of the Board of Directors by the vote of the holders of such other class or classes of stock as may then be entitled to vote for the election of directors, voting separately as hereinbefore provided. Such meeting shall be held within 50 days after personal service of such written request upon the Secretary of the Company, or within 50 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Company at its principal office. If such meeting shall not be called within 20 days of such personal service or mailing, then any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, may designate in writing himself or any other holder of record of the Cumulative Preferred Stock to call such special meeting at the expense of the Company, and such meeting may be called by such person so designated upon the notice required for special meetings of shareholders and shall be held at the place for the holding of annual meetings of shareholders of the Company. Any holder of the Cumulative Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing said meeting to be called as aforesaid.

At any annual or special meeting held for the purpose of electing directors when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the class or classes of stock of the Company other than the Cumulative Preferred Stock entitled to elect directors as aforesaid shall be required to constitute a quorum of such class or classes for the election of directors by such class or classes, and the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum of such class for the election of directors by such class; provided, however, that a majority of those holders of the stock of either such class or classes who are present in person or by proxy shall have power to adjourn such meeting for the election of directors by such class from time to time without notice other than announcement at the meeting.

Upon the election of a majority of the Board of Directors by the holders of the Cumulative Preferred Stock, the term of office of all directors then in office shall terminate; and no delay or failure by the holders of other classes of stock in electing the remainder of the Board of Directors shall invalidate the election of a majority thereof by the holders of the Cumulative Preferred Stock.

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Upon any termination of the right of the holders of the Cumulative Preferred Stock to elect members of the Board of Directors as aforesaid, the term of office of the directors then in office shall terminate upon the election of a majority of the Board of Directors, as then constituted, at a meeting of the holders of the class or classes of stock of the Company then entitled to vote for directors, which meeting may be held at any time after such termination of such right, and shall be called upon the request of holders of record of such class or classes of stock then entitled to vote for directors, in like manner and subject to similar conditions as hereinbefore in this Clause 7 provided with respect to the call of a special meeting of shareholders for the election of directors by the holders of the Cumulative Preferred Stock.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Cumulative Preferred Stock as aforesaid, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by the holders of the Cumulative Preferred Stock as aforesaid. Likewise, in case of any vacancy in the office of a director occurring (at a time when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid) among the directors elected by the holders of the class or classes of stock of the Company other than the Cumulative Preferred Stock, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by such holders of the class or classes of stock of the Company other than the Cumulative Preferred Stock.

Except as herein otherwise expressly provided and except when some mandatory provision of law shall be controlling, whenever shares of two or more series of the Cumulative Preferred Stock shall be outstanding, no particular series of the Cumulative Preferred Stock shall be entitled to vote as a separate series on any matter and all shares of the Cumulative Preferred Stock of all series shall be deemed to constitute but one class for any purpose for which a vote of the shareholders of the Company by classes may now or hereafter be required.

Clause 8. Upon any dissolution, liquidation, winding up or reduction of the capital stock of the Company resulting in a distribution of assets to its shareholders, holders of Cumulative Preferred Stock of each series then outstanding, before any distribution of assets shall be made to the holders of Common Stock, shall be entitled to receive (a) in the event of any involuntary dissolution, liquidation or winding up of the Company, \$100 a share together with an amount equal to all accrued dividends thereon, and (b) in the event of any voluntary dissolution, liquidation or winding up of the Company or in the event of a reduction of the capital stock of the Company resulting in a distribution of assets to its shareholders, an amount equal to the redemption price then in effect of the Cumulative Preferred Stock of such series. If upon any such dissolution, liquidation or winding up of the Company or reduction of its capital stock, the assets so to be distributed among the holders of the Cumulative Preferred

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Stock shall be insufficient to permit the payment to such holders of the full preferential amounts aforesaid, then the entire assets of the Company shall be distributed ratably among the holders of the Cumulative Preferred Stock in proportion to the full preferential amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Cumulative Preferred Stock of the full preferential amounts hereinbefore provided for, the holders of the Cumulative Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Company and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.

Clause 9. The holders of the Cumulative Preferred Stock shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property or by way of dividends.

Clause 10. The term "accrued dividends", whenever used herein with respect to the Cumulative Preferred Stock of any series shall be deemed to mean that amount which would have been paid as dividends on the Cumulative Preferred Stock of such series to date had full dividends been paid thereon at the rate fixed for such series in accordance with the provisions of this Article Fourth, less in each case the amount of all dividends paid upon the shares of such series and the dividends deemed to have been paid as provided in Clause 3 hereof.

Clause 11. So long as any shares of the first series of Cumulative Preferred Stock shall be outstanding, the Company shall not, at any time after December 31, 1949, declare any dividend on any of its Common Stock, except dividends payable in shares of Common Stock of the Company, or purchase any shares of its Common Stock, or make any distribution of cash or property among its holders of Common Stock, by the reduction of its capital stock or otherwise, unless, after giving effect to such dividend, purchase or distribution, the aggregate of all such dividends and all amounts applied to such purchases or so distributed subsequent to December 31, 1949, shall not exceed 75% of the net income of the Company subsequent to December 31, 1949, if, at the time of the declaration of such dividend or the making of such purchase or distribution, the aggregate of the par value of, or stated capital represented by, the outstanding shares of Common Stock of the Company and of the surplus of the Company shall be less than an amount equal to 25% of the total capitalization and surplus of the Company.

For the purposes of this Clause 11, the following terms shall have the following meanings:

(a) The term "net income of the Company" shall mean the gross earnings of the Company from all sources less all proper deductions for operating expenses, taxes (including income, excess profits and other taxes based on or measured by income or undistributed earnings or income), interest charges and other appropriate items, including provision for maintenance, retirements, depreciation and obsolescence in an amount not less than 15% of the amount of the operating revenues of the Company, and less all dividends paid or accrued on the Cumulative Preferred Stock of the Company which are applicable to the period subsequent to December 31, 1949, and otherwise determined in accordance

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05743-0627

with sound accounting practice. The term "operating revenues of the Company", as used in this paragraph, shall mean and include all operating revenues derived by the Company from the operation of its plants and properties remaining after deducting therefrom an amount equal to the aggregate cost to the Company of electricity, gas (natural, artificial or mixed), steam or water purchased and rentals paid for the use of property owned by others and leased to or operated by the Company and the maintenance of which and depreciation on which are borne by the owners.

(b) The term "total capitalization" shall mean the aggregate of the principal amount of all indebtedness of the Company outstanding in the hands of the public maturing more than twelve months after the date of issue or assumption thereof, plus the par value of, or stated capital represented by, the outstanding shares of all classes of stock of the Company.

~~(c) The term "surplus of the Company" shall include capital surplus, earned surplus and any other surplus of the Company.~~

VARIABLE TERMS OF EXISTING SERIES  
OF CUMULATIVE PREFERRED STOCK

Clause 12. There has been previously created and issued by resolution of the Board of Directors adopted October 25, 1945, an outstanding first series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 270,000 shares designated "Cumulative Preferred Stock, 4% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 4% Series", and such series shall consist of 270,000 shares;

(b) The dividend rate of such series shall be 4% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$111 a share if the date fixed for redemption is prior to October 1, 1950; \$109.50 a share if the date fixed for redemption is October 1, 1950, or thereafter and prior to October 1, 1955; and \$108 a share if the date fixed for redemption is on or after October 1, 1955; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Company; and

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05743-0628

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 12 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in these Amended Articles of the Company.

Clause 13. There has been previously created and issued by resolution of the Board of Directors adopted March 10, 1958, an outstanding second series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 130,000 shares designated "Cumulative Preferred Stock, 4 3/4% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 4 3/4% Series", and such series shall consist of 130,000 shares;

(b) The dividend rate of such series shall be 4 3/4% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$106 a share if the date fixed for redemption is prior to April 1, 1963; \$104 a share if the date fixed for redemption is April 1, 1963, or thereafter and prior to April 1, 1968; \$102 a share if the date fixed for redemption is April 1, 1968, or thereafter and prior to April 1, 1973; and \$101 a share if the date fixed for redemption is on or after April 1, 1973; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, the Company shall not on or prior to April 1, 1963 exercise its option to redeem any shares of the Cumulative Preferred Stock, 4 3/4% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an interest rate or interest cost (calculated in accordance with accepted financial practice), or such shares have a dividend rate or cost, to the Company so calculated, less than the dividend rate per annum of the Cumulative Preferred Stock, 4 3/4% Series;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

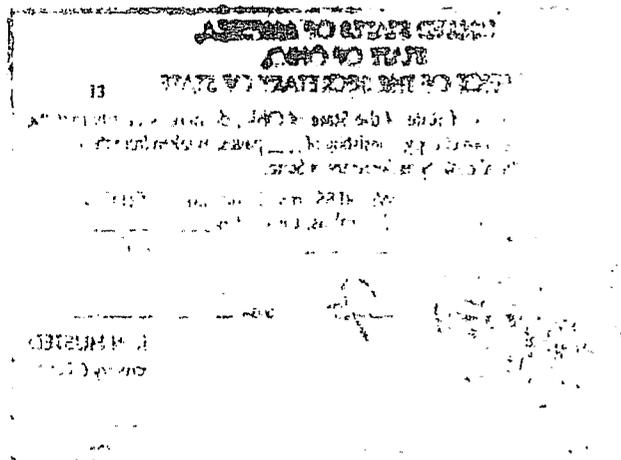
(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 13 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in these Amended Articles of the Company.

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05743-0629

ARTICLE FIFTH

These Amended Articles of Incorporation supersede and take the place of the existing Amended  
Articles of Incorporation, as amended.



*Chapter 4*  
*47309*

**UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE**

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 17 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 7th day of March A.D. 2011



*Jon Husted*  
\_\_\_\_\_  
JON HUSTED  
Secretary Of State

By *Maura Whitehead*  
\_\_\_\_\_

NOTICE: This is an official certification only when reproduced in red ink

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| 04/03/2006 | 200609300256 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | 00   |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

47389

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE CINCINNATI GAS & ELECTRIC COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
MERGER/DOMESTIC

Document No(s):  
200609300256



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 31st day of March, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609300256

| DATE:      | DOCUMENT ID  | DESCRIPTION                   | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|-------------------------------|--------|-------|---------|------|------|
| 04/03/2006 | 200609300256 | MERGED OUT OF EXISTENCE (MEX) | 00     | .00   | .00     | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**  
Ohio Secretary of State, J. Kenneth Blackwell

1153049

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**DUKE ENERGY WASHINGTON, LLC**  
and, that said business records show the filing and recording of:

Document(s)  
**MERGED OUT OF EXISTENCE**

Document No(s):  
**200609300256**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 31st day of March, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID -->

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Presented by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 466-3010  
Toll Free: 1-877-368-FIT J; (1-877-767-3453)

|                               |   |
|-------------------------------|---|
| Expedite this Form (see back) |   |
| <input type="radio"/> Ohio    | PO Box 1500<br>Columbus, OH 43218<br>** Request an affidavit for affidavit ** |
| <input type="radio"/> Ohio    | PO Box 1523<br>Columbus, OH 43218   |

entity state oh.us/so  
e-mail: [business@sec.state.oh.us](mailto:business@sec.state.oh.us)

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(18A-0339)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number: 47309
- Domestic (Ohio) Non-Profit Corporation, charter number: \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number: \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number: \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number: \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number: \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number: \_\_\_\_\_

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- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio.

**II. MERGING ENTITY**

The name, charter/minutes/registration number, type of entity, state/country of incorporation or organization, respectively, of which the entities merging out of existence are (as follows) this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities.)

| Name / charter, license/registration number | State/Country of Organization | Type of Entity |
|---|-------------------------------|----------------|
| Duke Energy Washington, LLC; 1162049        | Delaware                      | LLC            |
|   |                               |                |
|   |                               |                |

**III. MERGER AGREEMENT CAN FILE**

The name and mailing address of the person or entity from whom which eligible persons may obtain a copy of the agreement of merger upon written request:

|   |                                  |  |
|---|----------------------------------|--|
| The Cincinnati Gas & Electric Company<br>(name) | 139 E. Folsom Street<br>(street) | NOTE: P.O. Box addresses are NOT acceptable. |
| Cincinnati<br>(city, village or township)       | Ohio<br>(state)                  | 45202<br>(zip code)                          |

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on: 4/3/2006; 8:00 A.M. (If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZER**

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

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200609300256

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom process, notice or demand may be served is:

\_\_\_\_\_  
(name) (NOTE: P.O. Box addresses are NOT acceptable)  
\_\_\_\_\_  
Ohio  
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

(The acceptance of agent must be completed by the surviving entity if through this company the statutory agent has changed, or the named agent differs in any way from its name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificates of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) (NOTE: P.O. Box addresses are NOT acceptable)  
\_\_\_\_\_  
Ohio  
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business in Ohio expires or is revoked.

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B. This qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Branch Under Section 1703-031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign National/foreignly chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business \_\_\_\_\_

(c.) The location of the main office (non-Ohio) shall be:

|   |                         |                        |                           |
|---|-------------------------|------------------------|---------------------------|
| <small>(street address)</small> _____                       |                         |                        |                           |
| <small>NOTE: P.O. Box Addresses are NOT acceptable.</small> |                         |                        |                           |
| <small>city, township or village</small>                    | <small>(county)</small> | <small>(state)</small> | <small>(zip code)</small> |

(d.) The principal office location in the state of Ohio shall be:

|   |                         |                                 |                           |
|---|-------------------------|---------------------------------|---------------------------|
| <small>(street address)</small> _____                       |                         |                                 |                           |
| <small>NOTE: P.O. Box Addresses are NOT acceptable.</small> |                         |                                 |                           |
| <small>city, township or village</small>                    | <small>(county)</small> | <small>Ohio<br/>(state)</small> | <small>(zip code)</small> |

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will assemble the following purpose(s) in the state of Ohio:  
 (Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)

\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b.) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c.) The limited liability company was organized or registered on \_\_\_\_\_  
 under the laws of the state/country of \_\_\_\_\_

Doc ID --> 200609300256

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other similar documents of the company is:

(street address) \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

3. **Foreign Qualifying Limited Partnership**  
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is:

\_\_\_\_\_

(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The limited partnership's principal office address is:

(street address) \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(If insufficient space to cover this form, please attach a separate sheet listing the general partners and their respective addresses.)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_



Doc ID --> 200609300256

The undersigned consented to have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|   |  |
|---|--|
| The Cinchraul Gas & Electric Company<br><small>(Exact name of entity)</small> | Duke Energy Washington, LLC<br><small>(Exact name of entity)</small> |
| By: <u>[Signature]</u>  | By: <u>[Signature]</u>   |
| Its: <u>Group Executive and COO</u>   | Its: <u>Vice President</u>   |
| Date: <u>April 1, 2008</u>  | Date: <u>April 1, 2008</u>   |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Its: _____                            | Its: _____                            |
| Date: _____                           | Date: _____                           |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Its: _____                            | Its: _____                            |
| Date: _____                           | Date: _____                           |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Its: _____                            | Its: _____                            |
| Date: _____                           | Date: _____                           |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Its: _____                            | Its: _____                            |
| Date: _____                           | Date: _____                           |

48 48 30 08  
Last Modified: May 2007

*CHARTER*  
*4-7309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, *Jon Husted*, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 14<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Maura Whitehead*

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| 04/03/2006 | 200609300252 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

**Receipt**

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CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE CINCINNATI GAS & ELECTRIC COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
**MERGER/DOMESTIC**

Document No(s):  
**200609300252**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609300252



Prescribed by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 466-3910  
Toll Free: 1-877-SCS-PHIL (1-877-767-3453)

|                                      |                                   |
|--------------------------------------|-----------------------------------|
| Express Mail Form (used only)        |                                   |
| POSTAGE WILL BE PAID BY ADDRESSEE    |                                   |
| <input checked="" type="radio"/> Yes | PO Box 1300<br>Columbus, OH 43215 |
| Display an additional fee of \$28    |                                   |
| <input type="radio"/> No             | PO Box 1329<br>Columbus, OH 43215 |

www.ohio.gov/sos  
e-mail: busensrv@sos.ohio.gov

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(1844229)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships or other partnerships with limited liability, desiring to effect a merger, set forth the following facts:

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A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changed through this merger)

C. The surviving entity is: (Please check the appropriate box and fill in the appropriate blank)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

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- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and NOT registered to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio.

**II. MERGING ENTITY**

The name, charter/certificate/platation number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows (if this is a limited liability option to reflect all merging entities, please attach a separate sheet listing the merging entities.)

~~Indicate the state/country of incorporation or organization for each merging entity.~~

| Name / charter, license or registration number | State/Country of Organization | Type of Entity |
|--|-------------------------------|----------------|
| Duke Energy Fayette, LLC                       | Delaware                      | LLC            |
| _____  | _____                         | _____          |
| _____  | _____                         | _____          |

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the agreement of merger upon written request:

|   |                                  |   |
|---|----------------------------------|---|
| The Cincinnati Gas & Electric Company<br>(Name) | 130 E. Fourth Street<br>(Street) | NOTE: P.O. Box Addresses are NOT acceptable |
| Cincinnati<br>(City, name or location)          | Ohio<br>(State)                  | 45202<br>(City code)                        |

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on 4/10/2006, 8:00 A.M. (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger. The merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

Doc ID --> 200609300252

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

\_\_\_\_\_  
(Name) (Please Print Full Address on next page(s))

\_\_\_\_\_, Ohio  
(City, village or township) (City name)

(This form MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (choose appropriate term) of the surviving domestic entity have been amended.

Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(Name) (Please Print Full Address on next page(s))

\_\_\_\_\_, Ohio  
(City, village or township) (City name)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the activity of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership or partnership having limited liability ceases or registration to do business on Ohio expires or is cancelled.

Doc ID -->

200609300252

**B. The qualifying entity also states as follows: (Complete only if applicable)**

**1. Foreign Office Under Section 1701-037**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign National/Federally chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_

(c) The location of the main office (non-Ohio) shall be:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (county) (state) (zip code)

(d) The principal office location in the state of Ohio shall be:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

**2. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

Doc ID --> 200609300252

(d.) The address to which interested persons may send requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

3. Foreign Qualifying Limited Partnership  
(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a.) The name of the limited partnership is \_\_\_\_\_

(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The limited partnership's principal office address is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(If multiple pages to cover this list, please attach a separate sheet listing the general partners and their respective addresses.)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

Doc ID --> 200609300252

The United partnership hereby certifies that it shall maintain said records until the registration of the United partnership in Ohio is cancelled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

(part of address) \_\_\_\_\_  
NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b(1) must be completed.)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) \_\_\_\_\_  
NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_, \_\_\_\_\_  
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) \_\_\_\_\_  
(street address) \_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:



Charter #  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 8 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus Ohio, this 17th day of  
March A.D. 2011

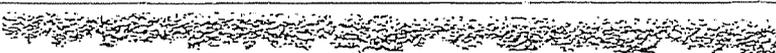


*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Margaret Whitehead*

NOTICE: This is an official certification only when reproduced in red ink.

Doc ID --> E905\_1362



State of Ohio  
Department of State  
Anthony J. Celebrezze, Jr.  
Secretary of State

Date: 5/15/81 Number: 47309 Receipt No. 104951

Received of: THE CINCINNATI GAS & ELECTRIC CO.  
of filed by: THE CINCINNATI GAS & ELECTRIC CO. AND INC.

The sum of \$ 57,535.00 for filing of

THE CINCINNATI GAS & ELECTRIC COMPANY

Returned to: 106951  
THE CINCINNATI GAS & ELECTRIC CO.  
ATTN: JEHAS  
159 E. FOURTH ST.  
CINCINNATI, OH 45201

Name: THE CINCINNATI GAS & ELECTRIC COMPANY

Total Fee: \$ 57,535.00

AND \$ 57,535.00

RECEIVED

E905-1362 090  
E905-1362

Doc ID --> E905\_1362



Department of State

27905 1362

The State of Ohio

Anthony J. Celebrezze, Jr.  
Secretary of State

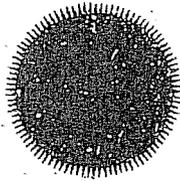
47309

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AND INC

of  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State



Recorded on Roll E905 at Frame 1362 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 14TH day of MAY  
A.D. 1951.

Anthony J. Celebrezze, Jr.  
Secretary of State

Doc ID --> E905\_1362

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES  
of  
THE CINCINNATI GAS & ELECTRIC COMPANY

47309  
APPROVED  
By: SP  
Date: 2-14-81  
Executed: 2/15/81

To the Secretary of State of the State of Ohio:

Jackson H. Randolph, Vice-President and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio, do hereby certify as follows:

The following resolutions were duly adopted by affirmative vote of the holders of more than two-thirds of the shares of Common Stock of the Company at the Annual Meeting of Shareholders duly held on April 22, 1981 (and all requisite consents of holders of the Cumulative Preferred Stock, 4%, 4-3/4%, 9.30%, 7.44%, 9.28%, 9.52%, 10.20%, and 12.52% Series, were obtained):

RESOLVED that the maximum number of shares of Cumulative Preferred Stock, which the Company is authorized to have outstanding, as set forth in Article Fourth of the Company's Amended Articles of Incorporation, as amended, be increased to 6,000,000 from 3,000,000.

RESOLVED that the maximum number of shares of Common Stock, \$3.50 par value, which the Company is authorized to have outstanding, as set forth in Article Fourth of the Company's Amended Articles of Incorporation, as amended, be increased to 60,000,000 from 40,000,000.

Therefore, the first sentence of the first paragraph of ARTICLE FOURTH of the Amended Articles of Incorporation, as amended, is amended to read as follows:

"The maximum number of shares which the Company is authorized to have outstanding is 60,000,000 shares of which 6,000,000 shares of the par value of \$100 each and of the aggregate par value of \$600,000,000 are to be Cumulative Preferred Stock, and 60,000,000 shares of the par value of \$3.50 each and of the aggregate par value of \$210,000,000 are to be Common Stock."

RESOLVED that pursuant to the law of the State of Ohio and the authority contained in the Amended Articles of Incorporation, as amended, of the Company, Clauses 2 and 3 of ARTICLE FOURTH of the Articles of the Company are amended as follows:

Clause 2. Authority is hereby expressly granted to the Board of Directors from time to time to adopt amendments to these Articles providing for the issue in one or more series of any unissued or treasury shares of the Cumulative Preferred Stock, and to fix, by the amendment creating each such series of the Cumulative Preferred Stock, the designation and number of shares, dividend rate, dividend payment dates (for any series issued subsequent to April 22, 1981), redemption rights and price, sinking fund requirements, conversion rights and restrictions on issuance of shares, of such series, to the full extent now or hereafter permitted by the laws of the State of Ohio and notwithstanding the provisions of any other Article of these

(Over)

Doc ID --> E905\_1362

Page 10-1100

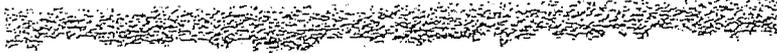
2

Amended Articles of the Company, in respect of the matters set forth in the following subdivisions (c) to (g), inclusive:

- (a) The designation and number of shares of such series;
- (b) The dividend rate of such series;
- (c) The dividend payment dates of such series (for any series issued subsequent to April 22, 1931);
- (d) The price or prices at which shares of such series may be redeemed, provided that such price shall not be less than \$100 a share and not more than \$115 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption;
- (e) The amount of the sinking fund, if any, to be applied to the purchase or redemption of shares of such series and the manner of its application;
- (f) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes, or of any other series of the same class of stock of the Company, and if made so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments, if any, at which such conversion or exchange may be made; and
- (g) Whether or not the issue of any additional shares of such series or any future series in addition to such series shall be subject to any restrictions and, if so, the nature of such restrictions.

Clause 3. Before any dividends shall be declared or paid upon or set apart for, or distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of the Common Stock, the holders of Cumulative Preferred Stock of each series shall be entitled to receive, if and when declared by the Board of Directors, dividends at the annual rate fixed for such series in accordance with the provisions of this Article Fourth, and no more, from October 1, 1943, or if the first issue of any shares of a series is made subsequent to December 31, 1943 but prior to April 22, 1931, from the dividend payment date of, or next preceding the date of, issue thereof, payable on January 1, April 1, July 1 and October 1 of each year provided, however, if the first issue of any shares of a series is made subsequent to April 22, 1931, from the dividend payment date of, or next preceding the date of, issue thereof, payable on quarterly payment dates as fixed by the Board of Directors. Dividends shall be cumulative so that if for any dividend period or periods dividends on the outstanding Cumulative Preferred Stock of any series, at the rates fixed for such series, shall not have been paid, such dividends shall be paid, or declared and set apart for payment, before any dividends shall be declared or paid upon or set apart for, or any distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of Common Stock. Deferred dividends shall not bear interest. Dividends on all Cumulative Preferred Stock of the same series shall be cumulative from the same date and in the event of the issue of additional Cumulative Preferred Stock of any series all dividends paid on Cumulative Preferred Stock of such series on the date of or on a date prior to the issue of such additional Cumulative Preferred Stock and all dividends declared and payable to holders of record of Cumulative Preferred Stock of such series on a date prior to such additional issue shall be deemed to have been paid on the additional stock so issued. If at any time Cumulative Preferred Stock of more than one series shall be outstanding, any dividends declared upon the Cumulative Preferred Stock in an amount less than the full amount payable

Doc ID --> E905\_1362



1981

on all Cumulative Preferred Stock outstanding shall be declared pro rata so that the amounts of dividends declared on each share of the Cumulative Preferred Stock of different series shall in all cases bear to each other the same proportions that the respective dividend rates of such respective series bear to each other.

IN WITNESS WHEREOF, said Jackson H. Randolph, Vice-President and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, acting for and on behalf of such Company, have hereunto subscribed their names and affixed the corporate seal of said Corporation this 11th day of May, 1981.

*Jackson H. Randolph*  
Vice-President  
*Donald R. Blum*  
Secretary

(SEAL)

ADMITTED  
STATE OF OHIO  
MAY 11 1981  
CINCINNATI, OHIO  
RECEIVED  
STATE OF OHIO  
MAY 11 1981  
CINCINNATI, OHIO  
RECEIVED

Charter # 47309 UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 14th day of March A.D. 2011



JON HUSTED  
Secretary Of State

By: *Sharon Whitehead*

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Doc ID --> F871\_0583

|   |                                      |                                     |                   |
|---|--------------------------------------|-------------------------------------|-------------------|
|  | State of Ohio<br>Department of State | Sherrod Brown<br>Secretary of State |                   |
| Date  | 4/18/36                              | Number 47309                        | Receipt No. 72139 |
|   |                                      | F871-0583                           | 0234              |
| Received of<br>or filed by  | SQUIRE, SANDERS & DEMPSEY            |                                     | F871-0583         |
| The sum of \$   | 35.00                                | for filing                          | AKO CRP           |
| THE CINCINNATI GAS & ELECTRIC COMPANY   |                                      |                                     |                   |
| Returned to:  | 72139                                | 400                                 | \$ 35.00          |
| SQUIRE, SANDERS & DEMPSEY   |                                      | CH <sup>g</sup>                     | \$ _____          |
| ATTENTION   |                                      |                                     | _____             |
| 155 E. 6900 ST.   |                                      |                                     | _____             |
| COLUMBUS, OH 43215  |                                      |                                     | _____             |
| Name:   |                                      | Total Fee:                          | \$ 35.00          |
| THE CINCINNATI GAS & ELECTRIC COMPANY   |                                      |                                     |                   |

**RECEIPT**

Doc ID --> F871\_0583



Department of State

**The State of Ohio**

**Sherrod Brown**  
Secretary of State

47509

**Certificate**

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of \_\_\_\_\_

\_\_\_\_\_ of:  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll F 871 at France 3585 of  
the Records of Incorporation and Miscellaneous Filings

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 17TH day of APRIL,

A.D. 19 22.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

Doc ID --> F871\_0583

47307  
APPROVED  
BY [Signature]  
DATE 5-20-86  
BY [Signature]  
DATE 5-20-86

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Jackson H. Randolph, Executive Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio, do hereby certify as follows:

The following resolution was duly adopted by affirmative vote of the holders of more than a majority of the shares of Common Stock and a majority of shares of Cumulative Preferred Stock of the corporation at the Annual Meeting of Shareholders duly held on April 17, 1986:

RESOLVED, That ARTICLE THIRD of the Company's Amended Articles of Incorporation, as amended, read as follows:

The purpose for which the Company is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

IN WITNESS WHEREOF, Jackson H. Randolph, Executive Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, acting for and on behalf of the corporation, have hereunto subscribed their names and affixed the corporate seal of the corporation this 17th day of April, 1986.

[Signature]  
Executive Vice-President  
[Signature]  
Secretary

(SEAL)

SEAL OF THE STATE OF OHIO  
DEPARTMENT OF REVENUE  
COLUMBUS, OHIO

RECEIVED  
MAY 20 1986

STATE OF OHIO  
DEPARTMENT OF REVENUE  
COLUMBUS, OHIO

*Unrecorded*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 1<sup>st</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Thomas Whitehead*

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Doc ID --> G143\_0677



State of Ohio  
Department of State

Sherrill Brown  
Secretary of State

Date 4/23/87

Number 47309

Receipt No. 80015

6443-0677 0236

Received of THE CINCINNATI GAS & ELECTRIC CO.  
or filed by

00143-0677

The sum of \$ 150,035.00 for filing AND INC of  
THE CINCINNATI GAS & ELECTRIC COMPANY.

Returned to: 80015  
THE CINCINNATI GAS & ELECTRIC CO.  
ATTN: R. B. BARR  
P.O. BOX 960  
CINCINNATI, OH: 45201-0960

AND \$ 150,035.00  
INC \_\_\_\_\_

RECEIPT

Name:  
THE CINCINNATI GAS & ELECTRIC COMPANY.

Total Fee: \$ 150,035.00

700-0001

Doc ID --> G143\_0677



Department of State  
**The State of Ohio**

G0143-0678

**Sherrod Brown**  
Secretary of State

47309

**Certificate**

It is hereby certified that the Secretary of State of Ohio has custody of the records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: ARD EMC

of:  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America:  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 6143 of Frame 0679 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the  
City of Columbus, Ohio, this 16TH day of APRIL,  
A.D. 1907.



*Sherrod Brown*  
**Sherrod Brown**  
Secretary of State

SEC 0007

Doc ID --> G143\_0677

REC 147

G0143-0679

47404  
APPROVED  
BY SHS  
DATE 9-16-87  
150,035.00

CERTIFICATE OF AMENDMENT  
TO THE ARTICLES  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

C. Robert Everman, Senior Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, a corporation under the laws of the State of Ohio, do hereby certify as follows:

The following resolution was duly adopted by affirmative vote of the holders of more than two-thirds of the shares of Common Stock of the corporation at the Annual Meeting of Shareholders duly held on April 16, 1987:

RESOLVED, That the first paragraph of ARTICLE FOURTH of the Company's Amended Articles of Incorporation, as amended, read as follows:

The maximum number of shares which the Company is authorized to have outstanding is 126,000,000 shares of which 6,000,000 shares of the par value of \$100 each and of the aggregate par value of \$600,000,000 are to be Cumulative Preferred Stock, and 120,000,000 shares of the par value of \$8.50 each and of the aggregate par value of \$1,020,000,000 are to be Common Stock.

IN WITNESS WHEREOF, C. Robert Everman, Senior Vice-President, and Donald R. Blum, Secretary, of The Cincinnati Gas & Electric Company, acting for and on behalf of the corporation, have hereunto subscribed their names and affixed the corporate seal of the corporation this 16th day of April 1987.

C. R. Everman  
Senior Vice-President

Donald R. Blum  
Secretary

(SEAL)

STATE OF OHIO  
DEPARTMENT OF REVENUE  
CINCINNATI, OHIO  
RECEIVED  
APR 16 1987  
150,035.00

*47369*  
47369

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 1<sup>th</sup> day of  
March A.D. 2011



*Jon Husted*  
\_\_\_\_\_  
JON HUSTED  
Secretary Of State

*Maura Whitehead*  
\_\_\_\_\_  
By *Maura Whitehead*

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Doc ID --> G897\_1298

State of Ohio  
Department of State

60897-1298

Sherrod Brown  
Secretary of State

Date 7/13/90 Number 47309 Receipt No. 3719  
6897-1290 6423

Received of  
or filed by TAFT, STETTINIUS & HOLLISTER

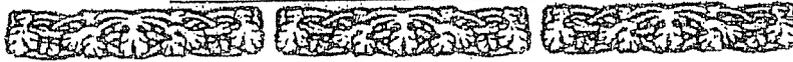
The sum of \$ 45.00 for filing AND HIS CASE of

THE CINCINNATI GAS & ELECTRIC COMPANY

Returned to: 3719 AND \$ 55.00  
TAFT, STETTINIUS & HOLLISTER HIS 70.00  
CARE OF  
55 N. HIGH ST. RECEIPT  
COLUMBUS, OH 43215  
Without Prejudice Total Fee \$ 45.00  
THE CINCINNATI GAS & ELECTRIC COMPANY

Doc ID --> G897\_1298

G897-1299



Department of State

# The State of Ohio

Sherrod Brown  
Secretary of State

47309

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of AMB MIE CSS

of

THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 619 in Volume 2750 of  
the Records of Incorporation and Miscellaneous Filings

Witness my hand and the seal of the Secretary of State, in the  
City of Columbus, Ohio, this 31 day of JULY,

A.D. 19 90



*Sherrod Brown*  
Sherrod Brown  
Secretary of State

Doc ID --> G897\_1298

G897-1300

47309

SYG  
713.70  
35.00

**CERTIFICATE OF AMENDMENT  
TO THE AMENDED ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY**

To the Secretary of State of the State of Ohio:

R. Gregory Graham, Vice-President, and James R. Mosley, Assistant Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Amended Articles of Incorporation, as amended, the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board, adopted on July 12, 1990 the following resolution, amending said Amended Articles of Incorporation, as amended:

RESOLVED, That pursuant to the authority heretofore granted by the Board of Directors and the authority contained in the Company's Amended Articles of Incorporation, as amended (the Articles), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock, to consist of 500,000 shares designated "Cumulative Preferred Stock, 9.15% Series", and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f), inclusive, of this resolution:

(a) The designation of such series shall be "Cumulative Preferred Stock, 9.15% Series", and such series shall consist of 500,000 shares;

(b) The dividend rate of such series shall be 9.15% a share per year;

(c) The prices at which the shares of such series may be redeemed are set forth below:

| Twelve Months<br>Beginning<br>July 1 | Redemption<br>Price Per<br>Share | Twelve Months<br>Beginning<br>July 1 | Redemption<br>Price Per<br>Share |
|--------------------------------------|----------------------------------|--------------------------------------|----------------------------------|
| 1990                                 | \$109.15                         | 1998                                 | \$104.27                         |
| 1991                                 | 108.54                           | 1999                                 | 103.66                           |
| 1992                                 | 107.93                           | 2000                                 | 103.05                           |
| 1993                                 | 107.32                           | 2001                                 | 102.44                           |
| 1994                                 | 106.71                           | 2002                                 | 101.83                           |
| 1995                                 | 106.10                           | 2003                                 | 101.22                           |
| 1996                                 | 105.49                           | 2004                                 | 100.61                           |
| 1997                                 | 104.88                           |                                      |                                  |

and \$100.00 a share if the date fixed for redemption is on or after July 1, 2005, in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, that the Company shall not, prior to July 1, 1993, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.15% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.15% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

Doc ID -->

G897\_1298

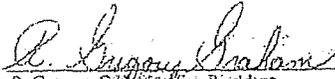
G897-1301

(d) Beginning July 1, 1996 and on each July 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 25,000 shares of the series or, if less than 25,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption. The Company may redeem, at its option, on July 1 of each such year, not more than 25,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company, and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles.

IN WITNESS WHEREOF, R. Gregory Graham, Vice-President, and James R. Mosley, Assistant Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 12th day of July, 1990.

  
R. Gregory Graham, Vice-President

  
James R. Mosley, Assistant Secretary

Doc ID --> G897\_1298

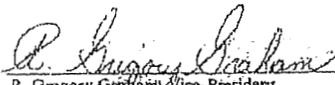
G897-1301

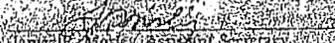
(d) Beginning July 1, 1996 and on each July 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 25,000 shares of the series or, if less than 25,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption. The Company may redeem, at its option, on July 1 of each such year, not more than 25,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes of any other series of the same class of stock of the Company and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles.

IN WITNESS WHEREOF, R. Gregory Graham, Vice-President, and James R. Mosley, Assistant Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 12th day of July, 1990.

  
R. Gregory Graham, Vice-President

  
James R. Mosley, Assistant Secretary

STATE OF OHIO  
COUNTY OF [illegible]  
I, the undersigned, Clerk of the Court, do hereby certify that the foregoing is a true and correct copy of the original as the same appears in the records of the Court.  
WITNESSED my hand and the seal of the Court at [illegible] this [illegible] day of [illegible] 1990.

*47309*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 5 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 7th day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Maura Whitehead*

NOTICE: This is an official certification only when reproduced in red ink.

Doc ID --> H253\_0541

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
12/13/91

H0253-0541

CHARTER NUMBER: 047309  
ROLL AND FRAME: H253-0541

| CORPORATION:                          | DOCUMENT NUMBER | CODE | FEE    |
|---------------------------------------|-----------------|------|--------|
| THE CINCINNATI GAS & ELECTRIC COMPANY | 91121302201     | AHD  | 35.00  |
|                                       | 91121302201     | TIC  | 100.00 |
|                                       | 91121302201     | HIS  | 10.00  |

044420

RETURN TO: TAFT, STETTINIUS & HOLLISTER  
ATTN: SCANLAN  
1800 STAR BANK CTR.  
CINCINNATI, OH 45202

0277

Doc ID --> H253\_0541

H0253-0542



The State of Ohio

Bob Taft  
Secretary of State

47309

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AHD TIC MIS

of:  
THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State



Recorded on Roll H253 at Frame 0543 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at  
Columbus, Ohio, this 12TH day of DEC,  
A.D. 1921.

*Bob Taft*  
Bob Taft  
Secretary of State

Doc ID -->

H253\_0541

H0253-0543

47309  
OK  
12-12-91  
3500  
911273 052 27

CERTIFICATE OF AMENDMENT  
TO THE AMENDED ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Jackson H. Randolph, President, and James R. Mosley, Assistant Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Amended Articles of Incorporation, as amended, the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board, adopted on December 11, 1991 the following resolution, amending said Amended Articles of Incorporation, as amended:

RESOLVED, That pursuant to the authority heretofore granted by the Board of Directors and the authority contained in the Company's Amended Articles of Incorporation, as amended (the Articles), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock, to consist of 800,000 shares designated "Cumulative Preferred Stock, 7-7/8% Series", and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (f), inclusive, of this resolution:

(a) The designation of such series shall be "Cumulative Preferred Stock, 7-7/8% Series", and such series shall consist of 800,000 shares;

(b) The dividend rate of such series shall be 7-7/8% a share per year;

(c) The Cumulative Preferred Stock, 7-7/8% Series is not redeemable prior to January 1, 2004. The entire series is subject to mandatory redemption on January 1, 2004 at \$100 per share, plus accrued dividends to the redemption date;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

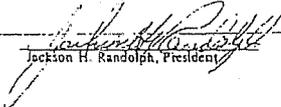
(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles

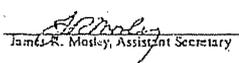
Doc ID --> H253\_0541

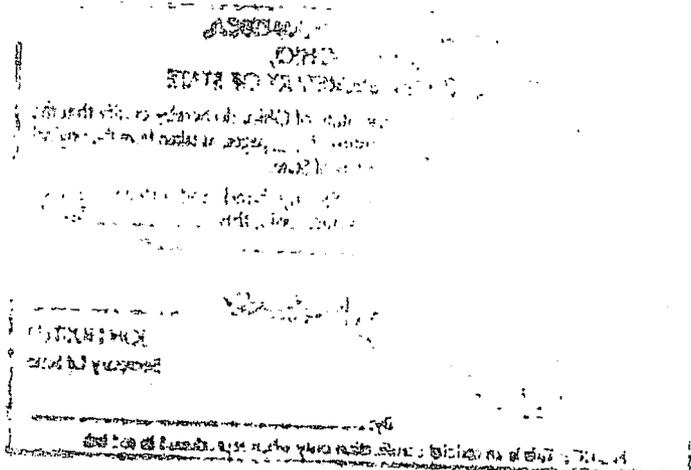
H 253-544

IN WITNESS WHEREOF, Jackson H. Randolph, President, and James R. Masley, Assistant Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 11th day of December, 1991.

  
Jackson H. Randolph, President

(Seal)

  
James R. Masley, Assistant Secretary



*Mark* UNITED STATES OF AMERICA  
47309 STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 1 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 4th day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary of State

By *Maura Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> H408\_0080

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
08/14/92

H408-0080

CHARTER NUMBER: 047359  
ROLL AND FRAME: H408-0080

| CORPORATION                           | DOCUMENT NUMBER | CODE | FEE   |
|---------------------------------------|-----------------|------|-------|
| THE CINCINNATI GAS & ELECTRIC COMPANY | 92081402101     | ADD  | 35.00 |
|                                       | 92081402101     | MIS  | 10.00 |
|                                       | 92081402102     | TTC  | 10.00 |

011989

RETURN TO: TAFT-STETTINIUS & HOLLISTER  
ATTN: G.S. BIEHL  
33 N. HIGH ST., STE. 1000  
COLUMBUS, OH 43215

0374

Doc ID --> H408\_0080

H0428-1031



# The State of Ohio

**Bob Taft**  
Secretary of State

47 100

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings that said records show the filing and recording of: AND HIS TIC

of  
THE CINCINNATI GAS & ELECTRIC COMPANY

Recorded on Roll H608 at Frame 0022 of  
the Records of Incorporation and Miscellaneous Filings.

United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at  
Columbus, Ohio, this 14<sup>TH</sup> day of AUG  
A.D. 19 02.



*Bob Taft*  
**Bob Taft**  
Secretary of State

Doc ID --> H408\_0080

H0408-0082  
H0408-0082

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CINCINNATI

CERTIFICATE OF AMENDMENT  
TO THE AMENDED ARTICLES OF INCORPORATION  
OF  
THE CINCINNATI GAS & ELECTRIC COMPANY

To the Secretary of State of the State of Ohio:

Stephen G. Saly, Vice-President, and James R. Mosley, Assistant Secretary, of The Cincinnati Gas & Electric Company, an Ohio corporation with its principal office in the City of Cincinnati, Hamilton County, Ohio, do hereby certify as follows:

Pursuant to the Amended Articles of Incorporation, as amended, the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board, adopted on August 13, 1992 the following resolution, amending said Amended Articles of Incorporation, as amended:

"RESOLVED, That pursuant to the authority heretofore granted by the Board of Directors and the authority contained in the Company's Amended Articles of Incorporation, as amended (the Articles), the Articles are amended by creating and providing for the issuance of a series of the Cumulative Preferred Stock, to consist of 800,000 shares designated "Cumulative Preferred Stock, 7-3/8% Series", and that the shares of such series shall have the express terms and provisions stated in the Articles and as hereinafter provided in paragraphs (a) to (d), inclusive, of this resolution:

(a) The designation of such series shall be "Cumulative Preferred Stock, 7-3/8% Series", and such series shall consist of 800,000 shares;

(b) The dividend rate of such series shall be 7-3/8% a share per year;

(c) The Cumulative Preferred Stock, 7-3/8% Series is not redeemable on or before August 1, 2002. Thereafter, such series is redeemable, in whole or in part, at a redemption price equal to \$100 per share plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

(d) Beginning August 1, 1998 and on each August 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 40,000 shares of the series or, if less than 40,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption. The Company may redeem, at its option, on August 1 of each such year, not more than 40,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock;

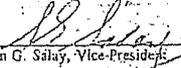
Doc ID --> H408\_0080

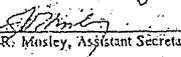
H0408-0083

(c) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this amendment, be subject to any restrictions in addition to the restrictions set forth in the Articles.

IN WITNESS WHEREOF, Stephen G. Salay, Vice-President, and James R. Mosley, Assistant Secretary, of The Cincinnati Gas & Electric Company have subscribed their names and affixed the corporate seal of the Company this 13th day of August, 1992.

  
\_\_\_\_\_  
Stephen G. Salay, Vice-President

  
\_\_\_\_\_  
James R. Mosley, Assistant Secretary

(Seal)

STATE OF OHIO  
COUNTY OF COLUMBIA  
CINCINNATI, OHIO  
August 13, 1992  
I, Notary Public for the State of Ohio, do hereby certify that the foregoing is a true and correct copy of the original as the same appears in my records.  
Notary Public for the State of Ohio

*MAR 17 2011*  
*47309*

UNITED STATES OF AMERICA  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 4 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17th day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary of State

By: *Maura V. [Signature]*

NOTICE: This is an official certification only when reproduced in red ink

OHIO SECRETARY OF STATE  
PROCESSING STATEMENT  
02/17/94

CHARTER NUMBER: 047309  
ROLL AND FRAME: 9438-1473

| CORPORATION:                          | <u>DOCUMENT NUMBER</u> | <u>CODE</u> | <u>FEE</u> |
|---------------------------------------|------------------------|-------------|------------|
| THE CINCINNATI GAS & ELECTRIC COMPANY | 94012456501            | AMA         | 35.00      |

066914

RETURN TO: TAFT, STEYTTINIUS & HOLLISTER  
ATTN R R NEWBANKS  
425 WALNUT ST #1800  
CINCINNATI OH 45202-3957

0242

Doc ID --> 9438\_1473

Doc ID --> 9438\_1473



# The State of Ohio

Bob Taft

Secretary of State

47309

## Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AHA

of:

THE CINCINNATI GAS & ELECTRIC COMPANY

United States of America  
State of Ohio  
Office of the Secretary of State

Recorded on Roll 9438 at Frame 1475 of  
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at  
Columbus, Ohio, this 24TH day of JAN

A.D. 1994



*Bob Taft*  
Bob Taft  
Secretary of State

Doc ID --> 9438\_1473

47309  
APPROVED  
BY \_\_\_\_\_  
DATE 1-21-94  
\$ 5.00

CERTIFICATE OF AMENDED ARTICLES OF INCORPORATION

of 94012456501 AD  
THE CINCINNATI GAS & ELECTRIC COMPANY

Donald L. Marshall, who is a Vice-President, and Donald R. Blum, who is Secretary, of the above named corporation DO HEREBY CERTIFY that at a meeting of the Board of Directors duly called and held on the 19th day of January 1994, the following resolution was adopted pursuant to Section 1701.72(B) of the Ohio Revised Code:

RESOLVED that Amended Articles of Incorporation of The Cincinnati Gas & Electric Company, as filed with the records of this meeting, and to be effective as of the date of filing the same with the Secretary of State of Ohio, are adopted;

AND FURTHER DO HEREBY CERTIFY that the Amended Articles of Incorporation of The Cincinnati Gas & Electric Company attached to this Certificate are the Amended Articles of Incorporation referred to in the foregoing resolution, which Amended Articles of Incorporation supersede and take the place of the existing Amended Articles and all amendments thereto;

AND FURTHER DO HEREBY CERTIFY that the corporation was originally incorporated on April 3, 1837, by virtue of an Act of the General Assembly of the State of Ohio signed by Joseph Vance, Governor of the State.

IN WITNESS WHEREOF, the above named officers, acting for and on behalf of said corporation, have hereunto subscribed their names and caused the seal of said corporation to be hereunto affixed this 21st day of January 1994.

By: Donald L. Marshall  
Vice-President

By: Donald R. Blum  
Secretary

Doc ID --> 9438\_1473

Amended  
Articles of Incorporation

of

THE CINCINNATI GAS & ELECTRIC COMPANY

---

Effective  
January 24, 1994

Doc ID --> 9438\_1473

AMENDED ARTICLES OF INCORPORATION

of

THE CINCINNATI GAS & ELECTRIC COMPANY

The Cincinnati Gas & Electric Company, a corporation for profit, heretofore organized in the year 1837 and now existing under the laws of the State of Ohio, adopts, makes and files these Amended Articles of Incorporation to supersede and take the place of its heretofore existing Articles of Incorporation and all previously adopted Amendments thereto:

ARTICLE FIRST

The name of the corporation shall be The Cincinnati Gas & Electric Company (hereinafter referred to as the "Company").

ARTICLE SECOND

The place in the State of Ohio where the principal office of the Company is located is the City of Cincinnati and the County of Hamilton.

ARTICLE THIRD

The purpose for which the Company is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.01 to 1701.98 of the Ohio Revised Code.

ARTICLE FOURTH

The maximum number of shares which the Company is authorized to have outstanding is 126,000,000 shares of which 6,000,000 shares of the par value of \$100 each and of the aggregate par value of \$600,000,000 are to be Cumulative Preferred Stock, and 120,000,000 shares of the par value of \$8.50 each and of the aggregate par value of \$1,020,000,000 are to be Common Stock.

The Common Stock and Cumulative Preferred Stock shall have the following respective designations, preferences, dividend rights, voting powers, redemption rights, conversion rights, restrictions on issuance of shares and other relative, participating, optional or other special rights and preferences, and qualifications, limitations or restrictions thereon, and are created on the following terms, respectively:

Doc ID --> 9438\_1473

#### COMMON STOCK

The shares of Common Stock may be issued at any time or from time to time for such amount of consideration as may be fixed by the Board of Directors. The holders of Common Stock shall not be entitled to subscribe for or purchase or receive any part of any new or additional issue of, or any warrant, option or other right for the purchase of, stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property, by way of dividends or otherwise, except as authorized by the Board of Directors.

#### CUMULATIVE PREFERRED STOCK

Clause 1. Except as otherwise provided by this Article Fourth or by the resolution or resolutions of the Board of Directors providing for the issue of any series of Cumulative Preferred Stock, the Cumulative Preferred Stock may be issued at any time or from time to time in any amount, not exceeding in the aggregate, including all shares of any and all series thereof theretofore issued, the total number of shares of Cumulative Preferred Stock hereinabove authorized, as Cumulative Preferred Stock of one or more series, as hereinafter provided, and for such lawful consideration as shall be fixed from time to time by the Board of Directors. All shares of any one series of Cumulative Preferred Stock shall be alike in every particular, each series thereof shall be distinctively designated by letter or descriptive words, and all series of Cumulative Preferred Stock shall rank equally and be identical in all respects except as permitted by the provisions of Clause 2 of this Article Fourth.

Clause 2. Authority is hereby expressly granted to the Board of Directors from time to time to adopt amendments to these Articles providing for the issue in one or more series of any unissued or treasury shares of the Cumulative Preferred Stock, and to fix, by the amendment creating each such series of the Cumulative Preferred Stock, the designation and number of shares, dividend rate, dividend payments dates (for any series issued subsequent to April 22, 1981), redemption rights and price, sinking fund requirements, conversion rights and restrictions on issuance of shares, of such series, to the full extent now or hereafter permitted by the laws of the State of Ohio and notwithstanding the provisions of any other Article of these Amended Articles of the Company, in respect of the matters set forth in the following subdivisions (a) to (g), inclusive:

- (a) The designation and number of shares of such series;
- (b) The dividend rate of such series;
- (c) The dividend payment dates of such series (for any series issued subsequent to April 22, 1981);
- (d) The price or prices at which shares of such series may be redeemed, provided that such price shall not be less than \$100 a share and not more than \$115 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption;

Doc ID -->

9438\_1473

(e) The amount of the sinking fund, if any, to be applied to the purchase or redemption of shares of such series and the manner of its application;

(f) Whether or not the shares of such series shall be made convertible into, or exchangeable for, shares of any other class or classes or of any other series of the same class of stock of the Company, and if made so convertible or exchangeable, the conversion price or prices, or the rates of exchange, and the adjustments, if any, at which such conversion or exchange may be made; and

(g) Whether or not the issue of any additional shares of such series or any future series in addition to such series shall be subject to any restrictions and, if so, the nature of such restrictions.

Clause 3. Before any dividends shall be declared or paid upon or set apart for, or distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of the Common Stock, the holders of Cumulative Preferred Stock of each series shall be entitled to receive, if and when declared by the Board of Directors, dividends at the annual rate fixed for such series in accordance with the provisions of this Article Fourth, and no more, from October 1, 1945, or if the first issue of any shares of a series is made subsequent to December 31, 1945 but prior to April 23, 1981, from the dividend payment date of, or next preceding the date of, issue thereof, payable on January 1, April 1, July 1 and October 1 of each year; provided, however, if the first issue of any shares of a series is made subsequent to April 22, 1981, from the dividend payment date of, or next preceding the date of, issue thereof, payable on quarterly payment dates as fixed by the Board of Directors. Dividends shall be cumulative so that if for any dividend period or periods dividends on the outstanding Cumulative Preferred Stock of any series, at the rates fixed for such series, shall not have been paid, such dividends shall be paid, or declared and set apart for payment, before any dividends shall be declared or paid upon or set apart for, or any distribution made on, the Common Stock and before any sum shall be paid or set apart for the purchase or redemption of Cumulative Preferred Stock of any series or for the purchase of Common Stock. Deferred dividends shall not bear interest. Dividends on all Cumulative Preferred Stock of the same series shall be cumulative from the same date and in the event of the issue of additional Cumulative Preferred Stock of any series all dividends paid on Cumulative Preferred Stock of such series on the date of or on a date prior to the issue of such additional Cumulative Preferred Stock and all dividends declared and payable to holders of record of Cumulative Preferred Stock of such series on a date prior to such additional issue shall be deemed to have been paid on the additional stock so issued. If at any time Cumulative Preferred Stock of more than one series shall be outstanding, any dividends declared upon the Cumulative Preferred Stock in an amount less than the full amount payable on all Cumulative Preferred Stock outstanding shall be declared pro rata so that the amounts of dividends declared on each share of the Cumulative Preferred Stock of different series shall in all cases bear to each other the same proportions that the respective dividend rates of such respective series bear to each other.

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Clause 4. Upon at least thirty days previous notice given by mail to record holders of Cumulative Preferred Stock to be redeemed at their respective addresses as they appear on the books of the Company and by publication in a newspaper of general circulation in the City of Cincinnati, Ohio, and in a newspaper of general circulation in the Borough of Manhattan, City and State of New York, the Company, at its election, by action of its Board of Directors may redeem the whole of the Cumulative Preferred Stock or any series thereof or any part of any series thereof by lot or pro rata, at any time or from time to time and at the prices fixed for the redemption of such shares in accordance with the provisions of this Article Fourth (the price so fixed for any series being herein called the redemption price of such series). If the Company shall determine to redeem by lot less than all the shares of any series of Cumulative Preferred Stock, the selection by lot of the shares of such series so to be redeemed shall be conducted by an independent bank or trust company. From and after the date fixed in such notice as the date of redemption, unless default shall be made by the Company in providing moneys at the time and place specified for the payment of the redemption price pursuant to such notice, or, if the Company shall so elect, from and after a date, which shall be prior to the date fixed as the date of redemption, on which the Company shall provide moneys for the payment of the redemption price by depositing the amount thereof in trust for the account of the holders of the Cumulative Preferred Stock called for redemption with a bank or trust company doing business in the Borough of Manhattan, in the City and State of New York, or in the City of Cincinnati, Ohio, and having capital and surplus of at least \$5,000,000, pursuant to notice of such election included in the notice of redemption specifying the date on which such deposit will be made, all dividends on the Cumulative Preferred Stock called for redemption shall cease to accrue and all rights of the holders thereof as shareholders of the Company, except the right to receive the redemption price upon presentation and surrender of the respective certificates for the Cumulative Preferred Stock called for redemption, shall cease and determine. The Company may, from time to time, purchase the whole of the Cumulative Preferred Stock or any series thereof, or any part of any series thereof, upon the best terms reasonably obtainable, but in no event at a price greater than the redemption price in effect at the date of such purchase of the shares so purchased. Such redemption or purchase may, however, be effected only if full cumulative dividends upon all shares of the Cumulative Preferred Stock of all series then outstanding and not then to be redeemed or purchased shall have been declared and payment provided for. Cumulative Preferred Stock of any series redeemed or purchased may in the discretion of the Board of Directors be reissued, at any time or from time to time, as stock of the same or of a different series, or may be cancelled and not reissued.

Clause 5. After full cumulative dividends as aforesaid upon the Cumulative Preferred Stock of all series then outstanding shall have been paid for all past dividend periods, and after or concurrently with making payment of or provision for full dividends on the Cumulative Preferred Stock of all series then outstanding for the current dividend period, then and not otherwise dividends may be declared upon the Common Stock at such rate as the Board of Directors may determine and no holders of shares of any series of the Cumulative Preferred Stock, as such, shall be entitled to share therein.

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Clause 6-A. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Company) of the holders of record of at least a majority of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(a) Increase the authorized number of shares of the Cumulative Preferred Stock; or

(b) Issue any unsecured notes, debentures or other securities representing unsecured indebtedness, or assume any such unsecured securities, for purposes other than the refunding of outstanding unsecured indebtedness theretofore incurred or assumed by the Company or the redemption or other retirement of outstanding shares of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, if, immediately after such issue or assumption, the total principal amount of all unsecured notes, debentures or other securities representing unsecured indebtedness issued or assumed by the Company and then outstanding (including unsecured securities then to be issued or assumed) would exceed 20% of the aggregate of (i) the total principal amount of all bonds and other securities representing secured indebtedness issued or assumed by the Company and then to be outstanding, and (ii) the capital and surplus of the Company as then to be stated on the books of account of the Company; or

(c) Consolidate or merge with or into any other corporation or corporations, unless such consolidation or merger, or the issuance or assumption of all securities to be issued or assumed in connection with such consolidation or merger, shall have been ordered, approved or permitted by the Securities and Exchange Commission or by any successor commission or other regulatory authority of the United States of America having jurisdiction over such consolidation or merger or the issuance or assumption of securities in connection therewith; provided that the provisions of this subdivision (c) shall not apply to (i) a consolidation of the Company with, or a merger into the Company of, any subsidiary all the outstanding shares of stock of which at the time shall be owned by the Company, or (ii) the purchase or other acquisition by the Company of the franchises or assets of another corporation, or (iii) any transaction which does not involve a consolidation or merger under the laws of the State of Ohio.

Clause 6-B. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Company) of the

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holders of record of at least two-thirds of the total number of shares of the Cumulative Preferred Stock of all series then outstanding:

(a) Create or authorize any kind of stock ranking prior to the Cumulative Preferred Stock with respect to the payment of dividends or upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, or create or authorize any obligation or security convertible into shares of any such kind of stock; or

(b) Amend, alter, change or repeal any of the express terms of the Cumulative Preferred Stock so as to affect the holders thereof adversely; or

(c) Sell all or substantially all its assets, or sell all or substantially all its electric properties; or

(d) Issue any additional shares of any series of the Cumulative Preferred Stock, other than a maximum of 270,000 shares of the first series, or any shares ranking on a parity with it, unless the consolidated income of the Company and its subsidiaries (determined as hereinafter provided) for any twelve consecutive calendar months within the fifteen calendar months immediately preceding the month within which the issuance of such additional shares shall be authorized by the Board of Directors of the Company shall have been in the aggregate not less than one and one-half times the sum, on a consolidated basis, of the interest requirements (adjusted by provision for amortization of debt discount and expense or of premium on debt, as the case may be) for one year on all the indebtedness of the Company and its subsidiaries outstanding at the date of such proposed issue and the full dividend requirements for one year on all shares of preferred stock of the subsidiaries of the Company, outstanding at the date of such proposed issue and the full dividend requirements for one year on all outstanding shares (including those then proposed to be issued but excluding any shares proposed to be retired in connection with such issue) of the Cumulative Preferred Stock and all other stock, if any, ranking prior to or on a parity with the Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon the dissolution, liquidation or winding up of the Company, whether voluntary or involuntary.

"Consolidated income" for any period for the purposes of this subdivision (d) of Clause 6-B shall be computed by adding to the consolidated net income of the Company and its subsidiaries for said period, determined in accordance with generally accepted accounting principles and practices, as adjusted by action of the Board of Directors of the Company as hereinafter provided, the amount deducted for interest (adjusted as above provided) in determining such net income. In determining such consolidated net income for any period, there shall be deducted, in addition to other items of expense, the amount charged to income for said period on the books of the Company and its subsidiaries for taxes and depreciation expense. In the determination of consolidated net income for the purposes of this subdivision (d), the Board of Directors of the Company

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may, in the exercise of due discretion, make adjustments by way of increase or decrease in such consolidated net income to give effect to changes therein resulting from any acquisition of properties or to any redemption, acquisition, purchase, sale or exchange of securities by the Company or its subsidiaries either prior to the issuance of any shares of Cumulative Preferred Stock then to be issued or in connection therewith.

The term "subsidiary" as used in this subdivision (d) of Clause 6-B shall mean any corporation more than 50% of the voting stock (stock at the time entitling the holders thereof to elect a majority of the Board of Directors of such corporation) of which at the time is owned or controlled, directly or indirectly, by the Company or by one or more subsidiaries of the Company, or by the Company and by one or more subsidiaries of the Company.

The term "preferred stock" of a subsidiary as used in this subdivision (d) of Clause 6-B shall mean any stock of such subsidiary entitled to a preference as to dividends or as to assets upon any liquidation or dissolution of such subsidiary over any other stock of such subsidiary.

Clause 6-C. So long as any shares of the Cumulative Preferred Stock of any series shall be outstanding, the Company shall not, without the consent in writing of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely or the consent (given by vote at a meeting called for that purpose in the manner prescribed by the Code of Regulations of the Company) of the holders of record of at least two-thirds of the total number of shares of all series of the Cumulative Preferred Stock which may be affected adversely, amend, alter, change or repeal any of the express terms of one or more series of the Cumulative Preferred Stock so as to affect such series adversely.

Clause 7. Except as and to the extent otherwise provided in this Article Fourth, the Cumulative Preferred Stock shall not entitle any holder thereof to vote at any meeting of shareholders or election of the Company, or otherwise to participate in any action taken by the Company or the shareholders thereof; provided, however, that whenever dividends payable on the Cumulative Preferred Stock shall be in default in an aggregate amount equivalent to four full quarterly dividends on all shares of such Cumulative Preferred Stock then outstanding, and until all such dividends then in default shall have been paid or declared and set apart for payment, the holders of the Cumulative Preferred Stock of all series, voting separately as a class and regardless of series, shall be entitled to elect a majority of the Board of Directors, as then constituted, of the Company, and the holders of any other class or classes of stock of the Company entitled to vote for the election of directors shall be entitled, voting separately as a class, to elect the remainder of the Board of Directors, as then constituted, of the Company. The right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors of the Company as aforesaid shall continue until such time as all dividends accumulated on the Cumulative Preferred Stock shall have been paid in full, or declared and set apart for payment (and such dividends shall be paid, or declared and set apart for payment, out of assets available therefor as soon as is reasonably practicable), at which time

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the right of the holders of the Cumulative Preferred Stock voting separately as a class to elect members of the Board of Directors as aforesaid and the right of the holders or any other class or classes of stock of the Company entitled to vote for the election of directors voting separately as a class to elect the remainder of the Board of Directors as aforesaid shall terminate, subject to revesting in the event of each and every subsequent default of the character above mentioned.

The aforesaid rights of the holders of the Cumulative Preferred Stock and of any other class or classes of stock of the Company to vote separately for the election of members of the Board of Directors may be exercised at any annual meeting of shareholders of the Company or, within the limitations hereinafter provided, at a special meeting of shareholders of the Company held for the purpose of electing directors

At such time when the right of the holders of the Cumulative Preferred Stock to elect a majority of the Board of Directors shall have become vested as aforesaid, a special meeting of shareholders of the Company may be called and held for the purpose of electing directors in the following manner (unless under the provisions of the Code of Regulations of the Company, as then in effect, an annual meeting of shareholders of the Company is to be held within 60 days after the vesting in the holders of the Cumulative Preferred Stock of the right to elect members of the Board of Directors or unless, subsequent to such vesting, a meeting of shareholders of the Company has been held at which holders of the Cumulative Preferred Stock were entitled to elect members of the Board of Directors).

Upon the written request of any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, addressed to the Secretary of the Company, the Secretary or an Assistant Secretary of the Company shall call a special meeting of the shareholders entitled to vote for the election of directors, for the purpose of electing a majority of the Board of Directors by the vote of the holders of the Cumulative Preferred Stock, and the remainder of the Board of Directors by the vote of the holders of such other class or classes of stock as may then be entitled to vote for the election of directors, voting separately as hereinbefore provided. Such meeting shall be held within 50 days after personal service of such written request upon the Secretary of the Company, or within 50 days after mailing the same within the United States of America by registered mail addressed to the Secretary of the Company at its principal office. If such meeting shall not be called within 20 days of such personal service or mailing, then any holder of record of the Cumulative Preferred Stock then outstanding, regardless of series, may designate in writing himself or any other holder of record of the Cumulative Preferred Stock to call such special meeting at the expense of the Company, and such meeting may be called by such person so designated upon the notice required for special meetings of shareholders and shall be held at the place for the holding of annual meetings of shareholders of the Company. Any holder of the Cumulative Preferred Stock so designated shall have access to the stock books of the Company for the purpose of causing said meeting to be called as aforesaid.

At any annual or special meeting held for the purpose of electing directors when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid, the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the class or classes of stock of the Company

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other than the Cumulative Preferred Stock entitled to elect directors as aforesaid shall be required to constitute a quorum of such class or classes for the election of directors by such class or classes, and the presence in person or by proxy of the holders of a majority of the total number of outstanding shares of the Cumulative Preferred Stock shall be required to constitute a quorum of such class for the election of directors by such class; provided, however, that a majority of those holders of the stock of either such class or classes who are present in person or by proxy shall have power to adjourn such meeting for the election of directors by such class from time to time without notice other than announcement at the meeting.

Upon the election of a majority of the Board of Directors by the holders of the Cumulative Preferred Stock, the term of office of all directors then in office shall terminate; and no delay or failure by the holders of other classes of stock in electing the remainder of the Board of Directors shall invalidate the election of a majority thereof by the holders of the Cumulative Preferred Stock.

Upon any termination of the right of the holders of the Cumulative Preferred Stock to elect members of the Board of Directors as aforesaid, the term of office of the directors then in office shall terminate upon the election of a majority of the Board of Directors, as then constituted, at a meeting of the holders of the class or classes of stock of the Company then entitled to vote for directors, which meeting may be held at any time after such termination of such right, and shall be called upon the request of holders of record of such class or classes of stock then entitled to vote for directors, in like manner and subject to similar conditions as hereinbefore in this Clause 7 provided with respect to the call of a special meeting of shareholders for the election of directors by the holders of the Cumulative Preferred Stock.

In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Cumulative Preferred Stock as aforesaid, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by the holders of the Cumulative Preferred Stock as aforesaid. Likewise, in case of any vacancy in the office of a director occurring (at a time when the holders of the Cumulative Preferred Stock shall be entitled to elect members of the Board of Directors as aforesaid) among the directors elected by the holders of the class or classes of stock of the Company other than the Cumulative Preferred Stock, or of a successor to any such director, the remaining directors so elected may elect, by affirmative vote of a majority thereof, or the remaining director so elected if there be but one, a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant, and such successor or successors shall be deemed to have been elected by such holders of the class or classes of stock of the Company other than the Cumulative Preferred Stock.

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Except as herein otherwise expressly provided and except when some mandatory provision of law shall be controlling, whenever shares of two or more series of the Cumulative Preferred Stock shall be outstanding, no particular series of the Cumulative Preferred Stock shall be entitled to vote as a separate series on any matter and all shares of the Cumulative Preferred Stock of all series shall be deemed to constitute but one class for any purpose for which a vote of the shareholders of the Company by classes may now or hereafter be required.

Clause 8. Upon any dissolution, liquidation, winding up or reduction of the capital stock of the Company resulting in a distribution of assets to its shareholders, holders of *Cumulative Preferred Stock of each series then outstanding, before any distribution of assets shall be made to the holders of Common Stock, shall be entitled to receive (a) in the event of any involuntary dissolution, liquidation or winding up of the Company, \$100 a share together with an amount equal to all accrued dividends thereon, and (b) in the event of any voluntary dissolution, liquidation or winding up of the Company or in the event of a reduction of the capital stock of the Company resulting in a distribution of assets to its shareholders, an amount equal to the redemption price then in effect of the Cumulative Preferred Stock of such series. If upon any such dissolution, liquidation or winding up of the Company or reduction of its capital stock, the assets so to be distributed among the holders of the Cumulative Preferred Stock shall be insufficient to permit the payment to such holders of the full preferential amounts aforesaid, then the entire assets of the Company shall be distributed ratably among the holders of the Cumulative Preferred Stock in proportion to the full preferential amounts to which they are respectively entitled as aforesaid. After payment to the holders of the Cumulative Preferred Stock of the full preferential amounts hereinbefore provided for, the holders of the Cumulative Preferred Stock, as such, shall have no right or claim to any of the remaining assets of the Company and the remaining assets to be distributed, if any, shall be distributed to the holders of the Common Stock.*

Clause 9. The holders of the Cumulative Preferred Stock shall have no right whatever to subscribe for or purchase or receive any part of any new or additional issue of stock of any class or securities convertible into stock of any class whether now or hereafter authorized and whether issued for cash, property or by way of dividends.

Clause 10: The term "accrued dividends", whenever used herein with respect to the Cumulative Preferred Stock of any series shall be deemed to mean that amount which would have been paid as dividends on the Cumulative Preferred Stock of such series to date had full dividends been paid thereon at the rate fixed for such series in accordance with the provisions of this Article Fourth, less in each case the amount of all dividends paid upon the shares of such series and the dividends deemed to have been paid as provided in Clause 3 hereof.

Clause 11. So long as any shares of the first series of Cumulative Preferred Stock shall be outstanding, the Company shall not, at any time after December 31, 1949, declare any dividend on any of its Common Stock, except dividends payable in shares of Common Stock of the Company, or purchase any shares of its Common Stock, or make any distribution of cash or property among its Common Stockholders, by the reduction of its

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capital stock or otherwise, unless, after giving effect to such dividend, purchase or distribution, the aggregate of all such dividends and all amounts applied to such purchases or so distributed subsequent to December 31, 1949, shall not exceed 75% of the net income of the Company subsequent to December 31, 1949, if, at the time of the declaration of such dividend or the making of such purchase or distribution, the aggregate of the par value of, or stated capital represented by, the outstanding shares of Common Stock of the Company and of the surplus of the Company shall be less than an amount equal to 25% of the total capitalization and surplus of the Company.

For the purposes of this Clause 11, the following terms shall have the following meanings:

(a) The term "net income of the Company" shall mean the gross earnings of the Company from all sources less all proper deductions for operating expenses, taxes (including income, excess profits and other taxes based on or measured by income or undistributed earnings or income), interest charges and other appropriate items, including provision for maintenance, retirements, depreciation and obsolescence in an amount not less than 1% of the amount of the operating revenues of the Company, and less all dividends paid or accrued on the Cumulative Preferred Stock of the Company which are applicable to the period subsequent to December 31, 1949, and otherwise determined in accordance with sound accounting practice. The term "operating revenues of the Company", as used in this paragraph, shall mean and include all operating revenues derived by the Company from the operation of its plants and properties remaining after deducting therefrom an amount equal to the aggregate cost to the Company of electricity, gas (natural, artificial or mixed), steam or water purchased and rentals paid for the use of property owned by others and leased to or operated by the Company and the maintenance of which and depreciation on which are borne by the owners.

(b) The term "total capitalization" shall mean the aggregate of the principal amount of all indebtedness of the Company outstanding in the hands of the public maturing more than twelve months after the date of issue or assumption thereof, plus the par value of, or stated capital represented by, the outstanding shares of all classes of stock of the Company.

(c) The term "surplus of the Company" shall include capital surplus, earned surplus and any other surplus of the Company.

#### VARIABLE TERMS OF EXISTING SERIES OF CUMULATIVE PREFERRED STOCK

Clause 12. There has been previously created and issued by resolution of the Board of Directors adopted October 25, 1945, an outstanding first series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 270,000 shares designated "Cumulative Preferred Stock, 4% Series", the shares of such series having the express terms

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and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 4% Series", and such series shall consist of 270,000 shares;

(b) The dividend rate of such series shall be 4% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$111 a share if the date fixed for redemption is prior to October 1, 1950; \$109.50 a share if the date fixed for redemption is October 1, 1950, or thereafter and prior to October 1, 1955; and \$108 a share if the date fixed for redemption is on or after October 1, 1955; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same or any other class or classes of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 12 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 13. There has been previously created and issued by resolution of the Board of Directors adopted March 10, 1958, an outstanding second series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 130,000 shares designated "Cumulative Preferred Stock, 4 3/4% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 4 3/4% Series", and such series shall consist of 130,000 shares;

(b) The dividend rate of such series shall be 4 3/4% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$106 a share if the date fixed for redemption is prior to April 1, 1963; \$104 a share if the date fixed for redemption is April 1, 1963, or thereafter and prior to April 1, 1968; \$102 a share if the date fixed for redemption is April 1, 1968, or thereafter and prior to April 1, 1973; and \$101 a share if the date fixed for redemption is on or after April 1, 1973; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided,

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however, the Company shall not on or prior to April 1, 1963 exercise its option to redeem any shares of the Cumulative Preferred Stock, 4 3/4% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an interest rate or interest cost (calculated in accordance with accepted financial practice), or such shares have a dividend rate or cost, to the Company so calculated, less than the dividend rate per annum of the Cumulative Preferred Stock, 4 3/4% Series;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 13 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 14. There has been previously created and issued by resolution of the Board of Directors adopted April 10, 1972, an outstanding third series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 400,000 shares designated "Cumulative Preferred Stock, 7.44% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 7.44% Series", and such series shall consist of 400,000 shares;

(b) The dividend rate of such series shall be 7.44% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$107.50 a share if the date fixed for redemption is prior to April 1, 1977; \$105.00 a share if the date fixed for redemption is April 1, 1977, or thereafter and prior to April 1, 1982; \$102.50 a share if the date fixed for redemption is April 1, 1982, or thereafter and prior to April 1, 1987; and \$101.00 a share if the date fixed for redemption is on or after April 1, 1987; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, the Company shall not, prior to April 1, 1977, exercise its option to redeem any shares of the Cumulative Preferred Stock, 7.44% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the

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Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 7.44% Series (in each case calculated to the second place in accordance with generally accepted financial practice);

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 14 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 15. There has been previously created and issued by resolution of the Board of Directors adopted June 17, 1974, an outstanding fourth series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 400,000 shares designated "Cumulative Preferred Stock, 9.28% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 9.28% Series", and such series shall consist of 400,000 shares;

(b) The dividend rate of such series shall be 9.28% a share per year;

(c) The prices at which the shares of such series may be redeemed shall be \$109.50 a share if the date fixed for redemption is prior to July 1, 1979; \$106.00 a share if the date fixed for redemption is July 1, 1979, or thereafter and prior to July 1, 1984; \$103.00 a share if the date fixed for redemption is July 1, 1984, or thereafter and prior to July 1, 1989; and \$101.00 a share if the date fixed for redemption is on or after July 1, 1989; in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, that the Company shall not, prior to July 1, 1979, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.28% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.28% Series (in each

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case calculated to the second place in accordance with generally accepted financial practice);

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 15 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 16. There has been previously created and issued by resolution of the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board of Directors, adopted July 12, 1990, an outstanding fifth series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 500,000 shares designated "Cumulative Preferred Stock, 9.15% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 9.15% Series", and such series shall consist of 500,000 shares;

(b) The dividend rate of such series shall be 9.15% a share per year;

(c) The prices at which the shares of such series may be redeemed are set forth below:

| Twelve Months<br>Beginning<br>July 1 | Redemption<br>Price Per<br>Share | Twelve Months<br>Beginning<br>July 1 | Redemption<br>Price Per<br>Share |
|--------------------------------------|----------------------------------|--------------------------------------|----------------------------------|
| 1990 .....                           | \$109.15                         | 1998 .....                           | \$104.27                         |
| 1991 .....                           | 108.54                           | 1999 .....                           | 103.66                           |
| 1992 .....                           | 107.93                           | 2000 .....                           | 103.05                           |
| 1993 .....                           | 107.32                           | 2001 .....                           | 102.44                           |
| 1994 .....                           | 106.71                           | 2002 .....                           | 101.83                           |
| 1995 .....                           | 106.10                           | 2003 .....                           | 101.22                           |
| 1996 .....                           | 105.49                           | 2004 .....                           | 100.61                           |
| 1997 .....                           | 104.88                           |                                      |                                  |

Doc ID -->

9438\_1473

and \$100.00 a share if the date fixed for redemption is on or after July 1, 2005, in each case plus an amount equal to all dividends accrued thereon to the date fixed for redemption; provided, however, that the Company shall not, prior to July 1, 1995, exercise its option to redeem any shares of the Cumulative Preferred Stock, 9.15% Series, as a part of or in anticipation of any refunding operation by the application, directly or indirectly, of borrowed funds or the proceeds of issue of any Cumulative Preferred Stock or any stock ranking prior to or on a parity with the Cumulative Preferred Stock if such borrowed funds have an effective interest cost, or such shares have a dividend cost, to the Company which is less than the annual dividend rate of the Cumulative Preferred Stock, 9.15% Series (in each case calculated to the second place in accordance with generally accepted financial practice).

(d) Beginning July 1, 1996 and on each July 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 25,000 shares of the series or, if less than 25,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the date fixed for redemption. The Company may redeem, at its option, on July 1 of each such year, not more than 25,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock.

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 16 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 17. There has been previously created and issued by resolution of the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board of Directors, adopted December 11, 1991, an outstanding sixth series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 800,000 shares designated "Cumulative Preferred Stock, 7 7/8% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 7 7/8% Series", and such series shall consist of 800,000 shares;

(b) The dividend rate of such series shall be 7 7/8% a share per year;

(c) The Cumulative Preferred Stock, 7 7/8% Series is not redeemable prior to January 1, 2004. The entire series is subject to mandatory redemption on January 1, 2004 at \$100 per share, plus accrued dividends to the redemption date;

(d) The shares of such series shall not be entitled to the benefit of any sinking fund to be applied to the purchase or redemption of shares of such series;

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 17 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

Clause 18. There has been previously created and issued by resolution of the Finance Committee of the Board of Directors of the Company, being theretofore duly authorized by the Board of Directors, adopted August 13, 1992, an outstanding seventh series of the Cumulative Preferred Stock authorized by this Article Fourth, consisting of 800,000 shares designated "Cumulative Preferred Stock, 7 3/8% Series", the shares of such series having the express terms and provisions stated in such Article Fourth and as provided in paragraphs (a) to (f), inclusive, of such resolution, to wit:

(a) The designation of such series shall be "Cumulative Preferred Stock, 7 3/8% Series", and such series shall consist of 800,000 shares;

(b) The dividend rate of such series shall be 7 3/8% a share per year;

(c) The Cumulative Preferred Stock, 7 3/8% Series is not redeemable on or before August 1, 2002. Thereafter, such series is redeemable, in whole or in part, at a redemption price equal to \$100 per share plus an amount equal to all dividends accrued thereon to the date fixed for redemption;

(d) Beginning August 1, 1998 and on each August 1 thereafter, as long as any shares of the series shall be outstanding, the Company shall acquire by redemption, as a mandatory sinking fund requirement and out of any funds legally available therefor, 40,000 shares of the series or, if less than 40,000 shares are then outstanding, such lesser number of shares, at a redemption price of \$100 a share, plus an amount equal to all accrued dividends thereon to the

Doc ID --> 9438\_1473

date fixed for redemption. The Company may redeem, at its option, on August 1 of each such year, not more than 40,000 additional shares at the same price. Such optional right of redemption will not be cumulative and will not reduce the mandatory sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the series acquired by the Company. To the extent the Company does not satisfy the mandatory sinking fund obligation in any year such obligation must be satisfied in the succeeding year or years. If the Company is in arrears in the redemption of the shares of the series pursuant to the mandatory sinking fund requirement, the Company shall not purchase or otherwise acquire for value, or pay dividends on, Common Stock.

(e) The shares of such series shall not be convertible into or exchangeable for shares of any other class or classes or of any other series of the same class of stock of the Company; and

(f) The issue of any additional shares of such series or any future series shall not, by reason of this Clause 18 of Article Fourth, be subject to any restrictions in addition to the restrictions set forth in the Articles of the Company.

ARTICLE FIFTH

These Amended Articles of Incorporation supersede and take the place of the existing Articles of Incorporation, as amended.

18

STATE OF CALIFORNIA  
COUNTY OF SAN FRANCISCO  
I, \_\_\_\_\_, Secretary of the Board of Directors of the Company, do hereby certify that the foregoing is a true and correct copy of the Amended Articles of Incorporation of the Company as the same have been amended.

\_\_\_\_\_  
Secretary of the Board of Directors of the Company

*Charters*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Musted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 3 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 17<sup>th</sup> day of  
March A.D. 2011



*Jon Musted*  
JON MUSTED  
Secretary of State

By: *Marcus Whitehead*

NOTICE: This is an official certification only when reproduced in red ink.

Doc ID --> 200609300254



| DATE:      | DOCUMENT ID  | DESCRIPTION           | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/03/2006 | 200609300254 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**  
Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE CINCINNATI GAS & ELECTRIC COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
MERGER/DOMESTIC

Document No(s):  
200609300254



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609300254



Presented by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 468-3710  
Toll Free 1-877-828-PRISM (6-877-767-3435)

|                                  |  |
|----------------------------------|--|
| Expeditious this Form is not     |  |
| <input checked="" type="radio"/> | PO Box 1350<br>Columbus, OH 43216<br>— Number as assigned by the OS— |
| <input type="radio"/>            | PO Box 1379<br>Columbus, OH 43216                                    |

www.ohio.gov  
e-mail: secretary@ios.state.oh.us

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
R1444879

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changed through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the State of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_

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**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

Name: \_\_\_\_\_  
NOTE: P.O. Box addresses are NOT acceptable.  
City, State or territory: \_\_\_\_\_, Ohio (do not)

(This form MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

(The acceptance of agent must be submitted by the surviving entity if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

Name: \_\_\_\_\_  
NOTE: P.O. Box addresses are NOT acceptable.  
City, State or territory: \_\_\_\_\_, Ohio (do not)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

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B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 170A.021

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Membership Foreignly chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_

(c.) The location of the main office (non-Ohio) shall be:

Street address: \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.  
City, town, or village: \_\_\_\_\_ County: \_\_\_\_\_ State: \_\_\_\_\_ Zip code: \_\_\_\_\_

(d.) The principal office location in the state of Ohio shall be:

Street address: \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.  
City, town, or village: \_\_\_\_\_ County: \_\_\_\_\_ State: \_\_\_\_\_ Zip code: \_\_\_\_\_

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b.) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c.) The limited liability company was organized or implemented on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

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(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) \_\_\_\_\_ (NOTE: P.O. Box addresses are NOT acceptable)  
\_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

2. Foreign Qualifying Limited Partnership  
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is \_\_\_\_\_

(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state of organization is:

(street address) \_\_\_\_\_ (NOTE: P.O. Box addresses are NOT acceptable)  
\_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The limited partnership's principal office address is:

(street address) \_\_\_\_\_ (NOTE: P.O. Box addresses are NOT acceptable)  
\_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(f.) Refer to (e.) above to cover this item. Please attach a separate sheet listing the general partners and their respective addresses.

(g.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) \_\_\_\_\_ (NOTE: P.O. Box addresses are NOT acceptable)  
\_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

Doc ID --> 200609300254

The limited partnership hereby certifies that it shall maintain sufficient funds and the registration of this limited partnership in Ohio is cancelled or withdrawn.

4. Foreign Qualifying Partnership Having Limited LIABILITY

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (circle into (1) or (2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(If the partnership does NOT have a principal office in Ohio, then item (b) shall be completed.)

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, \_\_\_\_\_ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is \_\_\_\_\_

Doc ID --> 200609300254

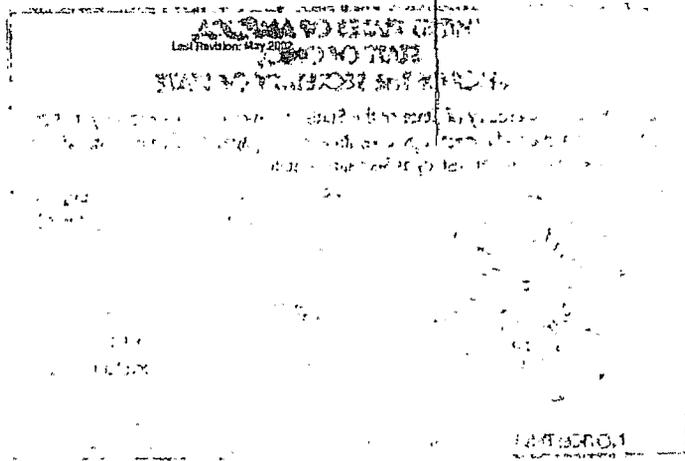
The undersigned certifies that the following has caused this certificate of change to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|   |  |
|---|--|
| The Cincinnati Gas & Electric Company<br>(Name of entity) | Duke Energy Ltd, LLC<br>(Name of entity) |
| By: <u>[Signature]</u>                                    | By: <u>[Signature]</u>                   |
| Vice President and CEO                                    | Vice President                           |
| Date: April 1, 2009                                       | Date: April 1, 2009                      |

|                  |                  |
|------------------|------------------|
| (Name of entity) | (Name of entity) |
| By: _____        | By: _____        |
| Title: _____     | Title: _____     |
| Date: _____      | Date: _____      |
| (Name of entity) | (Name of entity) |
| By: _____        | By: _____        |
| Title: _____     | Title: _____     |
| Date: _____      | Date: _____      |
| (Name of entity) | (Name of entity) |
| By: _____        | By: _____        |
| Title: _____     | Title: _____     |
| Date: _____      | Date: _____      |
| (Name of entity) | (Name of entity) |
| By: _____        | By: _____        |
| Title: _____     | Title: _____     |
| Date: _____      | Date: _____      |

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Page 7 of 7



*WORKER#*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus Ohio, this 11 day of  
March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Muhammad Kehiteh*

NOTICE: This is an official certification only when reproduced in red ink

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| DATE:      | DOCUMENT ID  | DESCRIPTION           | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/03/2006 | 200609300258 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | 00   | .00  |

Receipt  
This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

STATE OF OHIO  
CERTIFICATE  
Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
THE CINCINNATI GAS & ELECTRIC COMPANY  
and, that said business records show the filing and recording of:

Document(s)  
MERGER/DOMESTIC

Document No(s):  
200609300258



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609300258

| DATE:      | DOCUMENT ID  | DESCRIPTION                   | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|-------------------------------|--------|-------|---------|------|------|
| 04/03/2006 | 200609300258 | MERGED OUT OF EXISTENCE (MEX) | .00    | .00   | .00     | .00  | 00   |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

1196533

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**DUKE ENERGY HANGING ROCK, LLC**

and, that said business records show the filing and recording of:

Document(s)  
MERGED OUT OF EXISTENCE

Document No(s):  
200609300258



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID -->

200609300258



Presented by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 466-3910  
Toll Free: 1-877-SCS-4111; (1-877-767-3453)

www.state.oh.us/soa  
e-mail: secretary@state.ohio.gov

|  |  |
|--|--|
| Expected Date For Completion           |  |
| <input checked="" type="checkbox"/> PO | PO Box 1300<br>Columbus, OH 43216<br>-- Returns as Mailed by #409 -- |
| <input type="checkbox"/> A             | PO Box 1329<br>Columbus, OH 43218                                    |

2006 MAR 31 PM 3:59

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(14-8007)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through this merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the State of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_

Doc ID -->

200609300258

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) \_\_\_\_\_ (NOTE: P.O. Box Addresses are NOT acceptable.)  
\_\_\_\_\_, Ohio  
(city, village or township) (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

(The acceptance of agent must be completed by the surviving entity if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or regulations of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) \_\_\_\_\_ (NOTE: P.O. Box Addresses are NOT acceptable.)  
\_\_\_\_\_, Ohio  
(city, village or township) (zip code)

The entity, surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership or partnership having limited liability's license or registration to do business in Ohio expires or is cancelled.

Doc ID --> 200609300258

B. The qualifying entity who states as follows: (Complete only if applicable)

1. Foreign Entity Under Section 179D.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, the following information must be completed.)

(a.) The name of the Foreign National/Foreignly controlled bank, savings bank, or savings and loan association is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c.) The location of the main office (not-Chile) shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The principal office location in the state of Ohio shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) Ohio (zip code) \_\_\_\_\_

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will maintain the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)  
\_\_\_\_\_  
\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b.) The name under which the limited liability company desires to transact business in Ohio is: \_\_\_\_\_

(c.) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

Doc ID --> 200609300258

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership  
(If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a) The name of the limited partnership is

\_\_\_\_\_

(b) The limited partnership was formed on \_\_\_\_\_

(c) The address of the office of the limited partnership in its state/country of organization is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (country) (zip code)

(d) The limited partnership's principal office address is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (country) (zip code)

(e) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) **NOTE: P.O. Box Addresses are NOT acceptable.**

(city, township, or village) (state) (country) (zip code)

Doc ID --> 200609300258

The limited partnership hereby certifies that it shall maintain said records and the registration of the limited partnership in Ohio is current and in full force.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(1) or b(2)).

(1.) The address of the partnership's principal office in Ohio is:

(street address) \_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio  
(city, township, or township) \_\_\_\_\_ (zip code)

(If the partnership does not have a principal office in Ohio, then item b(2) must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

(street address) \_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio  
(city, township, or township) \_\_\_\_\_ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) \_\_\_\_\_  
(street address) \_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio  
(city, township or township) \_\_\_\_\_ (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

\_\_\_\_\_  
(e.) The business which the partnership engages in is:  
\_\_\_\_\_  
\_\_\_\_\_

Doc ID -> 200609300258

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|  |  |
|--|--|
| <u>The Cincinnati Gas &amp; Electric Company</u><br>(Exact name of entity) | <u>Duke Energy (Hanging Rock), LLC</u><br>(Exact name of entity) |
| By: <u>[Signature]</u>   | By: <u>[Signature]</u>   |
| As: <u>Group Executive and CEO</u>   | As: <u>Vice President</u>  |
| Date: <u>April 1, 2006</u>   | Date: <u>April 1, 2006</u>                                       |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| As: _____              | As: _____              |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| As: _____              | As: _____              |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| As: _____              | As: _____              |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| As: _____              | As: _____              |
| Date: _____            | Date: _____            |

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Page 7 of 7

STAFF AND MANAGEMENT LIST FOR MERGER  
Last Revised: 11/10/05

STAFF AND MANAGEMENT LIST FOR MERGER  
Last Revised: 11/10/05

STAFF AND MANAGEMENT LIST FOR MERGER  
Last Revised: 11/10/05

STAFF AND MANAGEMENT LIST FOR MERGER  
Last Revised: 11/10/05

STAFF AND MANAGEMENT LIST FOR MERGER  
Last Revised: 11/10/05

*MARKER #*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 9 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 17<sup>th</sup> day of  
March A.D. 2011

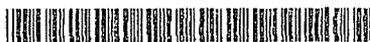


*Jon Husted*  
JON HUSTED  
Secretary Of State

*Maura Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> 200609400276



| DATE:      | DOCUMENT ID  | DESCRIPTION                | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|----------------------------|--------|--------|---------|------|------|
| 04/04/2006 | 200609400276 | MISCELLANEOUS FILING (MIS) | 50.00  | 100.00 | .00     | .00  | 00   |

**Receipt**

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM  
17 S. HIGH STREET  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THE CINCINNATI GAS & ELECTRIC COMPANY**

and, that said business records show the filing and recording of:

Document(s)  
MISCELLANEOUS FILING

Document No(s):  
200609400276



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609400276

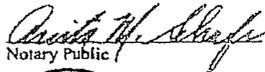
Affidavit of Certificate of Merger Filing  
for  
The Cincinnati Gas & Electric Company

1. I, Richard G. Beach, do hereby certify that I am a duly elected and acting Assistant Secretary for The Cincinnati Gas & Electric Company.
2. I also further certify that a Certificate of Merger, merging Duke Energy Hanging Rock, LLC, a Delaware limited liability company, with and into The Cincinnati Gas & Electric Company was filed on March 31, 2006 with an effective date of April 3, 2006 at 8 o'clock A.M.
3. I also further certify that because of unexpected issues with a merger between Duke Energy Corporation, the ultimate parent company of Duke Energy Hanging Rock, LLC, and Cinergy Corp., the parent of The Cincinnati Gas & Electric Company, the merger between Duke Energy Hanging Rock, LLC and The Cincinnati Gas & Electric Company can not occur on April 3, 2006 at 8 o'clock A.M.

FURTHER AFFIANT SAYETH NAUGHT.

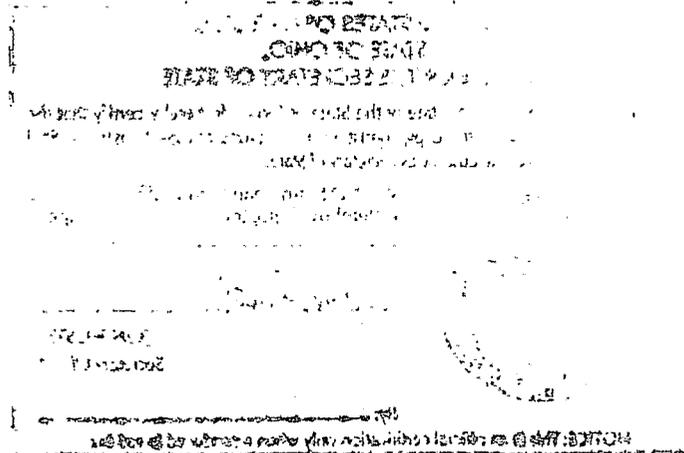
  
Richard G. Beach  
Assistant Secretary

Sworn to before me and subscribed in my presence on this 3<sup>rd</sup> day of April, 2006.

  
Notary Public



ANITA M. SCHAFER  
Notary Public, State of Ohio  
My Commission Expires  
November 4, 2009



*Charters*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 9 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

*Sharon Mitchell*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> 200609400280



| DATE:      | DOCUMENT ID  | DESCRIPTION                | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|----------------------------|--------|--------|---------|------|------|
| 04/04/2006 | 200609400280 | MISCELLANEOUS FILING (MIS) | 53.00  | 100.00 | .03     | .00  | .03  |

**Receipt**

This is not a bill. Please do not remit payment.

C.T. CORPORATION SYSTEM  
17 S. HIGH STREET  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**  
Ohio Secretary of State, J. Kenneth Blackwell  
47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE CINCINNATI GAS & ELECTRIC COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
MISCELLANEOUS FILING

Document No(s):  
200609400280



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

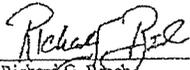
*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609400280

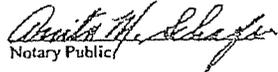
Affidavit of Certificate of Merger Filing  
for  
The Cincinnati Gas & Electric Company

1. I, Richard G. Beech, do hereby certify that I am a duly elected and acting Assistant Secretary for The Cincinnati Gas & Electric Company.
2. I also further certify that a Certificate of Merger, merging Duke Energy Fayette, LLC, a Delaware limited liability company, with and into The Cincinnati Gas & Electric Company was filed on March 31, 2006 with an effective date of April 3, 2006 at 8 o'clock A.M.
3. I also further certify that because of unexpected issues with a merger between Duke Energy Corporation, the ultimate parent company of Duke Energy Fayette, LLC, and Cinergy Corp., the parent of The Cincinnati Gas & Electric Company, the merger between Duke Energy Fayette, LLC and The Cincinnati Gas & Electric Company can not occur on April 3, 2006 at 8 o'clock A.M.

FURTHER AFFIANT SAYETH NAUGHT.

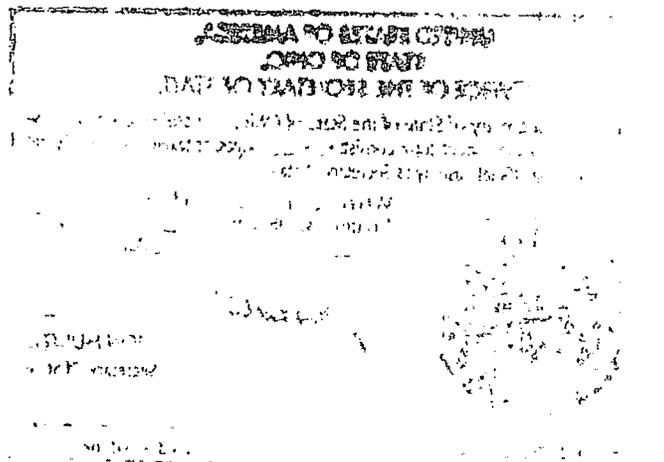
  
Richard G. Beech  
Assistant Secretary

Sworn to before me and subscribed in my presence on this 3<sup>rd</sup> day of April, 2006.

  
Notary Public



ANITA M. SCHAFER  
Notary Public, State of Ohio  
My Commission Expires  
November 4, 2009



*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 14<sup>th</sup> day of  
March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Murray Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> 200609300260



| DATE:      | DOCUMENT ID  | DESCRIPTION           | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/03/2006 | 200609300260 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**  
Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE CINCINNATI GAS & ELECTRIC COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
**MERGER/DOMESTIC**

Document No(s):  
**200609300260**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID -->

200609300260



Prepared by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 466-3910  
Toll Free 1-877-644-PRISM (7-677-767-7433)

|                                  |  |
|----------------------------------|--|
| Express this Form returned       |  |
| <input checked="" type="radio"/> | PO Box 1330<br>Columbus, OH 43210<br>** Return to address on file ** |
| <input type="radio"/>            | PO Box 1338<br>Columbus, OH 43210                                    |

www.state.ohio.gov  
e-mail: bureau@sos.state.oh.us

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(104-0611)

In accordance with the requirements of Ohio law, the undersigned corporations, trusts, savings banks, savings and loan, limited liability companies, limited partnerships, and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Completion only if name of surviving entity is changed through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47308
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

2006 MAR 31 PM 3:59

Doc ID --> 200609300260

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio.

**II. MERGING ENTITY**

The name, characteristics, registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entity merging out of existence are set forth on this form. If insufficient space is provided to describe all merging entities, please attach a separate sheet listing the merging entities.

~~PLEASE PRINT OR TYPE CLEARLY AND LEGIBLY~~

| Name / charter, license or registration number | State/Country of Organization | Type of Entity |
|--|-------------------------------|----------------|
| Duke Energy Vermilion, LLC                     | Delaware                      | LLC            |
|  |                               |                |
|  |                               |                |

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom which eligible persons may obtain a copy of the agreement of merger upon written request:

The Cincinnati Gas & Electric Company      139 E. Fourth Street  
 Cincinnati, Ohio      45202  
 (city, village or township)      (state)      (zip code)

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on: 4/27/2005, 0:00 A.M. (If a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing; if no date is specified, the date of filing will be the effective date of the merger.)

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state or country under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

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**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) \_\_\_\_\_ (state) OHIO (NOTE: P.O. Box Addresses are NOT acceptable.)  
(city, village or township) \_\_\_\_\_ (city) \_\_\_\_\_ (zip code) \_\_\_\_\_

(This form MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent: \_\_\_\_\_

(The acceptance of agent must be completed by the surviving entity if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entities shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.  
 Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership or partnership having limited liability's license or registration to do business in Ohio expires or is canceled.

(name) \_\_\_\_\_ (state) OHIO (NOTE: P.O. Box Addresses are NOT acceptable.)  
(city, village or township) \_\_\_\_\_ (city) \_\_\_\_\_ (zip code) \_\_\_\_\_

Doc ID --> 200609300260

**B. The qualifying entity also makes us to form (Complete only if applicable)**

**1. Foreign Branch Under Section 1792(b)**  
(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign National/Federally chartered bank, savings bank, or savings and loan institution is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c.) The location of the main office (non-Ohio) shall be:

(Print address) \_\_\_\_\_ NOTE: P.O. Box address are NOT acceptable.  
\_\_\_\_\_  
(City, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The principal office location in the state of Ohio shall be:

(Print address) \_\_\_\_\_ NOTE: P.O. Box address are NOT acceptable.  
\_\_\_\_\_  
(City, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (zip code) \_\_\_\_\_

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)  
\_\_\_\_\_  
\_\_\_\_\_

**2. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b.) The name under which the limited liability company desires to conduct business in Ohio is \_\_\_\_\_

(c.) The limited liability company was organized or incorporated \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

Doc ID -> 200609300260

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable  
 (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

3. Foreign Qualifying Limited Partnership  
 (If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a) The name of the limited partnership is \_\_\_\_\_

(b) The limited partnership was formed on \_\_\_\_\_

(c) The address of the office of the limited partnership to its administrative organization is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable  
 (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d) The limited partnership's principal office address is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable  
 (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e) The names and business or residential addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(If insufficient space to cover the data, please attach a separate sheet listing the general partners and their respective addresses.)

(f) The address of the office where a list of the names and business or residential addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable  
 (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

Doc ID --> 200609300260

The limited partnership hereby certifies that it shall maintain such records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item (1) or (2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

If the partnership does not have a principal office in Ohio, then items (2) must be completed:

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_  
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

Doc ID --> 200609300260

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|  |  |
|--|--|
| <u>The Cincinnati Gas &amp; Electric Company</u><br>(Exact name of entity) | <u>Duke Energy Versailles, LLC</u><br>(Exact name of entity) |
| By: <u>[Signature]</u>   | By: <u>[Signature]</u>                                       |
| Title: <u>Group Executive and COO</u>                                      | Title: <u>Vice President</u>                                 |
| Date: <u>April 1, 2003</u>   | Date: <u>April 1, 2003</u>                                   |

(Exact name of entity) (Exact name of entity)

By: \_\_\_\_\_ By: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

(Exact name of entity) (Exact name of entity)

By: \_\_\_\_\_ By: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

(Exact name of entity) (Exact name of entity)

By: \_\_\_\_\_ By: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

(Exact name of entity) (Exact name of entity)

By: \_\_\_\_\_ By: \_\_\_\_\_

Title: \_\_\_\_\_ Title: \_\_\_\_\_

Date: \_\_\_\_\_ Date: \_\_\_\_\_

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Page 7 of 7

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APR 1 2003

U.S. DEPARTMENT OF JUSTICE

FEDERAL BUREAU OF INVESTIGATION

WASHINGTON, D.C. 20535

SEARCHED SERIALIZED INDEXED FILED

APR 1 2003

U.S. DEPARTMENT OF JUSTICE

FEDERAL BUREAU OF INVESTIGATION

WASHINGTON, D.C. 20535

*WALTER*  
*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Musted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 14<sup>th</sup> day of March A.D. 2011



*Jon Musted*  
JON MUSTED  
Secretary of State

By *Maureen Whitehead*

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| 04/04/2006 | 200609400274 | MISCELLANEOUS FILING (MIS) | 50.00  | 100.00 | .00     | .00  | .00  |

**Receipt**

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G.T. CORPORATION SYSTEM  
17 S. HIGH STREET  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THE CINCINNATI GAS & ELECTRIC COMPANY**

and, that said business records show the filing and recording of:

Document(s)  
MISCELLANEOUS FILING

Document No(s):  
200609400274



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

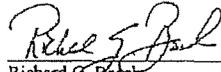
*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609400274

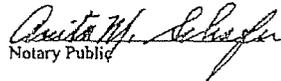
Affidavit of Certificate of Merger Filing  
for  
The Cincinnati Gas & Electric Company

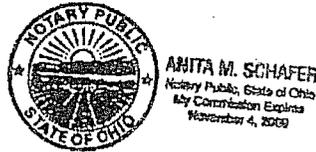
1. I, Richard G. Beach, do hereby certify that I am a duly elected and acting Assistant Secretary for The Cincinnati Gas & Electric Company.
2. I also further certify that a Certificate of Merger, merging Duke Energy Lee, LLC, a Delaware limited liability company, with and into The Cincinnati Gas & Electric Company was filed on March 31, 2006 with an effective date of April 3, 2006 at 8 o'clock A.M.
3. I also further certify that because of unexpected issues with a merger between Duke Energy Corporation, the ultimate parent company of Duke Energy Lee, LLC, and Cinergy Corp., the parent of The Cincinnati Gas & Electric Company, the merger between Duke Energy Lee, LLC and The Cincinnati Gas & Electric Company can not occur on April 3, 2006 at 8 o'clock A.M.

FURTHER AFFIANT SAYETH NAUGHT.

  
Richard G. Beach  
Assistant Secretary

Sworn to before me and subscribed in my presence on this 3<sup>rd</sup> day of April, 2006.

  
Anita M. Schaffer  
Notary Public



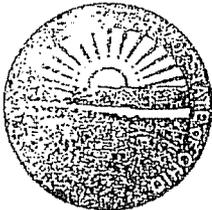
*[Faint, mostly illegible text and markings, possibly a stamp or additional signature area]*

*CHAVARRIA*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 14<sup>th</sup> day of  
March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary of State

By: *Shanna Whitehead*

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| 04/04/2006 | 200609400278 | MISCELLANEOUS FILING (MIS) | 50.00  | 100.00 | .00     | .00  | .00  |

**Receipt**

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C.T. CORPORATION SYSTEM  
17 S. HIGH STREET  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**  
Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**THE CINCINNATI GAS & ELECTRIC COMPANY**  
and, that said business records show the filing and recording of:

Document(s)  
MISCELLANEOUS FILING

Document No(s):  
200609400278



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 3rd day of April, A.D.  
2006.

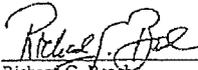
*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200609400278

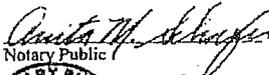
Affidavit of Certificate of Merger Filing  
for  
The Cincinnati Gas & Electric Company

1. I, Richard G. Beach, do hereby certify that I am a duly elected and acting Assistant Secretary for The Cincinnati Gas & Electric Company.
2. I also further certify that a Certificate of Merger, merging Duke Energy Vermillion, L.L.C, a Delaware limited liability company, with and into The Cincinnati Gas & Electric Company was filed on March 31, 2006 with an effective date of April 3, 2006 at 8 o'clock A.M.
3. I also further certify that because of unexpected issues with a merger between Duke Energy Corporation, the ultimate parent company of Duke Energy Vermillion, L.L.C, and Cinergy Corp., the parent of The Cincinnati Gas & Electric Company, the merger between Duke Energy Vermillion, L.L.C and The Cincinnati Gas & Electric Company can not occur on April 3, 2006 at 8 o'clock A.M.

FURTHER AFFIANT SAYETH NAUGHT.

  
Richard G. Beach  
Assistant Secretary

Sworn to before me and subscribed in my presence on this 3<sup>rd</sup> day of April, 2006.

  
Notary Public  
  
ANITA M. SCHAFER  
Notary Public, State of Ohio  
My Commission Expires  
November 4, 2009

*[Faint, mostly illegible text and stamps at the bottom of the page, possibly including a date stamp and other administrative markings.]*

*Chart #*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of *2* pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this *17th* day of *March*, A.D. *2011*



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Maura Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

Doc ID --> 200610400264



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|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/14/2006 | 200610400264 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

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CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

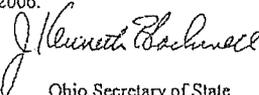
|   |  |
|---|--|
| <b>STATE OF OHIO</b><br><b>CERTIFICATE</b><br>Ohio Secretary of State, J. Kenneth Blackwell<br>47309  |  |
| It is hereby certified that the Secretary of State of Ohio has custody of the business records for<br><b>THE CINCINNATI GAS &amp; ELECTRIC COMPANY</b><br>and, that said business records show the filing and recording of: |  |
| Document(s)<br><b>MERGER/DOMESTIC</b>   | Document No(s):<br><b>200610400264</b>   |
| <br>United States of America<br>State of Ohio<br>Office of the Secretary of State  | Witness my hand and the seal of<br>the Secretary of State at Columbus,<br>Ohio this 10th day of April, A.D.<br>2006.<br><i>J. Kenneth Blackwell</i><br>Ohio Secretary of State |

Doc ID --> 200610400264

| DATE:      | DOCUMENT ID  | DESCRIPTION                   | FILING | EXPED | PENALTY | CERT | COPY |
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| 04/14/2006 | 200610400264 | MERGED OUT OF EXISTENCE (MEX) | .00    | .00   | .00     | .00  | .00  |

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CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

|   |   |
|---|---|
| <b>STATE OF OHIO</b><br><b>CERTIFICATE</b><br>Ohio Secretary of State, J. Kenneth Blackwell<br>1153049  |   |
| It is hereby certified that the Secretary of State of Ohio has custody of the business records for<br><b>DUKE ENERGY WASHINGTON, LLC</b><br>and, that said business records show the filing and recording of: |   |
| Document(s)<br><b>MERGED OUT OF EXISTENCE</b>   | Document No(s):<br><b>200610400264</b>  |
| <br>United States of America<br>State of Ohio<br>Office of the Secretary of State  | Witness my hand and the seal of<br>the Secretary of State at Columbus,<br>Ohio this 10th day of April, A.D.<br>2006.<br><br>Ohio Secretary of State |

Doc ID --> 200610400264



Prescribed by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Ohio: (614) 466-3910  
Toll Free: 1-877-507-7111; (1-877-757-3453)

www.state.oh.us/secos  
e-mail: busserve@secos.state.oh.us

|  |                                   |
|--|-----------------------------------|
| Expedite this Form: please fax             |                                   |
| <input type="radio"/> Yes                  | PO Box 1390<br>Columbus, OH 43216 |
| --- Expires on additional fee of \$125 --- |                                   |
| <input type="radio"/> No                   | PO Box 1320<br>Columbus, OH 43216 |

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(164-468)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

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- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio.

**II. MERGING ENTITY**  
The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entities merging out of existence are as follows (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities.)

| Name / charter, license or registration number | State/Country of Organization | Type of Entity |
|--|-------------------------------|----------------|
| Duke Energy Washington, LLC; 1153049           | Delaware                      | LLC            |
|  |                               |                |
|  |                               |                |

**III. MERGER AGREEMENT ON FILE**  
The name and mailing address of the person or entity from whom eligible persons may obtain a copy of the agreement of merger upon written request:

The Cincinnati Gas & Electric Company      139 E. Fourth Street  
(name)      (street)      (NOTE: P.O. Box addresses are NOT acceptable.)  
Cincinnati      OH      45202  
(city, village or township)      (state)      (zip code)

**IV. EFFECTIVE DATE OF MERGER**  
This merger is to be effective on: \_\_\_\_\_ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**  
The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

Doc ID --> 200610400264

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) \_\_\_\_\_ (state) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio  
(city, village or township) \_\_\_\_\_ (zip code) \_\_\_\_\_

(This form MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

(The acceptance of agent must be completed by the surviving entity if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.  
 Amendments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) \_\_\_\_\_ (state) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio  
(city, village or township) \_\_\_\_\_ (zip code) \_\_\_\_\_

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found, if the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

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B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 170D-031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign National/Federally chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c) The location of the main office (non-Ohio) shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d) The principal office location in the state of Ohio shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.

(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ Ohio \_\_\_\_\_ (zip code) \_\_\_\_\_

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted, a general clause is not sufficient)  
\_\_\_\_\_  
\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

Doc ID --> 200610400264

(d.) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

3. Foreign Qualifying Limited Partnership  
 (If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is \_\_\_\_\_  
 (b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:  
 (street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The limited partnership's principal office address is:  
 (street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |

(If insufficient space to cover this form, please attach a separate sheet listing the general partners and their respective addresses.)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:  
 (street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

Doc ID --> 200610400264

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4 Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(i) or b(ii)).

(1) The address of the partnership's principal office in Ohio is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) \_\_\_\_\_ (zip code)

(If the partnership does not have a principal office in Ohio, then item b(2) must be completed.)

(2) The address of the partnership's principal office (Non-Ohio):

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, \_\_\_\_\_ \_\_\_\_\_  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

(name) \_\_\_\_\_  
(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) \_\_\_\_\_ (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed \_\_\_\_\_

(e.) The business which the partnership engages in is: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



*Walter*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 1 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 11<sup>th</sup> day of March, A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Shamus Whitehead*

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| 04/14/2006 | 200610400266 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**THE CINCINNATI GAS & ELECTRIC COMPANY**

and, that said business records show the filing and recording of:

Document(s)  
MERGER/DOMESTIC

Document No(s):  
200610400266



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 10th day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200610400266

| DATE:      | DOCUMENT ID  | DESCRIPTION                   | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|-------------------------------|--------|-------|---------|------|------|
| 04/14/2006 | 200610400266 | MERGED OUT OF EXISTENCE (MEX) | .00    | .00   | .00     | .00  | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**  
Ohio Secretary of State, J. Kenneth Blackwell

1196533

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
**DUKE ENERGY HANGING ROCK, LLC**  
and, that said business records show the filing and recording of:

Document(s)  
**MERGED OUT OF EXISTENCE**

Document No(s):  
**200610400266**



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 10th day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID -->

200610400266



Presented by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 466-3940  
Toll Free: 1-877-808-1031; (1-877-767-3453)

www.ohio.gov  
e-mail: business@sec.state.oh.us

|                                  |   |
|----------------------------------|---|
| Expedite this Form (per fee)     |   |
| <input checked="" type="radio"/> | PO Box 1380<br>Columbus, OH 43216<br><i>Requires an additional fee of \$100</i> |
| <input type="radio"/>            | PO Box 1326<br>Columbus, OH 43216   |

2006 APR 10 PM 4:05

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(184-0255)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

*(Complete only if name of surviving entity is changing through the merger)*

C. The surviving entity is: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47209
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

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**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

\_\_\_\_\_  
(name) (street) *NOTE: P.O. Box Addresses are NOT acceptable.*

\_\_\_\_\_  
(city, village or township) Ohio (zip code)

*(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)*

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

S\_\_\_\_\_  
(Signature of Agent)

*(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)*

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate form) of the surviving domestic entity have been amended.  
 Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) (street) *NOTE: P.O. Box Addresses are NOT acceptable.*

\_\_\_\_\_  
(city, village or township) Ohio (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

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200610400266

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Branch Under Section 1703.031

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c.) The location of the main office (not Ohio) shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, townships, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The principal office location in the state of Ohio shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, townships, or village) \_\_\_\_\_ (county) \_\_\_\_\_ Ohio \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:

(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

\_\_\_\_\_  
\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b.) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c.) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

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(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

Street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

3. Foreign Qualifying Limited Partnership  
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a) The name of the limited partnership is \_\_\_\_\_

(b) The limited partnership was formed on \_\_\_\_\_

(c) The address of the office of the limited partnership in its state/country of organization is:

Street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d) The limited partnership's principal office address is:

Street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(f) In order to post to court this form, please attach a separate sheet listing the general partners and their respective addresses)

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

Street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
(city, township, or village) \_\_\_\_\_ (country) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

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The limited partnership hereby certifies that it shall remain in said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then items b(1) must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, \_\_\_\_\_ (state) \_\_\_\_\_ (zip code)  
(city, township, or village)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

\_\_\_\_\_  
(e.) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_

Doc ID -->

200610400266

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|   |   |
|---|---|
| The Cincinnati Gas & Electric Company<br>(Exact name of entity) | Duke Energy Hocking Rock, LLC<br>(Exact name of entity) |
| By: <u>[Signature]</u>  | By: <u>[Signature]</u>                                  |
| Its: <u>Signip Executive and CEO</u>                            | Its: <u>Vice President</u>                              |
| Date: <u>4-10-04</u>  | Date: <u>4-12-04</u>                                    |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

551

Page 7 of 7

STATE OF OHIO  
DEPARTMENT OF REVENUE  
COLUMBUS, OHIO

APR 12 2004

RECEIVED



*47309* UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Musted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy consisting of 1 page, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 17<sup>th</sup> day of March, A.D. 2011



*Jon Musted*  
JON MUSTED  
Secretary of State

By: *Merrilee Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

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| DATE:      | DOCUMENT ID  | DESCRIPTION           | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/14/2006 | 200610400268 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | 00   |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

|   |  |
|---|--|
| <b>STATE OF OHIO</b><br><b>CERTIFICATE</b><br>Ohio Secretary of State, J. Kenneth Blackwell<br>47309  |  |
| It is hereby certified that the Secretary of State of Ohio has custody of the business records for<br><b>THE CINCINNATI GAS &amp; ELECTRIC COMPANY</b><br>and, that said business records show the filing and recording of: |  |
| Document(s)<br><b>MERGER/DOMESTIC</b>   | Document No(s):<br><b>200610400268</b>   |
| <br>United States of America<br>State of Ohio<br>Office of the Secretary of State  | Witness my hand and the seal of<br>the Secretary of State at Columbus,<br>Ohio this 10th day of April, A.D.<br>2006.<br><i>J. Kenneth Blackwell</i><br>Ohio Secretary of State |

Doc ID --> 200610400268



Prescribed by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Ohio: (614) 466-2910  
Toll Free: 1-877-SCS-FILR (1-877-767-3453)

[www.state.oh.us/soa](http://www.state.oh.us/soa)  
e-mail: [business@soa.state.oh.us](mailto:business@soa.state.oh.us)

|                           |  |
|---------------------------|--|
| Express this Form:        |  |
| <input type="radio"/> Yes | PO Box 1390<br>Columbus, OH 43216<br>Requires an additional fee of \$20.00 |
| <input type="radio"/> No  | PO Box 3329<br>Columbus, OH 43216  |

2006 APR 10 PM 1:06

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(1644225)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, existing to effect a merger, set forth the following facts:

**1. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

D. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio, \_\_\_\_\_
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio, \_\_\_\_\_
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_



Doc ID --> 200610400268

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) \_\_\_\_\_ (street) NOTE: P.O. Box addresses are NOT acceptable

\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

*(This form MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio)*

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

*(The acceptance of agent must be completed by the surviving entity if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)*

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified herein, the merging entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.  
 Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) \_\_\_\_\_ (street) NOTE: P.O. Box addresses are NOT acceptable

\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

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B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Notice Under Section 1703.431

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign Nationally Federally chartered bank, savings bank, or savings and loan association is:

\_\_\_\_\_

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business:

\_\_\_\_\_

\_\_\_\_\_

(c) The location of the main office (non-Ohio) shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.

(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d) The principal office location in the state of Ohio shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box addresses are NOT acceptable.

(city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(Please note, if there will not be an office in the state of Ohio, please DO NOT write.)

(e) The corporation will ascertain the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)

\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the limited liability company in its state of organization/registration is

\_\_\_\_\_

(b) The name under which the limited liability company desires to transact business in Ohio is

\_\_\_\_\_

(c) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

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(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

3. Foreign Qualifying Limited Partnership  
 (If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a.) The name of the limited partnership is \_\_\_\_\_

(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(d.) The limited partnership's principal office address is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
 (city, township, or village) \_\_\_\_\_ (county) \_\_\_\_\_ (state) \_\_\_\_\_ (zip code) \_\_\_\_\_

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200610400268

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is canceled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then item b(2) must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

(e.) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_

Doc ID -->

200610400268

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|  |   |
|--|---|
| The Cincinnati Gas & Electric Company<br><small>(Exact name of entity)</small> | Duke Energy Lee, LLC<br><small>(Exact name of entity)</small> |
| By: <u>[Signature]</u>   | By: <u>[Signature]</u>  |
| Title: <u>Group Executive and COO</u>  | Title: <u>Vice President</u>                                  |
| Date: <u>4-10-06</u>   | Date: <u>4-10-06</u>  |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Title: _____                          | Title: _____                          |
| Date: _____                           | Date: _____                           |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Title: _____                          | Title: _____                          |
| Date: _____                           | Date: _____                           |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Title: _____                          | Title: _____                          |
| Date: _____                           | Date: _____                           |

|                                       |                                       |
|---------------------------------------|---------------------------------------|
| <small>(Exact name of entity)</small> | <small>(Exact name of entity)</small> |
| By: _____                             | By: _____                             |
| Title: _____                          | Title: _____                          |
| Date: _____                           | Date: _____                           |

ATTEST:  
[Signature]  
[Signature]



*Walker*  
47309

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 16 day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By *Deanna Whitehead*

NOTICE: This is an official certification only when reproduced in red ink

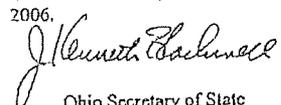
Doc ID --> 200610400262



| DATE:      | DOCUMENT ID  | DESCRIPTION           | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/14/2008 | 200610400262 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

Receipt  
This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

|   |   |
|---|---|
| <b>STATE OF OHIO</b><br><b>CERTIFICATE</b><br>Ohio Secretary of State, J. Kenneth Blackwell<br>47309  |   |
| It is hereby certified that the Secretary of State of Ohio has custody of the business records for<br><b>THE CINCINNATI GAS &amp; ELECTRIC COMPANY</b><br>and, that said business records show the filing and recording of: |   |
| Document(s)<br><b>MERGER/DOMESTIC</b>   | Document No(s):<br><b>200610400262</b>  |
| <br>United States of America<br>State of Ohio<br>Office of the Secretary of State  | Witness my hand and the seal of<br>the Secretary of State at Columbus,<br>Ohio this 10th day of April, A.D.<br>2006.<br><br>Ohio Secretary of State |

Doc ID --> 200610400262



Prescribed by **J. Kenneth Blackwell**  
Ohio Secretary of State  
Central Office (614) 466-3910  
Toll Free: 1-877-526-7113; (1-877-767-3453)

www.state.oh.us/sos  
e-mail: busperm@sos.state.oh.us

|                                      |  |
|--------------------------------------|--|
| Expedite this Form: (check one)      |  |
| <input checked="" type="radio"/> Yes | PO Box 1360<br>Columbus, OH 43218<br><small>Requires an additional fee of \$25**</small> |
| <input type="radio"/> No             | PO Box 1329<br>Columbus, OH 43218  |

2006 APR 10 PM 4:06

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(644-MSR)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

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- Foreign (Non-Ohio) Unfiled Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio.

**II. MERGING ENTITY**

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entity merging out of existence are as follows (if this is insufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities.)

~~On 10/10/06, this information was updated to reflect the merger of Duke Energy Fayette, LLC into Duke Energy Ohio, LLC.~~

| Name / charter, license or registration number | State/Country of Organization | Type of Entity |
|--|-------------------------------|----------------|
| Duke Energy Fayette, LLC                       | Delaware                      | LLC            |
|  |                               |                |
|  |                               |                |

**III. MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom which eligible persons may obtain a copy of the agreement of merger upon written request:

The Cincinnati Gas & Electric Company      139 E. Fourth Street  
(name)      (street)      *NOTE: P.O. Box Addresses are NOT acceptable.*  
Cincinnati      OH      45202  
(city, village or township)      (state)      (zip code)

**IV. EFFECTIVE DATE OF MERGER**

This merger is to be effective on: \_\_\_\_\_ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

Doc ID --> 200610400262

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

(name) \_\_\_\_\_ (city, village or township) \_\_\_\_\_, Ohio  
(zip code) \_\_\_\_\_  
(NOTE: P.O. Box Addresses are NOT acceptable.)

*(This form MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)*

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

*(The acceptance of agent must be completed by the surviving entities if through this merger the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)*

**VIII. STATEMENT OF MERGER**

Upon filing, or upon each later date as specified herein, the merging entities/entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended:  
 Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

(name) \_\_\_\_\_ (city, village or township) \_\_\_\_\_, Ohio  
(zip code) \_\_\_\_\_  
(NOTE: P.O. Box Addresses are NOT acceptable.)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and to service of process upon the Secretary of State of Ohio if the agent cannot be found. If the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation's, bank's, savings bank's, savings and loan's, limited liability company's, limited partnership's or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

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200610400262

B. The qualifying entity also states as follows: (Complete only if applicable)

1. Foreign Entities Under Section 1703.021

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a) The name of the Foreign National/Federally chartered bank, savings bank, or savings and loan institution is \_\_\_\_\_

(b) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c) The location of the main office (non-Ohio) shall be:

(State address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (county) (state) (zip code)

(d) The principal office location in the state of Ohio shall be:

(State address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient)  
\_\_\_\_\_  
\_\_\_\_\_

2. Foreign Qualifying Limited Liability Company

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

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(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreements, bylaws, or other charter documents of the company is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.

\_\_\_\_\_  
(city, township, or village) (state) (zip code)

**3 Foreign Qualifying Limited Partnership**  
 (If the qualifying entity is a foreign limited partnership, the following information must be completed.)

(a.) The name of the limited partnership is:

\_\_\_\_\_

(b.) The limited partnership was formed on \_\_\_\_\_

(c.) The address of the office of the limited partnership in its state/country of organization is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.

\_\_\_\_\_  
(city, township, or village) (state) (zip code)

(d.) The limited partnership's principal office address is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.

\_\_\_\_\_  
(city, township, or village) (state) (zip code)

(e.) The names and business or residence addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

(If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.)

(f.) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.

\_\_\_\_\_  
(city, township, or village) (state) (zip code)

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The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

4 Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(1) or b(2)):

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then item b(2) must be completed.)

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, \_\_\_\_\_  
(city, township, or village) (state) (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable.  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

\_\_\_\_\_  
(e.) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_

Doc ID -->

200610400262

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|   |   |
|---|---|
| The Cincinnati Gas & Electric Company<br>(Exact name of entity) | Duke Energy Fayetteville, LLC<br>(Exact name of entity) |
| By: <u>[Signature]</u>  | By: <u>[Signature]</u>                                  |
| Title: <u>Group Executive and CEO</u>                           | Title: <u>Vice President</u>                            |
| Date: <u>4-10-06</u>  | Date: <u>4-10-06</u>                                    |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Title: _____           | Title: _____           |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Title: _____           | Title: _____           |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Title: _____           | Title: _____           |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Title: _____           | Title: _____           |
| Date: _____            | Date: _____            |

10/10/06 10:00 AM

0172011401

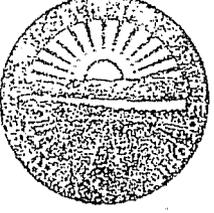
END OF DOCUMENT

*CHARTER#*  
*47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 8 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at  
Columbus, Ohio, this 17th day of  
March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Maura Whitehead*

NOTICE: This is an official certification only when reproduced in red ink.

Doc ID -> 200610400270



| DATE:      | DOCUMENT ID  | DESCRIPTION           | FILING | EXPED  | PENALTY | CERT | COPY |
|------------|--------------|-----------------------|--------|--------|---------|------|------|
| 04/14/2006 | 200610400270 | MERGER/DOMESTIC (MER) | 125.00 | 100.00 | .00     | .00  | .00  |

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

STATE OF OHIO  
CERTIFICATE

Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for  
THE CINCINNATI GAS & ELECTRIC COMPANY  
and, that said business records show the filing and recording of:

Document(s)  
MERGER/DOMESTIC

Document No(s):  
200610400270



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 10th day of April, A.D.  
2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

Doc ID --> 200610400270



Prescribed by **J. Kenneth Blackwell**  
Ohio Secretary of State  
General Office: (614) 466-3910  
Toll Free: 1-877-845-1711; (1-877-767-3453)

|   |   |
|---|---|
| Expedite this Form: <input type="checkbox"/> Expedited processing available for an additional fee of \$200. |   |
| <input checked="" type="radio"/> Yes  | PO Box 1380<br>Columbus, OH 43216<br>Requires an additional fee of \$200. |
| <input type="radio"/> No  | PO Box 1329<br>Columbus, OH 43218   |

www.ohio.gov  
e-mail: bussonw@sos.state.oh.us

**CERTIFICATE OF MERGER**  
(For Domestic or Foreign, Profit or Non-Profit)  
Filing Fee \$125.00  
(1644229)

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan, limited liability companies, limited partnerships and/or partnerships with limited liability, desiring to effect a merger, set forth the following facts:

**I. SURVIVING ENTITY**

A. The name of the entity surviving the merger is:

The Cincinnati Gas & Electric Company

B. Name Change: As a result of this merger, the name of the surviving entity has been changed to the following:

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a: (Please check the appropriate box and fill in the appropriate blanks)

- Domestic (Ohio) For-Profit Corporation, charter number 47309
- Domestic (Ohio) Non-Profit Corporation, charter number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the State of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Corporation incorporated under the laws of the state/country of \_\_\_\_\_ and NOT licensed to transact business in the state of Ohio.
- Domestic (Ohio) Limited Liability Company, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the State of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Liability Company organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the State of Ohio.
- Domestic (Ohio) Limited Partnership, with registration number \_\_\_\_\_
- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_

2006 APR 10 PM 4:06

Doc ID --> 200610400270

- Foreign (Non-Ohio) Limited Partnership organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Domestic (Ohio) Partnership having limited liability, with the registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and registered to do business in the state of Ohio under registration number \_\_\_\_\_
- Foreign (Non-Ohio) Partnership having limited liability organized under the laws of the state/country of \_\_\_\_\_ and NOT registered to do business in the state of Ohio.
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and licensed to transact business in the state of Ohio under license number \_\_\_\_\_
- Foreign (Non-Ohio) Non-Profit Incorporation under the laws of the state/country of \_\_\_\_\_ and not licensed to transact business in the state of Ohio.
- General partnership not registered with the state of Ohio

**II MERGING ENTITY**

The name, charter/license/registration number, type of entity, state/country of incorporation or organization, respectively, of which is the entity merging but of existence are as follows (fill in as sufficient space to reflect all merging entities, please attach a separate sheet listing the merging entities.)

| Name / charter, license or registration number | State/Country of Organization | Type of Entity |
|--|-------------------------------|----------------|
| Duke Energy Vermilion, LLC                     | Delaware                      | LLC            |
| _____  | _____                         | _____          |
| _____  | _____                         | _____          |

**III MERGER AGREEMENT ON FILE**

The name and mailing address of the person or entity from whom which eligible persons may obtain a copy of the agreement of merger upon written request:

The Cincinnati Gas & Electric Company 138 E. Fourth Street  
(name) (street) NOTE: P.O. Box Addresses are NOT acceptable.  
 Cincinnati OH 45202  
(city, village or township) (state) (zip code)

**IV EFFECTIVE DATE OF MERGER**

This merger is to be effective on: \_\_\_\_\_ (if a date is specified, the date must be a date on or after the date of filing; the effective date of the merger cannot be earlier than the date of filing. If no date is specified, the date of filing will be the effective date of the merger).

**V. MERGER AUTHORIZED**

The laws of the state or country under which each constituent entity exists, permits this merger. This merger was adopted, approved and authorized by each of the constituent entities in compliance with the laws of the state under which it is organized, and the persons signing this certificate on behalf of each of the constituent entities are duly authorized to do so.

Doc ID -->

200610400270

**VI. STATUTORY AGENT**

The name and address of the surviving entity's statutory agent upon whom any process, notice or demand may be served is:

\_\_\_\_\_  
(name) (NOTE: P.O. Box addresses are NOT acceptable.)  
\_\_\_\_\_  
(City, Village or Township) Ohio (zip code)

(This item MUST be completed if the surviving entity is a foreign entity which is not licensed, registered or otherwise authorized to conduct business in the state of Ohio.)

**VII. ACCEPTANCE OF AGENT**

The undersigned, named herein as the statutory agent for the above referenced surviving entity, hereby acknowledges and accepts the appointment of statutory agent for said entity.

Signature of Agent \_\_\_\_\_

(The acceptance of agent must be completed by the surviving entities if through this receipt the statutory agent has changed, or the named agent differs in any way from the name currently on record with the Secretary of State.)

**VIII. STATEMENT OF MERGER**

Upon filing, or upon such later date as specified hereon, the merging entities listed herein shall merge into the listed surviving entity.

**IX. AMENDMENTS**

The articles of incorporation, articles of organization, certificate of limited partnership or registration of partnership having limited liability (circle appropriate term) of the surviving domestic entity have been amended.

Attachments are provided  No Changes

**X. QUALIFICATION OR LICENSURE OF FOREIGN SURVIVING ENTITY**

A. The listed surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability desires to transact business in Ohio as a foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability, and hereby appoints the following as its statutory agent upon whom process, notice or demand against the entity may be served in the state of Ohio. The name and complete address of the statutory agent is:

\_\_\_\_\_  
(name) (NOTE: P.O. Box addresses are NOT acceptable.)  
\_\_\_\_\_  
(City, Village or Township) Ohio (zip code)

The subject surviving foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability irrevocably consents to service of process on the statutory agent listed above as long as the authority of the agent continues, and in service of process upon the Secretary of State of Ohio if the agent cannot be found. If the corporation, bank, savings bank, savings and loan, limited liability company, limited partnership, or partnership having limited liability fails to designate another agent when required to do so, or if the foreign corporation, bank, savings bank, savings and loan, limited liability company, limited partnership or partnership having limited liability's license or registration to do business on Ohio expires or is canceled.

Doc ID --> 200610400270

**B. The qualifying entity also states as follows: (Complete only if applicable)**

**1. Foreign Notice Under Section 1703.031**

(If the qualifying entity is a foreign bank, savings bank, or savings and loan, then the following information must be completed.)

(a.) The name of the Foreign Nationally/Federally chartered bank, savings bank, or savings and loan association is \_\_\_\_\_

(b.) The name(s) of any Trade Name(s) under which the corporation will conduct business: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(c.) The location of the main office (non-Ohio) shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_  
(city, township, or village) (county) (state) (zip code)

(d.) The principal office location in the state of Ohio shall be:

(street address) \_\_\_\_\_ NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_  
(city, township, or village) (county) Ohio (state) (zip code)

(Please note, if there will not be an office in the state of Ohio, please list none.)

(e.) The corporation will exercise the following purpose(s) in the state of Ohio:  
(Please provide a brief summary of the business to be conducted; a general clause is not sufficient.)  
\_\_\_\_\_  
\_\_\_\_\_

**2. Foreign Qualifying Limited Liability Company**

(If the qualifying entity is a foreign limited liability company, the following information must be completed.)

(a.) The name of the limited liability company in its state of organization/registration is \_\_\_\_\_

(b.) The name under which the limited liability company desires to transact business in Ohio is \_\_\_\_\_

(c.) The limited liability company was organized or registered on \_\_\_\_\_  
under the laws of the state/country of \_\_\_\_\_

Doc ID --> 200610400270

(d) The address to which interested persons may direct requests for copies of the articles of organization, operating agreement, bylaws, or other charter documents of the company is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (state) (zip code)

3. Foreign Qualifying Limited Partnership  
(If the qualifying entity is a foreign limited partnership, the following information must be completed).

(a) The name of the limited partnership is:

\_\_\_\_\_

(b) The limited partnership was formed on \_\_\_\_\_

(c) The address of the office of the limited partnership in its state/country of organization is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (state) (zip code)

(d) The limited partnership's principal office address is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (state) (zip code)

(e) The names and business or residences addresses of the General partners of the partnership are as follows:

| Name  | Address |
|-------|---------|
| _____ | _____   |
| _____ | _____   |
| _____ | _____   |

If insufficient space to cover this item, please attach a separate sheet listing the general partners and their respective addresses.

(f) The address of the office where a list of the names and business or residence addresses of the limited partners and their respective capital contributions is to be maintained is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box addresses are NOT acceptable.  
\_\_\_\_\_  
(city, township, or village) (state) (zip code)

Doc ID --> 200610400270

The limited partnership hereby certifies that it shall maintain said records until the registration of the limited partnership in Ohio is cancelled or withdrawn.

4. Foreign Qualifying Partnership Having Limited Liability

(a.) The name of the partnership shall be \_\_\_\_\_

(b.) Please complete the following appropriate section (either item b(1) or b(2)).

(1.) The address of the partnership's principal office in Ohio is:

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(If the partnership does not have a principal office in Ohio, then item b(2) must be completed)

(2.) The address of the partnership's principal office (Non-Ohio):

\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, \_\_\_\_\_ (zip code)

(c.) The name and address of a statutory agent for service of process in Ohio is as follows:

\_\_\_\_\_  
(name)  
\_\_\_\_\_  
(street address) NOTE: P.O. Box Addresses are NOT acceptable  
\_\_\_\_\_, Ohio \_\_\_\_\_  
(city, village or township) (zip code)

(d.) Please indicate the state or jurisdiction in which the Foreign Limited Liability Partnership has been formed

\_\_\_\_\_  
(e.) The business which the partnership engages in is:

\_\_\_\_\_  
\_\_\_\_\_

Doc ID --> 200610400270

The undersigned constituent entities have caused this certificate of merger to be signed by its duly authorized officers, partners and representatives on the date(s) stated below.

|  |   |
|--|---|
| <u>The Cincinnati Gas &amp; Electric Company</u><br>(Exact name of entity) | <u>Duke Energy Vermont, LLC</u><br>(Exact name of entity) |
| By: <u>[Signature]</u>   | By: <u>[Signature]</u>                                    |
| Its: <u>Group Executive and COO</u>  | Its: <u>Vice President</u>                                |
| Date: <u>4-10-06</u>   | Date: <u>4-10-06</u>                                      |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

|                        |                        |
|------------------------|------------------------|
| (Exact name of entity) | (Exact name of entity) |
| By: _____              | By: _____              |
| Its: _____             | Its: _____             |
| Date: _____            | Date: _____            |

ASSEMBLY OF STATE  
STATE OF VERMONT  
OFFICE OF THE SECRETARY OF STATE  
MONTPELIER, VERMONT

APR 10 2006

RECEIVED

*Chapter #* **UNITED STATES OF AMERICA**  
*47309* **STATE OF OHIO**  
**OFFICE OF THE SECRETARY OF STATE**

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 8 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio this 7<sup>th</sup> day of March A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary Of State

By: *Maura McHutchens*

NOTICE: This is an official certification only when reproduced in red ink.

DocID --> 200626202886



|            |              |                                      |        |        |         |      |      |
|------------|--------------|--------------------------------------|--------|--------|---------|------|------|
| DATE:      | DOCUMENT ID  | DESCRIPTION                          | FILING | EXPED  | PENALTY | CERT | COPY |
| 09/20/2006 | 200626202836 | DOMESTIC/AMENDMENT TO ARTICLES (AMD) | 50.00  | 100.00 | .00     | 00   | .00  |

**Receipt**

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM  
ATTN: TIMOTHY ROBERSON  
17 S. HIGH ST., SUITE 1100  
COLUMBUS, OH 43215

**STATE OF OHIO  
CERTIFICATE**

Ohio Secretary of State, J. Kenneth Blackwell

47309

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

**DUKE ENERGY OHIO, INC.**

and, that said business records show the filing and recording of:

Document(s)  
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):  
200626202836



United States of America  
State of Ohio  
Office of the Secretary of State

Witness my hand and the seal of  
the Secretary of State at Columbus,  
Ohio this 19th day of September,  
A.D. 2006.

*J. Kenneth Blackwell*  
Ohio Secretary of State

DocID --> 200626202886

SEP-19-2006 10:03

513 621 0116 P. 04/205

*File 2nd*



Prescribed by \_\_\_\_\_

Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos  
e-mail: buscon@sos.state.oh.us

|                                      |   |
|--------------------------------------|---|
| Expedite this Form: (Select One)     |   |
| <input type="checkbox"/> No          | PO Box 1390<br>Columbus, OH 43216<br>Requires an additional fee of \$150. |
| <input checked="" type="radio"/> Yes | PO Box 1028<br>Columbus, OH 43216   |

**Certificate of Amendment by  
Shareholders or Members  
(Domestic)  
Filing Fee \$50.00**

2006 SEP 19 PM 1:05

(CHECK ONLY ONE (1 BOX))

|   |  |  |   |  |
|---|--|--|---|--|
| <input type="checkbox"/> Amended (122-AH02) |  | <input checked="" type="checkbox"/> Amendment (125-AH02) | <input type="checkbox"/> Amendment (128-AH02) |  |
| <input type="checkbox"/> Amended (122-AH02) |  | <input type="checkbox"/> Amendment (125-AH02)            | <input type="checkbox"/> Amendment (128-AH02) |  |

Complete the general information in this section for the box checked above.

|                     |                                       |
|---------------------|---------------------------------------|
| Name of Corporation | The Cincinnati Gas & Electric Company |
| Charter Number      | 47309                                 |
| Name of Officer     | Richard G. Beach                      |
| Title               | Assistant Secretary                   |

Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

A meeting of the  shareholders  members was duly called and held on \_\_\_\_\_ (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise \_\_\_\_\_ % as the voting power of the corporation.

In a writing signed by all of the  shareholders  members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

DocID --> 200626202886

SEP-19-2006 10:33 CT CORP. 513 621 0116 P.05/05

All of the following information must be completed if an amended box is checked. If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: Duke Energy Ohio, Inc.

SECOND: The place in the State of Ohio where its principal office is located is in the City of:  
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:  
 The Company is engaged in the production, transmission, distribution and sale of electricity and the sale and transportation of natural gas in the southwestern portion of Ohio.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: 89,663,005  
(Does not apply to box (2))

**REQUIRED**  
Must be authenticated  
(signed) by an authorized  
representative  
(See Instructions)

R.S. Beach  
Authorized Representative  
Richard S. Beach, Assistant Secretary

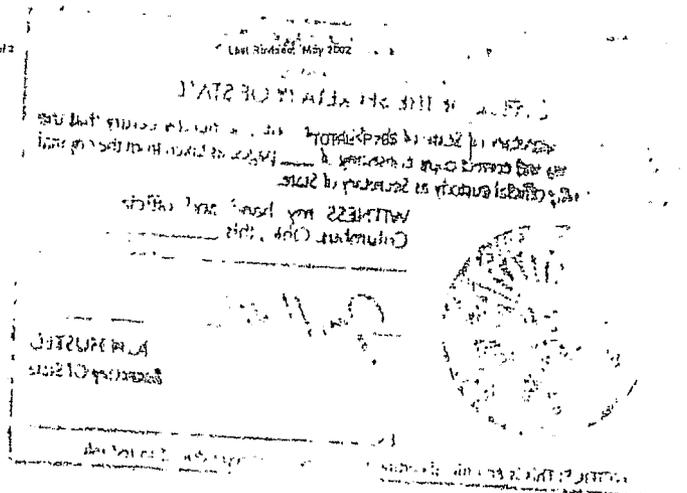
9-14-06  
Date

\_\_\_\_\_  
Authorized Representative

\_\_\_\_\_  
Date

\_\_\_\_\_  
Authorized Representative

\_\_\_\_\_  
Date



*Case # 47309*

UNITED STATES OF AMERICA,  
STATE OF OHIO,  
OFFICE OF THE SECRETARY OF STATE

I, *Jon Husted*, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of *2* pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this *1st* day of *March*, A.D. 2011



*Jon Husted*  
JON HUSTED  
Secretary of State

By: *Mariusz Witek*

NOTICE: This is an official certification only when reproduced in red ink.



# NORTH CAROLINA

## Department of The Secretary of State

---

To all whom these presents shall come, Greetings:

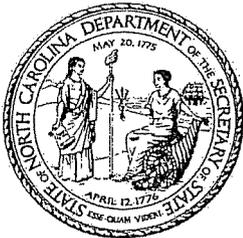
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

### DIAMOND ACQUISITION CORPORATION

the original of which was filed in this office on the 6th day of January, 2011.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 3rd day of March, 2011.

*Elaine F. Marshall*

Secretary of State

C201100600188

SOSID: 1183185  
Date Filed: 1/6/2011 3:54:00 PM  
Elaine F. Marshall  
North Carolina Secretary of State  
C201100600188

ARTICLES OF INCORPORATION  
OF  
DIAMOND ACQUISITION CORPORATION

---

I, the undersigned, for the purpose of incorporating and organizing a corporation under the North Carolina Business Corporation Act, do hereby execute these Articles of Incorporation and do hereby certify as follows:

ARTICLE I

The name of the corporation (which is hereinafter referred to as the "Corporation") is:

Diamond Acquisition Corporation

ARTICLE II

The address of the Corporation's registered office in the State of North Carolina, County of Wake, is 150 Fayetteville Street, Box 1011, Raleigh, NC, 27601. The name of the Corporation's registered agent at such address is CT Corporation System.

ARTICLE III

The purpose of the Corporation shall be to engage in any lawful act or activity for which corporations may be organized and incorporated under the North Carolina Business Corporation Act.

C201100600188

ARTICLE IV

Section 1. The Corporation shall be authorized to issue 100 shares of capital stock, all of which shall be shares of Common Stock, par value \$0.01 per share ("Common Stock").

Section 2. Except as otherwise provided by law, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote, and the Common Stock shall vote together as a single class.

ARTICLE V

Unless and except to the extent that the Bylaws of the Corporation shall so require, the election of directors of the Corporation need not be by written ballot.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by law, the Board of Directors of the Corporation (the "Board") is expressly authorized and empowered to make, alter and repeal the Bylaws of the Corporation by a majority vote at any regular or special meeting of the Board or by written consent, subject to the power of the shareholders of the Corporation to alter or repeal any Bylaws made by the Board.

ARTICLE VII

The Corporation reserves the right at any time from time to time to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and any other

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provisions authorized by the laws of the State of North Carolina at the time in force may be added or inserted, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to these Articles of Incorporation in its present form or as hereafter amended are granted subject to the right reserved in this Article.

#### ARTICLE VIII

Section 1. Elimination of Certain Liability of Directors. To the fullest extent permitted by the North Carolina Business Corporation Act, a director of the Corporation shall not be liable to the Corporation or any of its shareholders for monetary damages for breach of duty as a director. Any amendment to or repeal of the provisions of this Article shall not impair any right or protection of a director pertaining to service as a director up to the effective time of such amendment or repeal.

#### Section 2. Indemnification and Insurance.

(a) Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in

C201100600188

any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the North Carolina Business Corporation Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, to the fullest extent permitted by law, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, amounts paid or to be paid in settlement, and excise taxes or penalties arising under the Employee Retirement Income Security Act of 1974) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; *provided, however*, that, except as provided in paragraph (b) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board. The right to indemnification conferred in this Section shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; *provided, however*, that, if the North Carolina Business Corporation Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts

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so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section or otherwise. The Corporation may, by action of the Board, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Right of Claimant to Bring Suit. If a claim under paragraph (a) of this Section is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the North Carolina Business Corporation Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the North Carolina Business Corporation Act, nor an actual determination by the Corporation (including its Board, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

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(c) Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Section shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

(d) Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the North Carolina Business Corporation Act.

#### ARTICLE IX

The provisions of the North Carolina Business Corporation Act entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act" shall not be applicable to the Corporation.

#### ARTICLE X

The name and mailing address of the incorporator is Brett K. Shawn, Esq., c/o Wachtell, Lipton, Rosen & Katz, 51 West 52nd Street, New York, New York 10019.

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C201100600188

IN WITNESS WHEREOF, I, the undersigned, being the  
incorporator hereinbefore named, do hereby further certify that the facts hereinabove stated are  
truly set forth and, accordingly, I have hereunto set my hand this 5<sup>th</sup> day of January, 2011.

A handwritten signature in black ink, appearing to read "Brett K. Shawn", written over a horizontal line.

Brett K. Shawn  
Incorporator



# NORTH CAROLINA

## Department of The Secretary of State

---

To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF INCORPORATION

OF

**PROGRESS ENERGY, INC.**

the original of which was filed in this office on the 19th day of August, 1999.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2011.

*Elaine F. Marshall*

Secretary of State

0

992319944

CORP ID # 0503583  
**FILED**  
3:01pm  
AUG 19 1999  
Effective  
ELAINE F. MARSHALL  
SECRETARY OF STATE  
NORTH CAROLINA

**ARTICLES OF INCORPORATION  
OF  
CP&L HOLDINGS, INC.**

The undersigned, for the purpose of forming a corporation under the Business Corporation

Act of the State of North Carolina, N.C.G.S. § 55-1-01 *et seq.*, states:

I.

The name of the Corporation is CP&L Holdings, Inc.

II.

The number of shares the Corporation is authorized to issue is Five Hundred Million (500,000,000) shares designated as common stock, no par value, and Twenty Million (20,000,000) shares designated as preferred stock, no par value.

III.

The street and mailing address of the initial registered office and the name and mailing address of the initial registered agent of the Corporation in the State of North Carolina is:

William D. Johnson  
c/o Carolina Power & Light Company  
411 Fayetteville Street  
Raleigh, Wake County, North Carolina 27601

IV.

The name and address of the incorporator is as follows:

Patricia Kornegay-Timmons  
c/o Carolina Power & Light Company  
411 Fayetteville Street  
Raleigh, Wake County, North Carolina 27601

V.

The purpose for which the Corporation is formed is to transact any or all lawful business, not required to be specifically stated in these Articles of Incorporation, for which corporations may

be incorporated under the North Carolina Business Corporation Act, as amended from time to time, and any legislation succeeding thereto.

VI.

The period of duration of the Corporation is perpetual.

VII.

To the fullest extent permitted by the North Carolina Business Corporation Act as it exists or hereafter may be amended, a person who is serving or who has served as a director of the Corporation shall not be personally liable to the Corporation or any of its shareholders for monetary damages for breach of duty as a director. No amendment or repeal of this article, nor the adoption of any provision to these Articles of Incorporation inconsistent with this article, shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

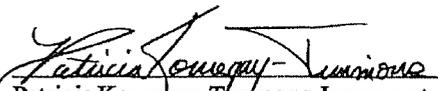
VIII.

Articles 9 and 9A of the North Carolina Business Corporation Act, entitled "The North Carolina Shareholder Protection Act" and "The North Carolina Control Share Acquisition Act," respectively, shall not be applicable to the Corporation.

IX.

These Articles of Incorporation shall be effective upon filing.

Dated: August 19, 1999.

  
Patricia Kornegay-Timmons, Incorporator

71246



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF AMENDMENT

OF

**PROGRESS ENERGY, INC.**

the original of which was filed in this office on the 28th day of February, 2000.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2011.

*Elaine F. Marshall*

Secretary of State

20 056 9107

State of North Carolina  
Department of the Secretary of State

SOSID: 0503583  
Date Filed: 2/28/2000 1:30 PM  
Elaine F. Marshall  
North Carolina Secretary of State

ARTICLES OF AMENDMENT  
BUSINESS CORPORATION

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

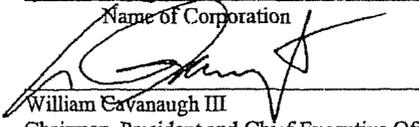
1. The name of the corporation is: CP&L Holdings, Inc.
2. The text of each amendment adopted is as follows (*State below or attach*):  

Article I of the Corporation's Articles of Incorporation is amended to read as follows:  
  
The name of the Corporation is CP&L Energy, Inc.
3. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:  

N/A
4. The date of adoption of each amendment was as follows: February 24, 2000
5. (Check either a, b, c, or d, whichever is applicable)  

a.  The amendment(s) was (were) duly adopted by the incorporators prior to the issuance of shares.  
b.  The amendment(s) was (were) duly adopted by the board of directors prior to the issuance of shares.  
c.  The amendment(s) was (were) duly adopted by the board of directors without shareholder action as shareholder action was not required because (*set forth a brief explanation of why shareholder action was not required.*) \_\_\_\_\_  
d.  The amendment(s) was (were) approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
6. These articles will be effective upon filing.

This the 25th day of February, 2000

CP&L Holdings, Inc.  
Name of Corporation  
  
William Cavanaugh III  
Chairman, President and Chief Executive Officer

NOTES:

CORPORATIONS DIVISION  
(Revised January 2000)

P. O. BOX 29622

RALEIGH, NC 27626-0622  
(Form B-02)



# NORTH CAROLINA Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

## ARTICLES OF RESTATEMENT

OF

**PROGRESS ENERGY, INC.**

the original of which was filed in this office on the 16th day of June, 2000.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2011.

*Elaine F. Marshall*

Secretary of State

201689018

ARTICLES OF RESTATEMENT  
OF  
CP&L ENERGY, INC.

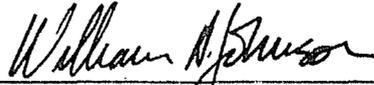
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Date Filed: 6/16/2000 12:15 PM  
Elaine F. Marshall  
North Carolina Secretary of State

Pursuant to Section 55-10-07 of the General Statutes of North Carolina, the undersigned North Carolina corporation hereby submits these Articles of Restatement for the purpose of restating its Articles of Incorporation:

1. The name of the corporation is: CP&L Energy, Inc.
2. The text of the Amended and Restated Articles of Incorporation is attached.
3. *(Check a, b, and/or c, as applicable.)*
  - a. \_\_\_\_\_ These Restated Articles of Incorporation were adopted by the board of directors and do not contain an amendment.
  - b. \_\_\_\_\_ These Restated Articles of Incorporation were adopted by the board of directors and contain an amendment not requiring shareholder approval. *(Set forth a brief explanation of why shareholder approval was not required for such amendment.)* \_\_\_\_\_  
\_\_\_\_\_
  - c.  X  These Restated Articles of Incorporation contain an amendment requiring shareholder approval, and shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
4. If the Restated Articles of Incorporation contain an amendment providing for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself are as follows:  
N/A
5. These articles will be effective upon filing, unless a delayed date and/or time is specified: \_\_\_\_\_

This the 15 day of June, 2000.

CP&L ENERGY, INC.



---

William D. Johnson  
Senior Vice President and Corporate Secretary

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
of  
CP&L ENERGY, INC.**

**ARTICLE I  
NAME**

The name of the corporation is CP&L Energy, Inc. (the "Corporation")

**ARTICLE II  
REGISTERED OFFICE AND AGENT**

The street and mailing address of the registered office and the name and mailing address of the registered agent of the Corporation in the State of North Carolina is:

William D. Johnson  
c/o Carolina Power & Light Company  
411 Fayetteville Street  
Raleigh, Wake County, North Carolina 27601

**ARTICLE III  
PURPOSES**

The purposes for which the Corporation is formed are to conduct the business of a holding company as well as to transact any or all other lawful business, not required to be specifically stated in these Articles of Incorporation, for which corporations may be incorporated under the North Carolina Business Corporation Act, as amended from time to time, and any legislation succeeding thereto (the "NCBCA").

All references herein to "Articles of Incorporation" shall mean these Amended and Restated Articles of Incorporation, as subsequently amended or restated in accordance herewith and with the NCBCA.

**ARTICLE IV  
CAPITAL STOCK**

The aggregate number of shares that the Corporation shall have authority to issue shall be 20,000,000 shares of Preferred Stock, no par value per share (hereinafter called "Preferred Stock"), and 500,000,000 shares of Common Stock, no par value per share (hereinafter called "Common Stock").

The following is a description of each of such classes of stock, and a statement of the preferences, limitations, voting rights and relative rights in respect of the shares of each such class:

1. Authority to Fix Rights of Preferred Stock. The Board of Directors shall have authority, by resolution or resolutions, at any time and from time to time to divide and establish any or all of the unissued shares of Preferred Stock not then allocated to any series of Preferred Stock into one or more series, and, without limiting the generality of the foregoing, to fix and determine the designation of each such series, the number of shares that shall constitute such series and the following relative rights and preferences of the shares of each series so established:

- (a) The annual or other periodic dividend rate payable on shares of such series, the time of payment thereof, whether such dividends shall be cumulative or non-cumulative, and the date or dates from which any cumulative dividends shall commence to accrue;
- (b) the price or prices at which and the terms and conditions, if any, on which shares of such series may be redeemed;
- (c) the amounts payable upon shares of such series in the event of the voluntary or involuntary dissolution, liquidation or winding-up of the affairs of the Corporation;
- (d) the sinking fund provisions, if any, for the redemption or purchase of shares of such series;
- (e) the extent of the voting powers, if any, of the shares of such series; provided, however, that no share of Preferred Stock shall entitle its holder to more than one vote on any matter;
- (f) the terms and conditions, if any, on which shares of such series may be converted into shares of stock of the Corporation of any other class or classes or into shares of any other series of the same or any other class or classes;

(g) whether, and if so the extent to which, shares of such series may participate with the Common Stock in any dividends in excess of the preferential dividend fixed for shares of such series or in any distribution of the assets of the Corporation, upon a liquidation, dissolution or winding-up thereof, in excess of the preferential amount fixed for shares of such series; and

(h) any other preferences and relative, optional or other special rights, and qualifications, limitations or restrictions of such preferences or rights, of shares of such series not fixed and determined by law or in this Article III.

2. Distinctive Designations of Series. Each series of Preferred Stock shall be so designated as to distinguish the shares thereof from the shares of all other series. Different series of Preferred Stock shall not be considered to constitute different voting groups of shares for the purpose of voting by voting groups except as required by the NCBCA or as otherwise specified by the Board of Directors with respect to any series at the time of the creation thereof.

3. Restrictions on Certain Distributions. So long as any shares of Preferred Stock are outstanding, the Corporation shall not declare and pay or set apart for payment any dividends (other than dividends payable in Common Stock or other stock of the Corporation ranking junior to the Preferred Stock as to dividends) or make any other distribution on such junior stock if, at the time of making such declaration, payment or distribution, the Corporation shall be in default with respect to any dividend payable on, or any obligation to redeem, any shares of Preferred Stock.

4. Redeemed or Reacquired Shares. Shares of any series of Preferred Stock that have been redeemed or otherwise reacquired by the Corporation (whether through the operation of a sinking fund, upon conversion or otherwise) shall have the status of authorized and unissued shares of Preferred Stock and may be redesignated and reissued as a part of such series (unless prohibited by the articles of amendment creating such series) or of any other series of Preferred Stock. Shares of Common Stock that have been reacquired by the Corporation shall have the status of authorized and unissued shares of Common Stock and may be reissued.

5. Voting Rights. Subject to the provisions of the NCBCA or of the By-Laws of the Corporation as from time to time in effect with respect to the closing of the transfer books or the fixing of a record date for the determination of shareholders entitled to vote, and except as otherwise provided by the NCBCA or in resolutions of the Board of Directors establishing any series of Preferred Stock pursuant to the provisions of paragraph 1 of this Article IV, the holders of outstanding shares of Common Stock of the Corporation shall exclusively possess voting power for the election of directors and for all

other purposes, with each holder of record of shares of Common Stock of the Corporation being entitled to one vote for each share of such stock standing in his name on the books of the Corporation. Shares shall not be voted cumulatively for the election of directors.

6. No Preemptive Rights. No holder of shares of stock of any class of the Corporation shall, as such holder, have any right to subscribe for or purchase (a) any shares of stock of any class of the Corporation, or any warrants, options or other instruments that shall confer upon the holder thereof the right to subscribe for or purchase or receive from the Corporation any shares of stock of any class, whether or not such shares of stock, warrants, options or other instruments are issued for cash or services or property or by way of dividend or otherwise, or (b) any other security of the Corporation that shall be convertible into, or exchangeable for, any shares of stock of the Corporation of any class or classes, or to which shall be attached or appurtenant any warrant, option or other instrument that shall confer upon the holder of such security the right to subscribe for or purchase or receive from the Corporation any shares of its stock of any class or classes, whether or not such securities are issued for cash or services or property or by way of dividend or otherwise, other than such right, if any, as the Board of Directors, in its sole discretion, may from time to time determine. If the Board of Directors shall offer to the holders of shares of stock of any class of the Corporation, or any of them, any such shares of stock, options, warrants, instruments or other securities of the Corporation, such offer shall not, in any way, constitute a waiver or release of the right of the Board of Directors subsequently to dispose of other securities of the Corporation without offering the same to said holders.

7. Shareholder Protection Act and Control Share Acquisition Act. The provisions of Articles 9 and 9A of the NCBCA shall not apply to acquisitions of shares of any class of capital stock of the Corporation.

## ARTICLE V DIRECTORS

1. Number. The number of directors shall be as specified in the By-Laws of the Corporation, but such number may be increased or decreased from time to time in such manner as may be prescribed in the By-Laws, provided that in no event shall the number of directors be less than nine or more than fifteen.

2. Removal. Subject to the rights of the holders of any Preferred Stock then outstanding, directors may be removed with or without cause by the affirmative vote of a majority of the voting power of the then outstanding shares of capital stock of the Corporation entitled to vote generally in the election of directors ("Voting Stock"), voting together as a single voting group.

3. Vacancies. Subject to the rights of the holders of any Preferred Stock then outstanding and to any limitations set forth in the NCBCA, newly-created directorships resulting from any increase in the number of directors and any vacancies in the Board of Directors resulting from death, resignation, disqualification, removal or other cause shall be filled solely (i) by the Board of Directors or (ii) at an annual meeting of shareholders by the shareholders entitled to vote on the election of directors. If the directors remaining in office constitute fewer than a quorum of the Board, they may fill the vacancy by the affirmative vote of a majority of the directors remaining in office.

#### **ARTICLE VI AMENDMENT OF ARTICLES**

An amendment or restatement of the Articles of Incorporation requiring shareholder approval shall be approved by a majority of the votes entitled to be cast by each voting group that is entitled to vote on the matter, unless in submitting any such amendment or restatement to the shareholders the Board of Directors shall require a greater vote.

#### **ARTICLE VII IMMUNITY**

To the fullest extent permitted by the NCBCA, a director of the Corporation shall not be liable to the Corporation or any of its shareholders for monetary damages for breach of duty as a director. Any amendment to or repeal of the provisions of this Article shall not impair any right or protection of a director pertaining to service as a director up to the effective time of such amendment or repeal.

#### **ARTICLE VIII AMENDMENT OF BY-LAWS**

In furtherance of, and not in limitation of, the powers conferred by the NCBCA, the Board of Directors is expressly authorized and empowered to adopt, amend or repeal the By-Laws of the Corporation. By-laws adopted by the Board of Directors under the powers hereby conferred may be altered, amended or repealed by the Board of Directors or by the shareholders having voting power with respect thereto as provided herein. In the case of any such action by shareholders, the affirmative vote of the holders of a majority of the voting power of the then outstanding Voting Stock, voting together as a single voting group, shall be required in order for the shareholders to alter, amend or repeal any provision of the By-Laws or to adopt any additional by-law. Any by-law adopted, amended or repealed by the shareholders may not be

readopted, amended or repealed by the Board of Directors unless the Articles of Incorporation or a by-law adopted by the shareholders authorizes the Board of Directors to adopt, amend or repeal that particular by-law or the By-laws generally.



# NORTH CAROLINA Department of The Secretary of State

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To all whom these presents shall come, Greetings:

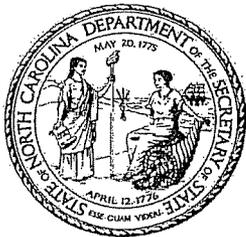
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

## ARTICLES OF AMENDMENT

OF

## PROGRESS ENERGY, INC.

the original of which was filed in this office on the 4th day of December, 2000.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2011.

*Elaine F. Marshall*

Secretary of State

SOSID: 0503583  
Date Filed: 12/4/2000 4:21 PM  
Elaine F. Marshall  
North Carolina Secretary of State

203409039

State of North Carolina  
Department of the Secretary of State

**ARTICLES OF AMENDMENT  
CP&L ENERGY, INC.**

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

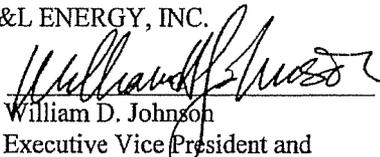
1. The name of the corporation is CP&L Energy, Inc.
2. The text of each amendment adopted is as follows:

Article I of the Articles of Incorporation shall be amended and restated to read "The name of the Corporation is Progress Energy, Inc. (the 'Corporation')."

3. The date of adoption of the amendment was June 15, 2000.
4. The amendment was approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
5. These articles will be effective upon filing.

This the 4<sup>th</sup> day of December, 2000

CP&L ENERGY, INC.

By:   
William D. Johnson  
Executive Vice President and  
Corporate Secretary



# NORTH CAROLINA

## Department of The Secretary of State

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To all whom these presents shall come, Greetings:

I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

### ARTICLES OF AMENDMENT

OF

### PROGRESS ENERGY, INC.

the original of which was filed in this office on the 12th day of May, 2006.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 15th day of February, 2011.

*Elaine F. Marshall*

Secretary of State

C200613100048

SOSID: 0503583  
Date Filed: 5/12/2006 11:10:00 AM  
Elaine F. Marshall  
North Carolina Secretary of State  
C200613100048

**State of North Carolina  
Department of the Secretary of State**

**ARTICLES OF AMENDMENT  
PROGRESS ENERGY, INC.**

Pursuant to §55-10-06 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation.

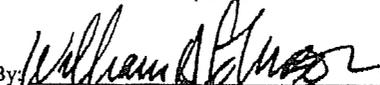
1. The name of the corporation is Progress Energy, Inc.
2. The text of each amendment adopted is as follows:

Article 5 of the Articles of Incorporation shall be amended  
by adding a new Section 4 to read as follows:

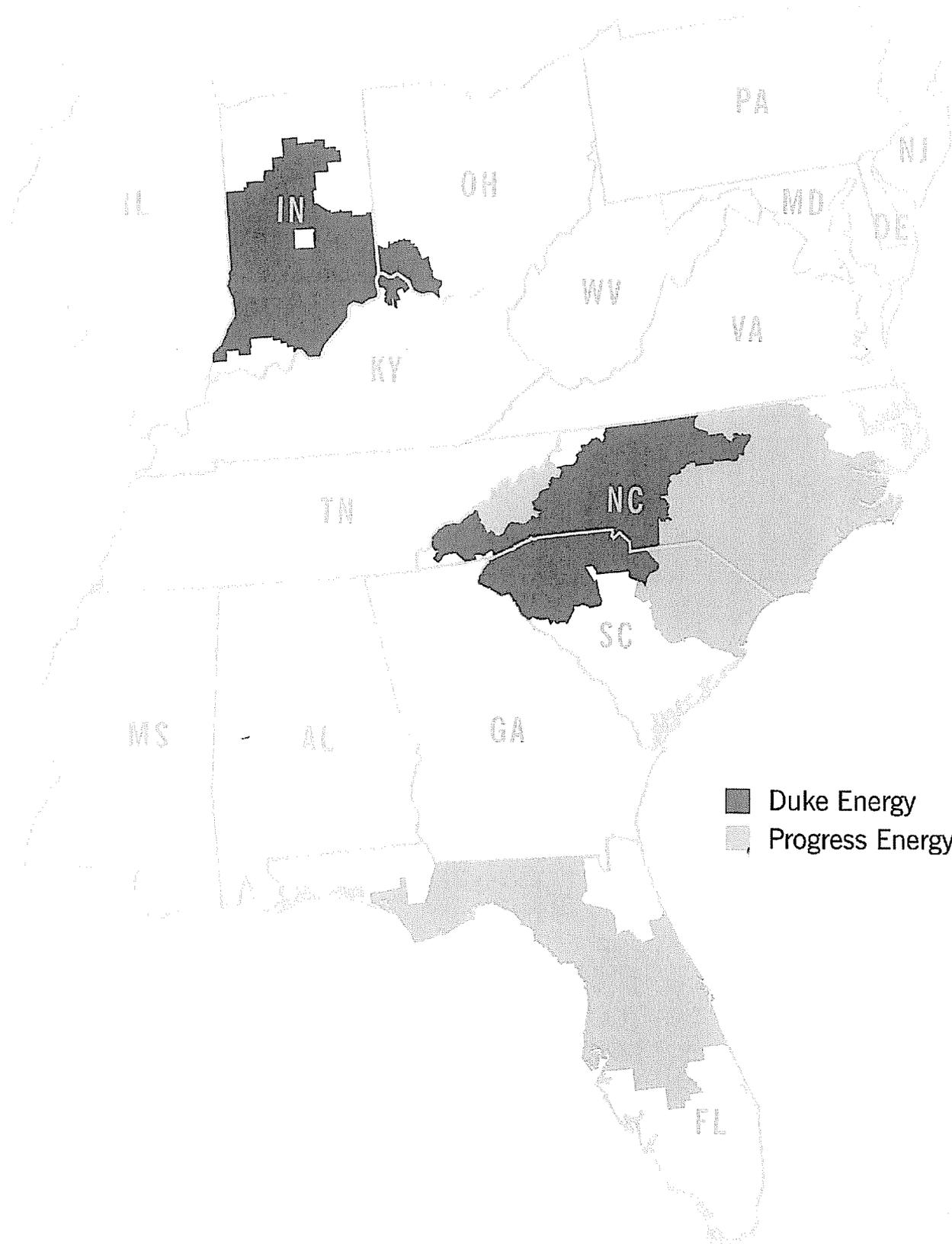
- "4. Election. Except as provided in Section 3 of this Article, each director shall be elected by a vote of the majority of the votes cast with respect to the director at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by a vote of the plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this Section, a majority of the votes cast means that the number of shares voted "for" a director must exceed the number of votes cast "against" that director."
3. The date of adoption of the amendment was May 10, 2006
4. The amendment was approved by shareholder action, and such shareholder approval was obtained as required by Chapter 55 of the General Statutes of North Carolina.
5. These articles will be effective upon filing.

This the 10 day of May, 2006

PROGRESS ENERGY, INC.

By:   
Name William D. Johnson  
Title President and Chief Operating Officer

#232036



**SERVICE COMPANY  
UTILITY SERVICE AGREEMENT**

This Service Company Utility Service Agreement (this “Agreement”), dated \_\_\_\_\_ (the “Effective Date”) is by and among Duke Energy Carolinas, LLC (“DE-Carolinas”), a North Carolina limited liability company, Duke Energy Ohio, Inc., an Ohio corporation (“DE-Ohio”), Duke Energy Indiana, Inc., an Indiana corporation (“DE-Indiana”), Duke Energy Kentucky, Inc., a Kentucky corporation (“DE-Kentucky”), Miami Power Corporation, an Indiana corporation (“Miami”), Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc., a North Carolina corporation (“PE-Carolinas”), Florida Power Corporation d/b/a Progress Energy Florida, Inc., a Florida corporation (“PE-Florida”), Progress Energy Service Company, LLC, a North Carolina limited liability company (“PESC”), and Duke Energy Business Services LLC, a Delaware limited liability company (“DEBS”), ( DEBS and PESC are sometimes hereinafter referred to individually as a “Service Company” and collectively as the “Service Companies”) (DE-Carolinas, DE-Ohio, DE-Indiana, DE-Kentucky, PE-Carolinas, PE-Florida, Progress Energy Service Company, and Miami are sometimes hereinafter referred to individually as a “Client Company” and collectively as the “Client Companies”). This Agreement supersedes and replaces in its entirety the Second Amended and Restated Utility Service Agreement dated September 1, 2008.

**WITNESSETH**

WHEREAS, each of the Client Companies and each of the Service Companies is a subsidiary of Duke Energy Corporation;

WHEREAS, the Service Companies and the Client Companies have entered into this Agreement whereby the Service Companies agrees to provide and the Client Companies agree to accept and pay for various services as provided herein at cost, except to the extent otherwise required by Section 482 of the Internal Revenue Code; and

WHEREAS, economies and efficiencies benefiting the Client Companies will result from the performance by the Service Companies of services as herein provided;

NOW, THEREFORE, in consideration of the premises and the mutual agreements herein contained, the parties to this Agreement covenant and agree as follows:

#### **ARTICLE I – SERVICES**

Section 1.1 The Service Companies shall furnish to the Client Companies, upon the terms and conditions hereinafter set forth, such of the services described in Appendix A hereto, at such times, for such periods and in such manner as the Client Companies may from time to time request and which the Service Company concludes it is equipped to perform. The Service Companies shall also provide Client Companies with such special services, including without limitation cost management services, in addition to those services described in Appendix A hereto, as may be requested by a Client Company and which the Service Company concludes it is equipped to perform. In supplying such services, the Service Companies may (i) arrange, where it deems appropriate, for the services of such experts, consultants, advisers and other persons with necessary qualifications as are required for or pertinent to the rendition of such services, and (ii) tender payments to third parties as agent for and on behalf of Client Companies, with such charges being passed through to the appropriate Client Companies.

Section 1.2 Each of the Client Companies shall take from the Service Companies such of the services described in Section 1.1 and such additional general or special services, whether or not now contemplated, as are requested from time to time by the Client Companies and which the Service Company concludes it is equipped to perform.

Section 1.3 The services described herein shall be directly assigned, distributed or allocated by activity, process, project, responsibility center, work order or other appropriate basis. A Client Company shall have the right from time to time to amend, alter or rescind any activity, process, project, responsibility center or work order, provided that (i) any such amendment or alteration which results in a material change in the scope of the services to be performed or equipment to be provided is agreed to by the Service Company, (ii) the cost for the services covered by the activity, process, project, responsibility center or work order shall include any expense incurred by the Service Company as a direct result of such amendment, alteration or rescission of the activity, process, project, responsibility center or work order, and (iii) no amendment, alteration or rescission of an activity, process, project, responsibility center or work order shall release a Client Company from liability for all costs already incurred by or contracted for by the Service Company pursuant to the activity, process, project, responsibility center or work order, regardless of whether the services associated with such costs have been completed.

Section 1.4 The Service Companies shall maintain a staff trained and experienced in the design, construction, operation, maintenance and management of public utility properties.

## **ARTICLE II - COMPENSATION**

Section 2.1 Except to the extent otherwise required by Section 482 of the Internal Revenue Code, as compensation for the services to be rendered hereunder, each of the Client Companies shall pay to the Service Company all costs which reasonably can be identified and related to particular services performed by the Service Company for or on its behalf. Where more than one Client Company is involved in or has received benefits from a service performed,

costs will be directly assigned, distributed or allocated, as set forth in Appendix A hereto, between or among such companies on a basis reasonably related to the service performed to the extent reasonably practicable.

Section 2.2 The method of assignment, distribution or allocation of costs described in Appendix A shall be subject to review annually, or more frequently if appropriate. Such method of assignment, distribution or allocation of costs may be modified or changed by the Service Companies without the necessity of an amendment to this Agreement, provided that in each instance, all services rendered hereunder shall be at actual cost thereof, fairly and equitably assigned, distributed or allocated, except to the extent otherwise required by Section 482 of the Internal Revenue Code. The Service Companies shall promptly advise the Client Companies and the North Carolina Utilities Commission ("NCUC"), the Public Service Commission of South Carolina ("PSCSC"), the Indiana Utility Regulatory Commission ("IURC"), The Public Utilities Commission of Ohio ("PUCO"), the Kentucky Public Service Commission ("KPSC;" and together with the NCUC, the PSCSC, the IURC and the PUCO, the "Affected State Commissions") from time to time of any material changes in such method of assignment, distribution or allocation. Such notice shall be in compliance with the requirements of applicable state law, regulations and regulatory conditions.

Section 2.3 The Service Companies shall render a monthly statement to each Client Company which shall reflect the billing information necessary to identify the costs charged for that month. By the last day of each month, each Client Company shall remit to each Service Company all charges billed to it. For avoidance of doubt, the Service Companies and each Client Company may satisfy the foregoing requirement by recording billings and payments required hereunder in their common accounting systems without rendering paper or electronic monthly statements or remitting cash payments.

Section 2.4 Subject to Section 482 of the Internal Revenue Code, it is the intent of this Agreement that the payment for services rendered by the

Service Companies to the Client Companies shall cover all the costs of its doing business (less the cost of services provided to affiliated companies not a party to this Agreement and to other non-affiliated companies, and credits for any miscellaneous income items), including, but not limited to, salaries and wages, office supplies and expenses, outside services employed, property insurance, injuries and damages, employee pensions and benefits, miscellaneous general expenses, rents, maintenance of structures and equipment, depreciation and amortization and compensation for use of capital. Without limitation of the foregoing, "cost," as used in this Agreement, means fully embedded cost, namely, the sum of (1) direct costs, (2) indirect costs and (3) costs of capital.

### **ARTICLE III - TERM**

Section 3.1 This Agreement is entered into as of the Effective Date and shall continue in force with respect to a Client Company until terminated by the Service Companies and Client Company with respect to such Client Company (provided that no such termination with respect to less than all of the Client Companies shall thereby affect the term of this Agreement or any of the provisions hereof) or until terminated by unanimous agreement of all the parties then signatory to this Agreement.

### **ARTICLE IV – ACCOUNTS AND RECORDS**

Section 4.1 The Service Companies shall utilize the Uniform System of Accounts prescribed by the Federal Energy Regulatory Commission.

Section 4.2 The Service Companies shall permit each Affected State Commission and applicable statutory utility consumer representative(s), together with other interested parties as required under applicable law, access to its accounts and records, including the basis and computation of allocations, necessary for each Affected State Commission to review a Client Company's operating results.

## ARTICLE V – MISCELLANEOUS

Section 5.1 Counterparts. This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other parties.

Section 5.2 Entire Agreement; No Third Party Beneficiaries. This Agreement (including Appendix A and any other appendices or other exhibits or schedules hereto) (i) constitutes the entire agreement, and supersedes any prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement; and (ii) is not intended to confer upon any person other than the parties hereto any rights or remedies.

Section 5.3 Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of New York, regardless of the laws that might otherwise govern under applicable principles of conflict of laws.

Section 5.4 Assignment. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned, in whole or in part, by operation of law or otherwise by any of the parties hereto without the prior written consent of each of the other parties. Any attempted or purported assignment in violation of the preceding sentence shall be null and void and of no effect whatsoever. Subject to the preceding two sentences, this Agreement shall be binding upon, inure to the benefit of, and be enforceable by, the parties and their respective successors and assigns.

Section 5.5 Amendments. This Agreement may not be amended except by an instrument in writing signed on behalf of each of the parties. To the extent that applicable state law or regulation or other binding obligation requires that

any such amendment be filed with any Affected State Commission for its review or otherwise, each Client Company shall comply in all respects with any such requirements.

Section 5.6 Interpretation. When a reference is made in this Agreement to an Article, Section or Appendix or other Exhibit, such reference shall be to an Article or Section of, or an Appendix or other Exhibit to, this Agreement unless otherwise indicated. The headings contained in this Agreement are for convenience of reference only and shall not affect in any way the meaning or interpretation of this Agreement. Whenever the words "include", "includes" or "including" are used in this Agreement, they shall be deemed to be followed by the words "without limitation". The words "hereof", "herein" and "hereunder" and words of similar import when used in this Agreement shall refer to this Agreement as a whole and not to any particular provision of this Agreement. The definitions contained in this Agreement are applicable to the singular as well as the plural forms of such terms and to the masculine as well as to the feminine and neuter genders of such term. References to a person are also to its permitted successors and assigns.

Section 5.7 DE-Carolinas Conditions. In addition to the terms and conditions set forth herein, with respect to DE-Carolinas, the provisions set out in Appendix B are hereby incorporated herein by reference. In addition, DE-Carolinas' participation in this Agreement is explicitly subject to the Regulatory Conditions and Code of Conduct approved by the NCUC in its Order Approving Merger Subject to Regulatory Conditions and Code of Conduct issued March 24, 2006, in NCUC Docket No. E-7, Sub 795. In the event of any conflict between the provisions of this Agreement and the approved Regulatory Conditions and Code of Conduct provisions, the Regulatory Conditions and Code of Conduct shall govern.

IN WITNESS WHEREOF, the parties hereto have caused this Service Agreement to be executed as of the date and year first above written.

DUKE ENERGY BUSINESS SERVICES LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY CAROLINAS, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY OHIO, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY INDIANA, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY KENTUCKY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

MIAMI POWER CORPORATION

By \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CAROLINA POWER & LIGHT COMPANY d/b/a  
PROGRESS ENERGY CAROLINAS, INC.

By \_\_\_\_\_

FLORIDA POWER CORPORATION d/b/a  
PROGRESS ENERGY FLORIDA, INC.

By \_\_\_\_\_

PROGRESS ENERGY SERVICE COMPANY, LLC

By \_\_\_\_\_

**APPENDIX A**

Description of Services and Determination  
of Charges for Services

I. The Service Companies will maintain an accounting system for accumulating all costs on an activity, process, project, responsibility center, work order, or other appropriate basis. To the extent practicable, time records of hours worked by Service Company employees will be kept by activity, process, project, responsibility center or work order. Charges for salaries will be determined from such time records and will be computed on the basis of employees' labor costs, including the cost of fringe benefits, indirect labor costs and payroll taxes. Records of employee-related expenses and other indirect costs will be maintained for each functional group within the Service Company (hereinafter referred to as "Function"). Where identifiable to a particular activity, process, project, responsibility center or work order, such indirect costs will be directly assigned to such activity, process, project, responsibility center or work order. Where not identifiable to a particular activity, process, project, responsibility center or work order, such indirect costs within a Function will be distributed in relationship to the directly assigned costs of the Function. For purposes of this Appendix A, any costs not directly assigned or distributed by the Service Company will be allocated monthly.

II. Service Company costs accumulated for each activity, process, project, responsibility center or work order will be directly assigned, distributed, or allocated to the Client Companies or other Functions within the Service Company as follows:

1. Costs accumulated in an activity, process, project, responsibility center or work order for services specifically performed for a single Client Company or Function will be directly assigned and charged to such Client Company or Function.

2. Costs accumulated in an activity, process, project, responsibility center or work order for services specifically performed for two or more Client Companies or Functions will be distributed among and charged to such Client Companies or Functions. The appropriate method of distribution will be determined by the Service Company on a case-by-case basis consistent with the nature of the work performed and will be based on the application of one or more of the methods described in paragraphs IV and V of this

Appendix A. The distribution method will be provided to each such affected Client Company or Function.

3. Costs accumulated in an activity, process, project, responsibility center or work order for services of a general nature which are applicable to all Client Companies or Functions or to a class or classes of Client Companies or Functions will be allocated among and charged to such Client Companies or Functions by application of one or more of the methods described in paragraphs IV and V of this Appendix A.

III. For purposes of this Appendix A, the following definitions or methodologies shall be utilized:

1. Where applicable, the following will be utilized to convert gas sales to equivalent electric sales: 1 cubic foot of gas sales equals 0.303048 kilowatt-hour of electric sales (based on electricity at 3412 Btu/kWh and natural gas at 1034 Btu/cubic foot).

2. "Domestic utility" refers to a utility which operates in the contiguous United States of America.

3. "Gross margin" refers to revenues as defined by Generally Accepted Accounting Principles, less cost of sales, including but not limited to fuel, purchased power, emission allowances and other cost of sales.

4. "Distribution" means electric distribution and local gas distribution as applicable.

5. "Distribution Lines" mean electric power lines at distribution voltages measured in circuit miles, and gas mains and lines, as applicable.

The weights utilized in the weighted average ratios in paragraph V of this Appendix A shall represent the percentage relationship of the activities associated with the function for which costs are to be allocated. For example, if an expense item is to be allocated on the weighted average of the Gross Margin Ratio, the Labor Dollars Ratio and the Total Property, Plant and Equipment ("PP&E") Ratio, and the activity to be allocated is one-third gross margin related, one-third labor related and one-third PP&E related, 33 percent of the Gross Margin Ratio would be utilized, 33 percent of the Labor Dollars Ratio and 34 percent of the PP&E Ratio would be utilized. To illustrate this application, assuming that

the Gross Margin Ratio were 53.75 percent for Company A and 46.25 percent for Company B, the Labor Dollars Ratio were 25 percent for Company A and 75 percent for Company B, and the Total PP&E Ratio were 60 percent for Company A and 40 percent for Company B, the following weighted average ratio would be computed:

| Activity                                  | Weight     | Company A |               | Company B |               |
|---|------------|-----------|---------------|-----------|---------------|
|   |            | Ratio     | Weighted      | Ratio     | Weighted      |
| Gross Margin Ratio                        | 33%        | 53.75%    | 17.74%        | 46.25%    | 15.26%        |
| Labor Dollars Ratio                       | 33%        | 25.00%    | 8.25%         | 75.00%    | 24.75%        |
| Total Property, Plant and Equipment Ratio | <u>34%</u> | 60.00%    | <u>20.40%</u> | 40.00%    | <u>13.60%</u> |
|   | 100%       |           | 46.39%        |           | 53.61%        |

IV. The following allocation methods will be applied, as specified in paragraph V of this Appendix A, to assign costs for services applicable to two or more clients and/or to allocate costs for services of a general nature.

1. Sales Ratio

A ratio, based on the applicable domestic firm kilowatt-hour electric sales (and/or the equivalent cubic feet of gas sales, where applicable), excluding intra-system sales, for a preceding twelve consecutive calendar month period, the numerator of which is for a Client Company and the denominator of which is for all utility Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable), This ratio will be determined annually, or at such time as may be required due to a significant change.

2. Electric Peak Load Ratio

A ratio, based on the sum of the applicable monthly domestic firm electric maximum system demands for a preceding twelve consecutive calendar month period, the numerator of which is for a Client Company and the denominator of which is for all utility Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where

applicable). This ratio will be determined annually, or at such time as may be required due to a significant change.

3. Number of Customers Ratio

A ratio, based on the sum of the applicable domestic firm electric customers (and/or gas customers, where applicable) at the end of a recent month in the preceding twelve consecutive calendar month period, the numerator of which is for a Client Company and the denominator of which is for all domestic utility Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). This ratio will be determined annually, or at such time as may be required due to a significant change.

4. Number of Employees Ratio

A ratio, based on the applicable number of employees at the end of a recent month in the preceding twelve consecutive month period, the numerator of which is for a Client Company or Service Company Function and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. This ratio will be determined annually, or at such time as may be required due to a significant change.

5. Construction-Expenditures Ratio

A ratio, based on the applicable projected construction expenditures for the following twelve consecutive calendar month period, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). Separate ratios will be computed for total construction expenditures and appropriate functional plant (i.e., production, transmission, Distribution, and general) classifications. This ratio will be

determined annually, or at such time as may be required due to a significant change.

6. Miles of Distribution Lines Ratio

In the case of electric Distribution, a ratio, based on the applicable installed circuit miles of domestic electric Distribution Lines, and in the case of gas Distribution, a ratio, based on the applicable installed miles of domestic gas Distribution Lines, in either case at the end of the preceding calendar year, the numerator of which is for a Client Company and the denominator of which is for all domestic utility Client Companies. This ratio will be determined annually, or at such time as may be required due to a significant change.

7. Circuit Miles of Electric Transmission Lines Ratio

A ratio, based on the applicable installed circuit miles of domestic electric transmission lines at the end of the preceding calendar year, the numerator of which is for a Client Company and the denominator of which is for all domestic utility Client Companies. This ratio will be determined annually, or at such time as may be required due to a significant change.

8. Number of Central Processing Unit Seconds Ratio

A ratio, based on the sum of the applicable number of central processing unit seconds expended to execute mainframe computer software applications for a preceding twelve consecutive calendar month period, the numerator of which is for a Client Company or Service Company Function, and the denominator of which is for all Client Companies, (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. This ratio will be determined annually, or at such time as may be required due to a significant change.

9. Revenues Ratio

A ratio, based on the total applicable revenues for a preceding twelve consecutive calendar month period, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). This ratio will be determined annually or at such time as may be required due to a significant change.

10. Inventory Ratio

A ratio, based on the total applicable inventory balance for the preceding year, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). Separate ratios will be computed for total inventory and the appropriate functional plant (i.e., production, transmission, Distribution, and general) classifications. This ratio will be determined annually or at such time as may be required due to a significant change.

11. Procurement Spending Ratio

A ratio, based on the total amount of applicable procurement spending for the preceding year, the numerator of which is for a Client Company or Service Company Function and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. Separate ratios will be computed for total procurement spending and appropriate functional plant (i.e., production, transmission, Distribution, and general) classifications. This ratio will be determined annually or at such time as may be required due to a significant change.

12. Square Footage Ratio

A ratio, based on the total amount of applicable square footage occupied in a recent month in the preceding twelve consecutive month period, the numerator of which is for a Client Company or Service Company Function

and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. This ratio will be determined annually or at such time as may be required due to a significant change.

13. Gross Margin Ratio

A ratio, based on the total applicable gross margin for a preceding twelve consecutive calendar month period, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). This ratio will be determined annually or at such time as may be required due to a significant change.

14. Labor Dollars Ratio

A ratio, based on the total applicable labor dollars for a preceding twelve consecutive calendar month period, the numerator of which is for a Client Company or Service Company Function and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. This ratio will be determined annually or at such time as may be required due to a significant change.

15. Number of Personal Computer Work Stations Ratio

A ratio, based on the total number of applicable personal computer work stations at the end of a recent month in the preceding twelve consecutive month period, the numerator of which is for a Client Company or Service Company Function and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. This ratio will be determined annually or at such time as may be required due to a significant change.

16. Number of Information Systems Servers Ratio

A ratio, based on the total number of applicable servers at the end of a recent month in the preceding twelve consecutive month period, the numerator of which is for a Client Company or Service Company Function and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable) and/or the Service Company. This ratio will be determined annually or at such time as may be required due to a significant change.

17. Total Property, Plant and Equipment Ratio

A ratio, based on the total applicable Property, Plant and Equipment balance (net of accumulated depreciation and amortization) for the preceding year, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). This ratio will be determined annually or at such time as may be required due to a significant change.

18. Generating Unit MW Capability Ratio

A ratio, based on the total applicable installed megawatt capability for the preceding year, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). This ratio will be determined annually or at such time as may be required due to a significant change.

19. Number of Meters Ratio

A ratio, based on the number of electric and/or gas meters, as applicable, the numerator of which is for a Client Company and the denominator of which is for all domestic utility Client Companies. Separate ratios will be computed for appropriate meter classifications (e.g., type of metering

technology). This ratio will be determined annually, or at such time as may be required due to a significant change.

20. O&M Expenditures Ratio

A ratio, based on the operation and maintenance (O&M) expenditures for a prior twelve month period, the numerator of which is for a Client Company and the denominator of which is for all Client Companies (and Duke Energy Corporation's non-utility and non-domestic utility affiliates, where applicable). Separate ratios will be computed for total O&M expenditures and appropriate functional plant (i.e., production, transmission, Distribution, and general) classifications. This ratio will be determined annually.

V. A description of each Function's activities, which may be modified from time to time by the Service Companies, is set forth below in paragraph "a" under each Function. As described in paragraph II, "1" and "2" of this Appendix A, where identifiable, costs will be directly assigned or distributed to Client Companies or to other Functions of the Service Company. For costs accumulated in activities, processes, projects, responsibility centers, or work orders which are for services of a general nature that cannot be directly assigned or distributed, as described in paragraph II, "3" of this Appendix A, the method or methods of allocation are set forth below in paragraph "b" under each Function. For any of the functions set forth below other than Information Systems, Transportation, Human Resources or Facilities, costs of a general nature to be allocated pursuant to this Agreement shall exclude costs of a general nature which have been allocated to affiliated companies not a party to this Agreement. Substitution or changes may be made in the methods of allocation hereinafter specified, as may be appropriate, and will be provided to state regulatory agencies and to each Client Company. Any such substitution or changes shall be in compliance with the requirements of applicable state law, regulations and regulatory conditions.

1. Information Systems

a. Description of Function

Provides communications and electronic data processing services. The activities of the Function include:

- (1) Development and support of mainframe computer software applications.
- (2) Procurement and support of personal computers and related network and software applications.
- (3) Development and support of distributed computer software applications (e.g., servers).
- (4) Installation and operation of communications systems.
- (5) Information systems management and support services.

b. Method of Allocation

- (1) Development and support of mainframe computer software applications - allocated between the Client Companies and other Functions of the Service Company based on the number of Central Processing Unit Seconds Ratio, or allocated among the Client Companies on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio as appropriate.
- (2) Procurement and support of personal computers and related network and software applications - allocated to the Client Companies and to other Functions of the Service Company based on the Number of Personal Computer Work Stations Ratio.
- (3) Development and support of distributed computer software applications - allocated to the Client Companies and to other Functions of the Service Company based on the Number of Information Systems Servers Ratio.
- (4) Installation and operation of communications systems - allocated to the Client Companies and to other Functions of the Service Company based on the Number of Employees Ratio.
- (5) Information systems management and support services – allocated to the Client Companies and to other Functions of the Service Company based

on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.

2. Meters

a. Description of Function

Procures, tests and maintains meters.

b. Method of Allocation

Allocated to the Client Companies based on the Number of Customers Ratio.

3. Transportation

a. Description of Function

(1) Procures and maintains vehicles and equipment.

(2) Procures and maintains aircraft and equipment.

b. Method of Allocation

(1) The costs of maintaining vehicles and equipment are allocated to the Client Companies and to other Functions of the Service Company based on the Number of Employees Ratio.

(2) The costs of maintaining aircraft and equipment are allocated to the Client Companies and to other Functions of the Service Company based on a weighted average of the Gross Margin Ratio, the Labor Dollars Ratio and the PP&E Ratio.

4. System Maintenance

a. Description of Function

Coordinates maintenance and support of electric transmission systems and Distribution systems.

b. Method of Allocation

(1) Services related to electric transmission systems - allocated to the Client Companies based on the Circuit Miles of Electric Transmission Lines Ratio.

- (2) Services related to electric Distribution systems - allocated to the Client Companies based on the Miles of Distribution Lines Ratio.
- (3) Services related to gas Distribution systems – allocated to the Client Companies based on the Labor Dollars Ratio.

5. Marketing and Customer Relations

a. Description of Function

Advises the Client Companies in relations with domestic utility customers.

The activities of the Function include:

- (1) Design and administration of sales and demand-side management programs.
- (2) Customer meter reading, billing and payment processing.
- (3) Customer services including the operation of call center.

b. Method of Allocation

- (1) Design and administration of sales and demand-side management programs - allocated to the Client Companies based on the Sales Ratio.
- (2) Customer billing and payment processing - allocated to the Client Companies based on the Number of Customers Ratio.
- (3) Customer Services - allocated to the Client Companies based on the Number of Customers Ratio.

6. Transmission and Distribution Engineering and Construction

a. Description of Function

Designs and monitors construction of electric transmission and Distribution Lines and associated facilities. Prepares cost and schedule estimates, visits construction sites to ensure that construction activities coincide with plans, and administers construction contracts.

b. Method of Allocation

- (1) Transmission engineering and construction allocated to the Client Companies based on the Electric Transmission Plant's Construction-Expenditures Ratio.

- (2) Distribution engineering and construction allocated to the Client Companies based on the Distribution plant's Construction-Expenditures Ratio.

7. Power Engineering and Construction

a. Description of Function

Designs, monitors and supports the construction and retirement of electric generation facilities. Prepares specifications and administers contracts for construction of new electric generating units, improvements to existing electric generating units, and the retirement of existing electric generating equipment, including developing associated operating processes with operations personnel. Prepares cost and schedule estimates and visits construction sites to ensure that construction and retirement activities meet schedules and plans..

b. Method of Allocation

Allocated to the Client Companies based on the Electric Production Plant's Construction-Expenditures Ratio.

8. Human Resources

a. Description of Function

Establishes and administers policies and supervises compliance with legal requirements in the areas of employment, compensation, benefits and employee health and safety. Processes payroll and employee benefit payments. Supervises contract negotiations and relations with labor unions.

b. Method of Allocation

Allocated to the Client Companies and to other Functions of the Service Company based on the Number of Employees Ratio.

9. Materials Management

a. Description of Function

Provides services in connection with the procurement of materials and contract services, processes payments to vendors, and provides management of material and supplies inventories.

- b. Method of Allocation
  - (1) Procurement of materials and contract services and vendor payment processing - allocated to the Client Companies and to other Functions of the Service Company based on the Procurement Spending Ratio.
  - (2) Management of materials and supplies inventory – allocated to the Client Companies on the Inventory Ratio.

10. Facilities

- a. Description of Function

Operates and maintains office and service buildings. Provides security and housekeeping services for such buildings and procures office furniture and equipment.
- b. Method of Allocation

Allocated to the Client Companies and to other Functions of the Service Company based on the Square Footage Ratio.

11. Accounting

- a. Description of Function

Maintains the books and records of Duke Energy Corporation and its affiliates, prepares financial and statistical reports, prepares tax filings and supervises compliance with the laws and regulations.
- b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.

12. Power and Gas Planning and Operations

- a. Description of Function

Coordinate the planning, management and operation of Duke Energy Corporation's power generation, transmission and Distribution systems. The activities of the Function include:

- (1) System Planning - planning of additions and retirements to the electric generation units and transmission and Distribution systems belonging to the regulated utilities owned by Duke Energy Corporation.
- (2) System Operations - coordination of the dispatch and operation of the electric generating units and transmission and Distribution systems belonging to the regulated utilities owned by Duke Energy Corporation.
- (3) Power Operations – provides management and support services for the electric generation units owned or operated by subsidiaries of Duke Energy Corporation.
- (4) Wholesale Power Operations – coordination of Duke Energy Corporation's wholesale power operations.

b. Method of Allocation

- (1) System Planning
  - (a) Generation planning - allocated to the Client Companies based on the Electric Peak Load Ratio.
  - (b) Transmission planning – allocated to the Client Companies based on the Electric Peak Load Ratio.
  - (c) Electric Distribution planning - allocated to the Client Companies based on a weighted average of the Miles of Distribution Lines Ratio and the Electric Peak Load Ratio.
  - (d) Gas Distribution planning – allocated to the Client Companies based on the Construction-Expenditures Ratio.
- (2) System Operations –
  - (a) Generation Dispatch - allocated to the Client Companies based on the Sales Ratio.
  - (b) Transmission Operations - allocated to the Client Companies based on a weighted average of the Circuit Miles of Electric Transmission Lines Ratio and the Electric Peak Load Ratio.

- (c) Electric Distribution Operations - allocated to the Client Companies based on a weighted average of the Miles of Distribution Lines Ratio and the Electric Peak Load Ratio.
- (d) Gas Distribution Operations – allocated to the Client Companies based on the Construction-Expenditures Ratio.

- (3) Power Operations – allocated to the Client Companies based on the Generating Unit MW Capability Ratio.
- (4) Wholesale Power Operations – allocated to the Client Companies based on the Sales Ratio.

13. Public Affairs

a. Description of Function

Prepares and disseminates information to employees, customers, government officials, communities and the media. Provides graphics, reproduction lithography, photography and video services.

b. Method of Allocation

- (1) Services related to corporate governance, public policy, management and support services - allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.
- (2) Services related to utility specific activities - allocated to the Client Companies based on a weighted average of the Number of Customers Ratio and the Number of Employees Ratio.

14. Legal

a. Description of Function

Renders services relating to labor and employment law, litigation, contracts, rates and regulatory affairs, environmental matters, financing, financial reporting, real estate and other legal matters.

b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.

15. Rates

a. Description of Function

Determines the Client Companies' revenue requirements and rates to electric and gas requirements customers. Administers interconnection and joint ownership agreements. Researches and forecasts customers' usage.

b. Method of Allocation

Allocated to the Client Companies based on the Sales Ratio.

16. Finance

a. Description of Function

Renders services to Client Companies with respect to investments, financing, cash management, risk management, claims and fire prevention. Prepares budgets, financial forecasts and economic analyses.

b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.

17. Rights of Way

a. Description of Function

Purchases, surveys, records, and sells real estate interests for Client Companies.

b. Method of Allocation

(1) Services related to Distribution system - allocated to the Client Companies based on the Miles of Distribution Lines Ratio.

(2) Services related to electric generation system- allocated to the Client Companies based on the Electric Peak Load Ratio.

(3) Services related to electric transmission system – allocated to the Client Companies based on the Circuit Miles of Electric Transmission Lines Ratio.

18. Internal Auditing

a. Description of Function

Reviews internal controls and procedures to ensure that assets are safeguarded and that transactions are properly authorized and recorded.

b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.

19. Environmental, Health and Safety

a. Description of Function

Establishes policies and procedures and governance framework for compliance with environmental, health and safety ("EHS") issues, monitors compliance with EHS requirements and provides EHS compliance support to the Client Companies' personnel.

b. Method of Allocation

(1) Services related to corporate governance, environmental policy, management and support services - allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollar Ratio and the PP&E Ratio.

(2) Services related to utility specific activities – allocated to the Client Companies based on the Sales Ratio

20. Fuels

a. Description of Function

Procures coal, gas and oil for the Client Companies. Ensures compliance with price and quality provisions of fuel contracts and arranges for transportation of the fuel to the generating stations.

b. Method of Allocation

Allocated to the Client Companies based on the Sales Ratio.

21. Investor Relations

a. Description of Function

Provides communications to investors and the financial community, performs transfer agent and shareholder record keeping functions, administers stock plans and performs stock-related regulatory reporting.

b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollars Ratio and the PP&E Ratio.

22. Planning

a. Description of Function

Facilitates preparation of strategic and operating plans, monitors trends and evaluates business opportunities.

b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollars Ratio and the PP&E Ratio.

23. Executive

a. Description of Function

Provides general administrative and executive management services.

b. Method of Allocation

Allocated to the Client Companies based on a weighted average of the Gross Margin Ratio, the Labor Dollars Ratio and the PP&E Ratio.

**APPENDIX B**

**DE-CAROLINAS CONDITIONS**

1. In connection with the NCUC approval the Merger in NCUC Docket No. E-7, Sub 795, the NCUC adopted certain Regulatory Conditions and a revised Code of Conduct governing transactions between DE-Carolinas and its affiliates. Pursuant to the Regulatory Conditions, the following provisions are applicable to DE-Carolinas:

(a) DE-Carolinas' participation in this Agreement is voluntary. DE-Carolinas is not obligated to take or provide services or make any purchases or sales pursuant to this Agreement, and DE-Carolinas may elect to discontinue its participation in this Agreement at its election after giving notice under Section 3.1 of the Agreement.

(b) DE-Carolinas may not make or incur a charge under this Agreement except in accordance with North Carolina law and the rules, regulations and orders of the NCUC promulgated thereunder.

(c) DE-Carolinas may not seek to reflect in rates any (i) costs incurred under this Agreement exceeding the amount allowed by the NCUC or (ii) revenue level earned under this Agreement less than the amount imputed by the NCUC; and

(d) Except to the extent that requesting FERC review and authorization pursuant to Section 1275(b) of Subtitle F in Title XII of PUHCA 2005, as provided in Regulatory Condition No. 21, may be determined to have preemptive effect under the law, DE-Carolinas will not assert in any forum that the NCUC's authority to assign, allocate, make pro-forma adjustments to or disallow revenues and costs for retail ratemaking and regulatory accounting and reporting purposes is preempted and will bear the full risk of any preemptive effects of federal law with respect to this Agreement.

2. With respect to the transfer by DE-Carolinas under this Agreement of the control of, operational responsibility for, or ownership of any DE-Carolinas assets used for the generation, transmission or distribution of electric power to its North Carolina retail customers with a gross book value in excess of ten million dollars (\$10 million), the following shall apply:

(a) DE-Carolinas may not commit to or carry out the transfer except in accordance with all applicable law, and the rules, regulations and orders of the NCUC promulgated thereunder; and

(b) DE-Carolinas may not include in its North Carolina cost of service or rates the value of the transfer, whether or not subject to federal law, except as allowed by the NCUC in accordance with North Carolina law.

**OPERATING COMPANIES  
SERVICE AGREEMENT**

This Operating Companies Service Agreement (this "Agreement"), dated \_\_\_\_\_ (the "Effective Date"), by and among Duke Energy Carolinas, LLC, a North Carolina limited liability company ("DE-Carolinas"), Duke Energy Ohio, Inc., an Ohio corporation ("DE-Ohio"), Duke Energy Indiana, Inc., an Indiana corporation ("DE-Indiana"), Duke Energy Kentucky, Inc., a Kentucky corporation ("DE-Kentucky"), Miami Power Corporation, an Indiana corporation ("Miami"), Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc. ("PE-North Carolina"), a North Carolina corporation, and Florida Power Corporation d/b/a Progress Energy Florida, Inc., a Florida corporation ("PE-Florida"). DE-Carolinas, DE-Ohio, DE-Indiana, DE-Kentucky, Miami, PE-North Carolina and PE-Florida are referred to collectively as the "Operating Companies" and, individually, an "Operating Company" supersedes and replaces in its entirety the Operating Company Service Agreement dated May 18, 2010.

**W I T N E S S E T H:**

**WHEREAS**, Duke Energy Corporation ("Duke Energy") is a Delaware corporation;

**WHEREAS**, each Operating Company is a subsidiary of Duke Energy and a public utility company;

**WHEREAS**, in the ordinary course of their businesses, Operating Companies maintain organizations of employees with technical expertise in matters affecting public utility companies and related businesses and own or acquire related equipment, facilities, properties and other resources; and

**WHEREAS**, subject to the terms and conditions herein set forth, and taking into consideration the parties' utility responsibilities or primary business operations, as the case may be, the parties hereto are willing, upon request from time to time, to perform such services, and in connection therewith to make available such equipment, facilities, properties and other resources, as they shall request from each other;

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained, the parties agree as follows:

**ARTICLE 1. PROVISION OF SERVICES; LOANED EMPLOYEES**

Section 1.1 Provision of Services.

(a) Upon receipt by a party hereto (in such capacity, a "Service Provider") of a written request in substantially the form attached hereto as Exhibit A (a "Service Request") from another party hereto (in such capacity, a "Client Company") for the provision to such Client Company of such services as are specified therein, including if applicable use of any related equipment, facilities, properties or other resources (collectively, "Services"), the Service Provider, if in its sole discretion it has available the personnel or other resources needed to perform the Service Request without

impairment of its utility responsibilities or business operations, as the case may be, shall furnish such Services to the Client Company at such times, for such periods and in such manner as the Client Company shall have so requested and otherwise in accordance with the provisions hereof.

(b) For purposes of this Agreement, "Services" may include, but shall not be limited to, services in such areas as engineering and construction; operations and maintenance; installation services; equipment testing; generation technical support; environmental, health and safety; and procurement services.

(c) "Services" may also include the use of assets, equipment and facilities, provided the Client Company compensates the Service Provider for such use in accordance with Article 3.

(d) For the avoidance of doubt, affiliate transactions involving sales or other transfers of assets, goods, energy commodities (including electricity, natural gas, coal and other combustible fuels) or thermal energy products are outside the scope of this Agreement.

#### Section 1.2 Loaned Employees.

(a) If specifically requested in connection with the provision of Services, Service Provider shall loan one or more of its employees to such Client Company, provided that such loan shall not, in the sole discretion of Service Provider, interfere with or impair Service Provider's utility responsibilities or business operations, as the case may be. After the commencement thereof, any such loaned employees may be withdrawn by Service Provider from tasks duly assigned by Client Company, prior to completion thereof as contemplated in the associated Service Request, only with the consent of Client Company (which shall not be unreasonably withheld or delayed), except in the event of a demonstrable emergency requiring the use of any such employees in another capacity for Service Provider.

(b) While performing work on behalf of Client Company, any such loaned employees shall be under its supervision and control, and Client Company shall be responsible for their actions to the same extent as though such persons were its employees (it being understood that such persons shall nevertheless remain employees of Service Provider and nothing herein shall be construed as creating an employer-employee relationship between any Client Company and any loaned employees). Accordingly, for the duration of any such loan, Service Provider shall continue to provide its loaned employees with the same payroll, pension, savings, tax withholding, unemployment, bookkeeping and other personnel support services then being provided by Service Provider to its other employees.

### ARTICLE 2. SERVICE REQUESTS

Section 2.1 Procedure. All Services (including any loans of employees) (i) shall be performed in accordance with Service Requests issued by or on behalf of Client Company and accepted by Service Provider and (ii) shall be assigned to applicable activities, processes, projects, responsibility centers or on other appropriate bases to enable specific work to be properly assigned. Service Requests shall be as specific as practicable in defining the Services requested. Client Company shall have the right from time to time to amend or rescind any Service Request, *provided* that (a) Service Provider consents to any amendment that results in a material change in the scope of

Services to be provided, (b) the costs associated with an amended or rescinded Service Request shall include the costs incurred by Service Provider as a result of such amendment or rescission, and (c) no amendment or rescission of a Service Request shall release Client Company from any liability for costs already incurred or contracted for by Service Provider pursuant to the original Service Request, regardless of whether any labor or the furnishing of any property or other resources has been commenced or completed.

### ARTICLE 3. COMPENSATION FOR SERVICES

Section 3.1 Cost of Services. As compensation for any Services rendered to it pursuant to this Agreement, Client Company shall pay to Service Provider the Cost thereof, except to the extent otherwise required by Section 482 of the Internal Revenue Code; provided, however, that Services provided to or by DE-Carolinas shall be priced in accordance with DE-Carolinas's North Carolina Code of Conduct approved by the North Carolina Utilities Commission; and further provided that with respect to Services relating to wholesale merchant or electric generation functions, such Services provided by DE Carolinas, DE Indiana, or DE Kentucky to DE Ohio shall be priced at the greater of Cost or market, and such Services provided by DE Ohio to DE Carolinas, DE Indiana, or DE Kentucky shall be priced at no more than market. "Costs" means the sum of (i) direct costs, (ii) indirect costs and (iii) costs of capital. As soon as practicable after the close of each month, Service Provider shall render to each Client Company a statement reflecting the billing information necessary to identify the costs charged for that month. By the last day of each month, Client Company shall remit to Service Provider all charges billed to it. For avoidance of doubt, the Service Provider and each Client Company may satisfy the foregoing requirement by recording billings and payments required hereunder in their common accounting systems without rendering paper or electronic monthly statements or remitting cash payments.

Section 3.2 Exception. In the event any Services to be rendered under this Agreement are to be provided to or from DE-Carolinas in accordance with DE-Carolinas's North Carolina Code of Conduct at anything other than fully embedded cost as described above, then prior to entering into the transaction, DE-Indiana, DE-Kentucky or DE-Ohio, whichever is applicable, shall provide 30 days written notice to the respective state commission staffs and state consumer representatives explaining the proposed transaction, including the benefits of the transaction. If no objection is received within 30 days, then the transaction may proceed. If one or more third parties object to the transaction in writing within 30 days, then DE-Indiana, DE-Kentucky or DE-Ohio, whichever is applicable, must seek specific state commission approval of the transaction prior to entering into the transaction.

### ARTICLE 4. LIMITATION OF LIABILITY; INDEMNIFICATION

Section 4.1 Limitation of Liability/Services. In performing Services pursuant to Section 1.1 hereof, Service Provider will exercise due care to assure that the Services are performed in a workmanlike manner in accordance with the specifications set forth in the applicable Service Request and consistent with any applicable legal standards. The sole and exclusive responsibility of Service Provider for any deficiency therein shall be promptly to correct or repair such deficiency or

to re-perform such Services, in either case at no additional cost to Client Company, so that the Services fully conform to the standards described in the first sentence of this Section 4.1. No Service Provider makes any other warranty with respect to the provision of Services, and each Client Company agrees to accept any Services without further warranty of any nature.

Section 4.2 Limitation of Liability/Loaned Employees. In furnishing Services under Section 1.2 hereof (i.e., involving loaned employees), neither the Service Provider, nor any officer, director, employee or agent thereof, shall have any responsibility whatever to any Client Company receiving such Services, and Client Company specifically releases Service Provider and such persons, on account of any claims, liabilities, injuries, damages or other consequences arising in connection with the provision of such Services under any theory of liability, whether in contract, tort (including negligence or strict liability) or otherwise, it being understood and agreed that any such loaned employees are made available without warranty as to their suitability or expertise.

Section 4.3 Disclaimer. WITH RESPECT TO ANY SERVICES PROVIDED UNDER THIS AGREEMENT, THE SERVICE PROVIDER THEREOF MAKES NO WARRANTY OR REPRESENTATION OTHER THAN AS SET FORTH IN SECTION 4.1, AND THE PARTIES HERETO HEREBY AGREE THAT NO OTHER WARRANTY, WHETHER STATUTORY, EXPRESS OR IMPLIED (INCLUDING BUT NOT LIMITED TO ALL WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE AND WARRANTIES ARISING FROM COURSE OF DEALING OR USAGE OF TRADE), SHALL BE APPLICABLE TO THE PROVISION OF ANY SUCH SERVICES. THE PARTIES FURTHER AGREE THAT THE REMEDIES STATED HEREIN ARE EXCLUSIVE AND SHALL CONSTITUTE THE SOLE AND EXCLUSIVE REMEDY OF ANY PARTY HERETO FOR A FAILURE BY ANY OTHER PARTY HERETO TO COMPLY WITH ITS WARRANTY OBLIGATIONS.

Section 4.4 Indemnification.

(a) Subject to subparagraph (b) of this Section 4.4, Service Provider shall release, defend, indemnify and hold harmless each Client Company, including any officer, director, employee or agent thereof, from and against, and shall pay the full amount of, any loss, liability, claim, damage, expense (including costs of investigation and defense and reasonable attorneys' fees), whether or not involving a third-party claim, incurred or sustained by or against any such Client Company arising, directly or indirectly, from or in connection with Service Provider's negligence or willful misconduct in the performance of the Services.

(b) Notwithstanding any other provision hereof, Service Provider's total liability hereunder with respect to any specific Services shall be limited to the amount actually paid to Service Provider for its performance of the specific Services for which the liability arises, and under no circumstances shall Service Provider be liable for consequential, incidental, punitive, exemplary or indirect damages, lost profits or other business interruption damages, by statute, in tort or contract, under any indemnity provision or otherwise (it being the intent of the parties that the indemnification obligations in this Agreement shall cover only actual damages and accordingly, without limitation of the foregoing, shall be net of any insurance proceeds actually received in respect of any such damages).

Section 4.5 Procedure for Indemnification. Within 15 business days after receipt by any Client Company of notice of any claim or the commencement of any action, suit, litigation or other proceeding against it (a "Proceeding") with respect to which it is eligible for indemnification hereunder, such Client Company shall notify Service Provider thereof in writing (it being understood that failure so to notify Service Provider shall not relieve the latter of its indemnification obligation, unless Service Provider establishes that defense thereof has been prejudiced by such failure). Thereafter, Service Provider shall be entitled to participate in such Proceeding and, at its election upon notice to such Client Company and at its expense, to assume the defense of such Proceeding. Without the prior written consent of such Client Company, Service Provider shall not enter into any settlement of any third-party claim that would lead to liability or create any financial or other obligation on the part of such Client Company for which it such Client Company is not entitled to indemnification hereunder. If such Client Company has given timely notice to Service Provider of the commencement of such Proceeding, but Service Provider has not, within 15 business days after receipt of such notice, given notice to Client Company of its election to assume the defense thereof, Service Provider shall be bound by any determination made in such Proceeding or any compromise or settlement made by Client Company. A claim for indemnification for any matter not involving a third-party claim may be asserted by notice from the applicable Client Company to Service Provider.

#### ARTICLE 5. MISCELLANEOUS

Section 5.1 Amendments. Any amendments to this Agreement shall be in writing executed by each of the parties hereto. To the extent that applicable state law or regulation or other binding obligation requires that any such amendment be filed with any affected state public utility commission for its review or otherwise, each Operating Company shall comply in all respects with any such requirements.

Section 5.2 Effective Date; Term. This Agreement shall become effective on the Effective Date and shall continue in full force and effect as to each party until terminated by any party, as to itself only, upon not less than 30 days prior written notice to the other parties hereto. Any such termination of parties shall not be deemed an amendment hereto. This Agreement may be terminated and thereafter be of no further force and effect upon the mutual consent of all of the parties hereto.

Section 5.3 Entire Agreement. This Agreement contains the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes any prior or contemporaneous contracts, agreements, understandings or arrangements, whether written or oral, with respect thereto. Any oral or written statements, representations, promises, negotiations or agreements, whether prior hereto or concurrently herewith, are superseded by and merged into this Agreement.

Section 5.4 Severability. If any provision of this Agreement or any application thereof shall be determined to be invalid or unenforceable, the remainder of this Agreement and any other application thereof shall not be affected thereby.

Section 5.5 Assignment. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned, in whole or in part, by operation of law or otherwise by any of the parties hereto without the prior written consent of each of the other parties. Any attempted or

purported assignment in violation of the preceding sentence shall be null and void and of no effect whatsoever. Subject to the preceding two sentences, this Agreement shall be binding upon, inure to the benefit of, and be enforceable by, the parties and their respective successors and assigns.

Section 5.6 Governing Law. This Agreement shall be construed and enforced under and in accordance with the laws of the State of New York, without regard to conflicts of laws principles.

Section 5.7 Captions, etc. The captions and headings used in this Agreement are for convenience of reference only and shall not affect the construction to be accorded any of the provisions hereof. As used in this Agreement, "hereof," "hereunder," "herein," "hereto," and words of like import refer to this Agreement as a whole and not to any particular section or other paragraph or subparagraph thereof.

Section 5.8 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed a duplicate original hereof, but all of which shall be deemed one and the same Agreement.

Section 5.9 DE-Carolinas Conditions. In addition to the terms and conditions set forth herein, with respect to DE-Carolinas, the provisions set out in Appendix B are hereby incorporated herein by reference. In addition, except with respect to the pricing of Services as set forth herein, DE-Carolinas' participation in this Agreement is explicitly subject to the Regulatory Conditions and Code of Conduct approved by the NCUC in its Order Approving Merger Subject to Regulatory Conditions and Code of Conduct issued March 24, 2006, in Docket No. E-7, Sub 795, as such Regulatory Conditions and Code of Conduct may be amended from time to time.

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Agreement to be executed on its behalf by an appropriate officer thereunto duly authorized.

Duke Energy Carolinas, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Ohio, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Indiana, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Kentucky, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Miami Power Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Carolina Power & Light Company d/b/a Progress  
Energy Carolinas, Inc.

By: \_\_\_\_\_

Florida Power Corporation d/b/a Progress Energy  
Florida, Inc.

By: \_\_\_\_\_

Exhibit A

Page 1 of 2



Folder Name efr148v1-000142  
Status New

**Service Request for Affiliates**

\* Red Asterisk indicates required fields

**Service Provider**

\* Service Provider  **Select**  
\* Legal Approval Representative  **Select**

**Proposed Service**

\* Description of Proposed Service  
Please Provide Basis for Estimated Costs, Include # of employees requested and amount of time requested

\* Estimated Costs (Numbers only, no commas or decimals)  \$0  
\* Scheduled Start Date    
\* Scheduled Complete Date

**Client Company**

\* Client Company  **Select**

**Accounting Codes (FMIS/BDMS) of the Client Company Receiving the Service**

\*\*\* Process/Work Code(s) OR Project & Activities (FMIS only) OR GL Account must be entered

|  |  |  |   |
|--|--|--|---|
| n/a / Corp Number <input type="text"/> | * Operating Unit / Line of Business <input type="text"/> | * Resp. Center / Center <input type="text"/> | * Process / Work Code(s) <input type="text"/> |
| * Project <input type="text"/>         | * Activity <input type="text"/>                          | * GL Account <input type="text"/>            |   |

**Confirmation of Service Provider Utility Responsibilities by Service Provider Approver**

Check this box to confirm that this Service Request will not result in impairment of Service Provider's utility responsibilities or operations.

**Miscellaneous Comments**

Comments

Comments Log

Exhibit A

Attachments

Help



| Filename | Size |
|----------|------|
|----------|------|

Approver Selection

The approvers should be appropriate according to the Delegation of Authority (DOA) matrix

| Route To:          | Name                 |        | Phone                | Status               |
|--------------------|----------------------|--------|----------------------|----------------------|
| • Client Company   | <input type="text"/> | Select | <input type="text"/> | <input type="text"/> |
| • Service Provider | <input type="text"/> | Select | <input type="text"/> | <input type="text"/> |
| • Legal            | <input type="text"/> |        | <input type="text"/> | <input type="text"/> |

Submitter Details

|                  |  |               |   |
|------------------|--|---------------|---|
| Created by       | <input type="text" value="Pahutski, Michael J"/> | Created on    | <input type="text" value="3/9/2008 11:09:03 AM"/> |
| • Phone          | <input type="text" value="(513) 419-1803"/>      |               |   |
| Last Modified by | <input type="text"/>                             | Last Modified | <input type="text"/>                              |

## Exhibit B

### DE-CAROLINAS CONDITIONS

1. In connection with the North Carolina Utilities Commission ("NCUC") approval of the Merger in NCUC Docket No. E-7, Sub 795, the NCUC adopted certain Regulatory Conditions ("Regulatory Conditions") and a revised Code of Conduct governing transactions between DE-Carolinas and its affiliates ("Code of Conduct"). Pursuant to the Regulatory Conditions and Code of Conduct, the following provisions are applicable to DE-Carolinas:

(a) DE-Carolinas's participation in this Agreement is voluntary. DE-Carolinas is not obligated to take or provide services or make any purchases or sales pursuant to this Agreement, and DE-Carolinas may elect to discontinue its participation in this Agreement at its election after giving notice under Section 6.2 of the Agreement.

(b) DE-Carolinas may not make or incur a charge under this Agreement except in accordance with North Carolina law and the rules, regulations and orders of the NCUC promulgated thereunder.

(c) DE-Carolinas may not seek to reflect in rates any (i) costs incurred under this Agreement exceeding the amount allowed by the NCUC or (ii) revenue level earned under this Agreement less than the amount imputed by the NCUC; and

(d) Except to the extent that requesting FERC review and authorization pursuant to 1275(b) of Subtitle F in Title XII of PUHCA 2005, as provided in Regulatory Condition 21, may be determined to have preemptive effect under the law, DE-Carolinas will not assert in any forum that the NCUC's authority to assign, allocate, make pro-forma adjustments to or disallow revenues and costs for retail ratemaking and regulatory accounting and reporting purposes is preempted and will bear the full risk of any preemptive effects of federal law with respect to this Agreement.

2. Transfers by DE-Carolinas. With respect to the transfer by DE-Carolinas under this Agreement of the control of, operational responsibility for, or ownership of any DE-Carolinas assets used for the generation, transmission or distribution of electric power to its North Carolina retail customers with a gross book value in excess of ten million dollars, the following shall apply: (a) DE-Carolinas may not commit to or carry out the transfer except in accordance with all applicable law, and the rules, regulations and orders of the NCUC promulgated thereunder; and (b) DE-Carolinas may not include in its North Carolina cost of service or rates the value of the transfer, whether or not subject to federal law, except as allowed by the NCUC in accordance with North Carolina law.

3. Access to DE-Carolinas Information. Any Operating Company providing Services to DE-Carolinas pursuant to this Agreement, including any loaned employees under Section 1.2 of the Agreement, shall be permitted to have access to DE-Carolinas Customer Information and Confidential Systems Operation Information, as those terms are defined in the Code of Conduct, to the extent necessary for the performance of such Services; provided that such Operating Company shall take reasonable steps to protect the confidentiality of such Information.

## INTERCOMPANY ASSET TRANSFER AGREEMENT

This **Intercompany Asset Transfer Agreement** (this "Agreement") is made and entered into as of \_\_\_\_\_ (the "Effective Date") by and among Duke Energy Carolinas, LLC, a North Carolina limited liability company ("DE Carolinas"), Duke Energy Ohio, Inc., an Ohio corporation ("DE Ohio"), Duke Energy Indiana, Inc., an Indiana corporation ("DE Indiana"), Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc., a North Carolina corporation, Florida Power Corporation d/b/a Progress Energy Florida, Inc., a Florida corporation, and Duke Energy Kentucky, Inc., a Kentucky corporation ("DE Kentucky") (collectively the "Operating Companies" and, individually, an "Operating Company"). This Agreement supersedes and replaces in its entirety the Intercompany Asset Transfer Agreement dated December 22, 2008.

### WITNESSETH:

**WHEREAS**, Duke Energy Corporation ("Duke Energy") is a Delaware corporation;

**WHEREAS**, each Operating Company is a subsidiary of Duke Energy and a public utility company;

**WHEREAS**, in the ordinary course of their businesses, the Operating Companies maintain inventory and other assets for the operation and maintenance of their respective electric utility, and with respect to DE Ohio and DE Kentucky, gas utility, businesses; and

**WHEREAS**, subject to the terms and conditions herein set forth, and taking into consideration the Operating Companies' utility responsibilities, each Operating Company is willing, upon request from time to time, to transfer Assets, as defined herein, to each other Operating Company, as each shall request from each other.

**NOW, THEREFORE**, in consideration of the premises and the mutual covenants herein contained, the parties agree as follows:

### ARTICLE 1. TRANSFER OF ASSETS

Section 1.1 Transfer. Upon request from one party ("Recipient"), the other party ("Transferor") shall transfer to the Recipient those Assets requested by Recipient, provided that (i) Transferor believes, in its reasonable judgment, that such transfer will not jeopardize Transferor's ability to render electric utility service to its customers consistent with Good Utility Practice and, for DE Carolinas, such a transfer is consistent with the priority of service condition approved by the NCUC by Order dated October 30, 2006, in Docket No. E-7, Sub 810; (ii) the Cost of any shipment of transmission- or generation-related item(s) does not exceed \$10,000,000; (iii) DE Carolinas shall not transfer any Asset hereunder in contravention of S.C. Code Ann. § 58-27-1300; (iii) DE Kentucky shall not transfer any Asset hereunder in contravention of KRS 278.218; (iv) DE Carolinas shall not transact with DE Ohio's generation operation under this Agreement and shall not transact with DE Kentucky or DE Indiana for purposes of circumventing or avoiding this prohibition; and (v) DE Carolinas shall not transfer or take receipt of any transmission transformers

or other equipment under this Agreement other than transmission-related equipment that may be used on/with transformers within a range of voltages or regardless of voltage. "Assets" means parts inventory, capital spares, equipment and other goods except for the following: coal; natural gas; fuel oil used for electric power generation; emission allowances; electric power; and environmental control reagents. "Good Utility Practice" means any of the practices, methods and acts engaged in or approved by a significant portion of the electric utility industry in the United States during the relevant time period, or any of the practices, methods and acts which, in the exercise of reasonable judgment in light of the facts known at the time the decision was made, could have been expected to accomplish the desired result at a reasonable cost consistent with good business practices, reliability, safety and expedition. Good Utility Practice is not intended to be limited to the optimum practice, method, or act to the exclusion of all others, but rather includes all acceptable practices, method, or acts generally accepted in the region

Section 1.2 Compensation. Except to the extent otherwise required by Section 482 of the Internal Revenue Code or analogous state tax law, Recipient shall compensate Transferor for any Assets transferred hereunder at Cost; provided however that any transfers of electric generation-related Assets between DE Ohio, on the one hand, and DE Indiana, or DE Kentucky on the other hand, will be priced in accordance with Federal Energy Regulatory Commission's ("FERC") affiliate transaction pricing requirements. Accordingly, generation-related Assets transferred from DE Indiana or DE Kentucky to DE Ohio shall be priced at the greater of Cost or market, and generation-related Assets transferred from DE Ohio to DE Indiana or DE Kentucky shall be priced at no more than market. "Cost" means (i) for items of inventory accounted for in the FERC Uniform System of Accounts account 154 ("Inventory Items"), the average unit price of such Inventory Items as recorded on the books of the Transferor, plus stores, freight, handling, and other applicable costs, and (ii) for assets other than Inventory Items, net book value.

Alternatively, to the extent that an Asset may be transferred under this Agreement, the Transferor and Recipient may agree that the Asset transferred to the Recipient be replaced in kind. In this event, Transferor and Recipient shall agree to the timing of such replacement, and other necessary terms and conditions, and such in-kind replacement shall be deemed a transferred Asset for all purposes hereunder.

Section 1.3 Payment. Each Operating Company shall reasonably cooperate with each other Operating Company to record billings and payments required hereunder in their common accounting systems.

Section 1.4 Delivery; Title and Risk of Loss. The parties shall cooperate in providing transportation equipment necessary to deliver the Assets to the Recipient. Assets will be delivered FOB transportation equipment at the Transferor's location where such Assets reside ("Shipping Point"). All costs of transportation, including the cost of transporting in-kind replacement Assets to Transferor, shall be borne by the Recipient. Title to and risk of loss of the transferred Assets shall pass from the Transferor to the Recipient at the Shipping Point.

## ARTICLE 2. WARRANTIES

Section 2.1 Warranties. Each Operating Company, as Transferor, warrants that it will have good and marketable title to the Assets transferred hereunder. Further, each Operating Company, as Transferor, warrants that it shall obtain release of any liens or other encumbrances on the transferred Assets within a reasonable time. ALL ASSETS TRANSFERRED HEREUNDER ARE BEING SOLD "AS IS, WHERE IS" AND WITHOUT ANY WARRANTY AS TO ITS CONDITION, INCLUDING WITHOUT ANY WARRANTY AS TO MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE.

Section 2.2 Disclaimer. WITH RESPECT TO ANY ASSETS TRANSFERRED HEREUNDER, EACH OPERATING COMPANY AS TRANSFEROR MAKES NO WARRANTY OR REPRESENTATION OTHER THAN AS SET FORTH IN SECTION 2.1, AND THE PARTIES HERETO HEREBY AGREE THAT NO OTHER WARRANTY, WHETHER STATUTORY, EXPRESS OR IMPLIED (INCLUDING BUT NOT LIMITED TO ALL WARRANTIES OF MERCHANTABILITY AND FITNESS FOR A PARTICULAR PURPOSE AND WARRANTIES ARISING FROM COURSE OF DEALING OR USAGE OF TRADE), SHALL BE APPLICABLE TO SUCH ASSETS. THE PARTIES FURTHER AGREE THAT THE REMEDIES STATED HEREIN ARE EXCLUSIVE AND SHALL CONSTITUTE THE SOLE AND EXCLUSIVE REMEDY OF ANY PARTY HERETO FOR A FAILURE BY ANY OTHER PARTY HERETO TO COMPLY WITH ITS WARRANTY OBLIGATIONS.

### ARTICLE 3. INDEMNIFICATION

#### Section 3.1 Indemnification; Limitation of Liability.

(a) Subject to subparagraph (b) of this Section 3.1, each party (the "Indemnifying Party") shall release, defend, indemnify and hold harmless the other party (the "Indemnified Party"), including any officer, director, employee or agent thereof, from and against, and shall pay the full amount of, any loss, liability, claim, damage, expense (including costs of investigation and defense and reasonable attorneys' fees), whether or not involving a third-party claim, incurred or sustained by or against any such Indemnified Party arising, directly or indirectly, from or in connection with Indemnifying Party's negligence or willful misconduct in the performance of its obligations hereunder.

(b) Notwithstanding any other provision hereof, each party's total liability hereunder with respect to any Assets shall be limited to the amount actually paid to Transferor for such Assets for which the liability arises, and under no circumstances shall Transferor be liable for consequential, incidental, punitive, exemplary or indirect damages, lost profits or other business interruption damages, by statute, in tort or contract, under any indemnity provision or otherwise (it being the intent of the parties that the indemnification obligations in this Agreement shall cover only actual damages and accordingly, without limitation of the foregoing, shall be net of any insurance proceeds actually received in respect of any such damages).

Section 3.2 Procedure for Indemnification. Within 15 business days after receipt by an Indemnified Party of notice of any claim or the commencement of any action, suit, litigation or other proceeding against it (a "Proceeding") with respect to which it is eligible for indemnification hereunder, the Indemnified Party shall notify the Indemnifying Party thereof in writing (it being understood that failure so to notify the Indemnifying Party shall not relieve the latter of its indemnification obligation, unless the Indemnifying Party establishes that defense thereof has been prejudiced by such failure). Thereafter, the Indemnifying Party shall be entitled to participate in such Proceeding and, at its election upon notice to such Indemnified Party and at its expense, to assume the defense of such Proceeding. Without the prior written consent of such Indemnified Party, Indemnifying Party shall not enter into any settlement of any third-party claim that would lead to liability or create any financial or other obligation on the part of such Indemnified Party for which such Indemnified Party is not entitled to indemnification hereunder. If such Indemnified Party has given timely notice to Indemnifying Party of the commencement of such Proceeding, but Indemnifying Party has not, within 15 business days after receipt of such notice, given notice to Indemnified Party of its election to assume the defense thereof, Indemnifying Party shall be bound by any determination made in such Proceeding or any compromise or settlement made by Indemnified Party. A claim for indemnification for any matter not involving a third-party claim may be asserted by notice from the applicable Indemnified Party to Indemnifying Party.

### ARTICLE 4. MISCELLANEOUS

Section 4.1 Amendments. Any amendments to this Agreement shall be in writing executed by each of the parties hereto. To the extent that applicable state law or regulation or other

binding obligation requires that any such amendment be filed with any affected state public utility commission for its review or otherwise, each Operating Company shall comply in all respects with any such requirements.

Section 4.2 Effective Date; Term. This Agreement shall become effective on the Effective Date and shall continue in full force and effect until terminated by either party upon not less than 30 days prior written notice to the other party. This Agreement may be terminated and thereafter be of no further force and effect upon the mutual consent of the parties hereto.

Section 4.3 Entire Agreement. This Agreement contains the entire agreement between the parties hereto with respect to the subject matter hereof and supersedes any prior or contemporaneous contracts, agreements, understandings or arrangements, whether written or oral, with respect thereto. Any oral or written statements, representations, promises, negotiations or agreements, whether prior hereto or concurrently herewith, are superseded by and merged into this Agreement.

Section 4.4 Severability. If any provision of this Agreement or any application thereof shall be determined to be invalid or unenforceable, the remainder of this Agreement and any other application thereof shall not be affected thereby.

Section 4.5 Assignment. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned, in whole or in part, by operation of law or otherwise by any party hereto without the prior written consent of the other party. Any attempted or purported assignment in violation of the preceding sentence shall be null and void and of no effect whatsoever. Subject to the preceding two sentences, this Agreement shall be binding upon, inure to the benefit of, and be enforceable by, the parties and their respective successors and assigns.

Section 4.6 Governing Law. This Agreement shall be construed and enforced under and in accordance with the laws of the State of New York, without regard to conflicts of laws principles.

Section 4.7 Captions, etc. The captions and headings used in this Agreement are for convenience of reference only and shall not affect the construction to be accorded any of the provisions hereof. As used in this Agreement, "hereof," "hereunder," "herein," "hereto," and words of like import refer to this Agreement as a whole and not to any particular section or other paragraph or subparagraph thereof.

Section 4.8 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed a duplicate original hereof, but all of which shall be deemed one and the same Agreement.

Section 4.9 DE Carolinas Conditions. In addition to the terms and conditions set forth herein, with respect to DE Carolinas, the provisions set out in Exhibit A are hereby incorporated herein by reference. In addition, except with respect to the pricing of Asset transfers as set forth herein, DE Carolinas' participation in this Agreement is explicitly subject to the Regulatory Conditions and Code of Conduct approved by the NCUC in its Order Approving Merger Subject to Regulatory Conditions and Code of Conduct issued March 24, 2006, in Docket No. E-7, Sub 795

("Merger Order"), as such Regulatory Conditions and Code of Conduct may be amended from time to time. In accordance with Regulatory Condition 9 as approved in the Merger Order, nothing in this Agreement shall be construed or interpreted so as to commit DE Carolinas, or to involve DE Carolinas in, joint planning, coordination, or operation of generation, transmission, or distribution facilities with one or more affiliates nor shall it be interpreted as otherwise altering DE Carolinas' obligations with respect to the Regulatory Conditions approved in the Merger Order. In the event of a conflict between the provisions of this Agreement and the Regulatory Conditions and Code, the Regulatory Conditions and Code shall govern, except as altered by the Commission by Order for this Agreement.

Section 4.10 DE Indiana Conditions. DE Indiana agrees and acknowledges that in accordance with its Affiliate Standards, Section II O (i) it will make Assets available to non-affiliated wholesale power marketers under the same terms, conditions and prices, and at the same time, as it makes Assets available to a DE Ohio's wholesale power marketing function, and (ii) it will process all requests for Assets from DE Ohio's wholesale power marketing function and non-affiliated wholesale power marketers on a non-discriminatory basis.

Section 4.11 Regulatory Approvals. This Agreement is expressly contingent on the receipt of all regulatory approvals or waivers deemed necessary by the parties.

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Agreement to be executed on its behalf by an appropriate officer thereunto duly authorized.

Duke Energy Carolinas, LLC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Indiana, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Ohio, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Kentucky, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Carolina Power & Light Company d/b/a Progress  
Energy Carolinas, Inc.

By: \_\_\_\_\_

Florida Power Corporation d/b/a Progress Energy  
Florida, Inc.

By: \_\_\_\_\_

**EXHIBIT A**

**DE CAROLINAS CONDITIONS**

In connection with the North Carolina Utilities Commission (“NCUC”) approval of the Merger in NCUC Docket No. E-7, Sub 795, the NCUC imposed certain Regulatory Conditions (“Regulatory Conditions”) and adopted a revised Code of Conduct governing transactions between DE Carolinas and its affiliates (“Code of Conduct”). Pursuant to the Regulatory Conditions and Code of Conduct, the following provisions are applicable to DE Carolinas and considered to be incorporated into the Intercompany Asset Transfer Agreement filed in Docket No. E-7, Sub 844:

(1) DE Carolinas’ participation in this Agreement is voluntary. DE Carolinas is not obligated to take or provide services or make any purchases or sales pursuant to this Agreement, and DE Carolinas may elect to discontinue its participation in this Agreement at its election after giving notice under Section 4.2 of the Agreement.

(2) DE Carolinas may not make or incur a charge under this Agreement except in accordance with North Carolina law and the rules, regulations and orders of the NCUC promulgated thereunder.

(3) DE Carolinas may not seek to reflect in rates any (i) costs incurred under this Agreement exceeding the amount allowed by the NCUC or (ii) revenue level earned under this Agreement less than the amount imputed by the NCUC; and

(4) DE Carolinas will not assert in any forum that the NCUC’s authority to assign, allocate, make pro-forma adjustments to or disallow revenues and costs for retail ratemaking and regulatory accounting and reporting purposes is preempted and will bear the full risk of any preemptive effects of federal law with respect to this Agreement.

(5) DE Carolinas’ authority to engage in transfers pursuant to this Agreement at cost-based pricing as an exception to its Code of Conduct is limited to single Asset transfers where the Cost of such Asset does not exceed \$100,000. The annual aggregate limit on (i) transfers of Assets hereunder at cost-based pricing as an exception to DE Carolinas’ Code of Conduct; plus (ii) transactions/services rendered to and from DE Carolinas under Section III(D)(3)(d) of the Code of Conduct, shall be \$8.5 million on a DE Carolinas total company basis. Any transfers of Assets above the single item/transaction limit shall be priced according to Sections III(D)(3)(a) and III(D)(3)(b) of DE Carolinas’ Code of Conduct. Any proposed transfers over the aggregate annual limit are outside the scope of this Agreement and will be filed with the Commission pursuant to N.C. Gen. Stat. § 62-153.

(6) DE Carolinas shall retain appropriate documentation verifying compliance with the terms hereof for Public Staff and NCUC review.

(7) DE Carolinas shall submit to the NCUC for approval any changes in the terms and conditions of this Agreement having or likely to have a material effect on DE Carolinas.

(8) DE Carolinas shall file a separate detailed report in this docket with respect to all transfers engaged in by Duke pursuant to the Agreement.

(9) DE Carolinas acknowledges and agrees that for ratemaking purposes, NCUC approval of DE Carolinas' participation in this Agreement does not constitute approval of the amount of compensation paid with respect to transactions pursuant to the Agreement, and that the authority granted by the NCUC is without prejudice to the right of any party to take issue with any provision of the Agreement or with any transaction pursuant thereto in a future proceeding.

DUKE ENERGY CORPORATION AND CONSENTING MEMBERS OF ITS  
CONSOLIDATED GROUP

AGREEMENT FOR FILING CONSOLIDATED  
INCOME TAX RETURNS AND FOR  
ALLOCATION OF CONSOLIDATED INCOME  
TAX LIABILITIES AND BENEFITS

Duke Energy Corporation, a Delaware corporation ("Duke Energy"), and its Members hereby agree as of \_\_\_\_\_ to join annually in the filing of a consolidated Federal income tax return and to allocate the consolidated Federal income tax liabilities and benefits among the Members of the Consolidated Group in accordance with the provisions of this Agreement ("Agreement"). This Agreement supersedes and replaces in its entirety the Agreement for Filing Consolidated Income Tax Returns and for Allocation of Consolidated Income and Tax Liabilities and Benefits dated October 1, 2008.

1. DEFINITIONS

"Affiliate" means a corporation, or a company that is treated as a corporation or a company wholly owned by an entity treated as a corporation that is disregarded for purposes of U.S. federal income taxation, other than the common parent which is a Member of the Affiliated Group.

"Affiliated Group" means a group of corporations, or companies that are treated as corporations or disregarded for purposes of U.S. federal income taxation, as defined in Internal Revenue Code ("IRC") section 1504 and the regulations enacted thereunder,

"Consolidated Group" means a group filing (or required to file) consolidated returns for the tax year.

"Consolidated tax" is the aggregate current Federal income tax liability for the Consolidated Group for a tax year shown on the consolidated Federal income tax return, including any adjustments thereto, or as described in section 5 hereof.

"Corporate taxable income" is the positive taxable income of an Affiliate for a tax year, computed as though such company had filed a separate return on the same basis as used in the consolidated return, except that dividend income from Affiliates shall be disregarded, and other intercompany transactions, eliminated in consolidation, shall be given appropriate effect.

"Corporate taxable loss" is the taxable loss of an Affiliate for a tax year, computed as though such entity had filed a Separate return on the same basis as used in the consolidated return, except that dividend income from

Affiliates shall be disregarded, and other intercompany transactions, eliminated in consolidation, shall be given appropriate effect.

"Corporate tax credit" is a negative separate regular tax of an Affiliate for a tax year, equal to the amount by which the consolidated regular tax is reduced by including the Corporate taxable loss of such Affiliate in the consolidated tax return.

"Environmental Tax" The Superfund Amendments and Reauthorization Act of 1986 imposed a new Environmental Tax. The tax was imposed only for the years beginning after December 31, 1986 and before January 1, 1996. The environmental tax was equal to 0.12 percent (\$12 of tax per \$10,000 of alternative minimum taxable income ("AMTI")) of the excess of AMTI over \$2,000,000 and was imposed whether or not the taxpayer was subject to the alternative minimum tax. The Environmental Tax is included in this Agreement for the purposes of any refund on liability with respect to those years when it was in effect.

"Group" means a group of Affiliates as defined in IRC section 1504.

"Separate return" is the tax liability calculated on the taxable income or loss of an Affiliate as though such entity were not a Member of a Consolidated Group.

"Member" is an Affiliate, including a Regulated Business as indicated in section 3 herein, which is part of the Affiliated Group as defined in IRC section 1504 that files consolidated tax returns and agrees to be subject to this Agreement.

These definitions shall apply, as appropriate, in the context of the regular income tax and the Alternative Minimum Tax ("AMT") unless otherwise indicated in the Agreement.

## 2. FILING OF RETURNS

A U.S. consolidated federal income tax return shall be filed by Duke Energy as the common parent for the tax year ended December 31, 2008, and for each subsequent taxable period for which the Affiliated Group is required or permitted to do so. Each Member of the Affiliated Group consents to the filing by Duke Energy of consolidated federal income tax returns for all taxable periods in which it is eligible to be a member of the Affiliated Group. Duke Energy and each Member of the Affiliated Group agrees to execute and file such consents, elections and other documents, and to take such other action as may be necessary, required or appropriate for the proper filing of such returns. Duke Energy will timely pay the Affiliated Group's federal income tax liability for each taxable year.

## 3. REGULATED BUSINESSES OPERATING IN LLC OR LP FORM

For purposes of allocating the consolidated federal and state tax liabilities and tax benefits under this Agreement, each business operating as a LLC, or LP that is subject to the rules and regulations of the Federal Energy Regulatory Commission or state utilities commissions (hereinafter, a "Regulated Business") shall be considered a member of the Consolidated Group, and shall be responsible for its allocable share of taxable income (or shall be entitled to a credit for its allocable share of tax loss), as set forth in Sections 4 through 7 hereof. For purposes of this Agreement, the determination of a Regulated Business's allocable share shall be made (i) as if such Regulated Business was a taxable or regarded entity for U.S. federal income tax purposes and (ii) utilizing the separate "taxable income" method.

4. ALLOCATION PROCEDURES FOR CONSOLIDATED FEDERAL INCOME TAXES

For all taxable periods, Duke Energy shall calculate the consolidated federal income tax liability (including, if applicable, alternative minimum tax liability) of the Affiliated Group for the period. The Members agree that their respective shares of the Consolidated tax liability for each year shall be an amount equal to the amount determined under the income method in accordance with IRC 1552(a)(2)<sup>1</sup>, with the absorption of tax benefits determined under the percentage method in accordance with Treas. Reg. section 1.1502-33(d)(3)<sup>2</sup>, using 100% as the applicable percentage for allocation of any excess of a member's Separate return liability over that determined under the income method. To the extent that the Consolidated Group federal income tax liability is reduced by a loss or tax credit available to it as a result of the inclusion of a Member in the consolidated federal income tax return, Duke Energy shall make a payment or an inter-company account adjustment for the amount of the benefit to the Member as determined in accordance with this section.

To illustrate the above, the Consolidated tax liability shall be allocated among the Members of the Group utilizing the separate return "taxable income" allocation method attributable to each Member, in the following manner:

- a) Each Member, which has a Corporate taxable loss, will be entitled to a Corporate tax credit equal to the amount by which the consolidated regular income tax is reduced by including the corporate tax loss of such Member in the consolidated tax return. The Members having

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<sup>1</sup> Under IRC 1551(a)(2), tax liability is allocated to the several members of the group on the basis of the percentage of the total tax which the tax of such member if computed on a separate return would bear to the total amount of the taxes for all members of the group so computed.

<sup>2</sup> The percentage method under this regulation "allocates tax liability based on the absorption of tax attributes, without taking into account the ability of any member to subsequently absorb its own tax attributes. The allocation under this method is in addition to the allocation under section 1552."

corporate taxable income will be allocated an amount of regular income tax liability equal to the sum of the consolidated regular tax liability and the Corporate tax credits allocated to the Members having corporate tax losses based on the ratio that each such Member's Corporate taxable income bears to the total corporate taxable income of all Members having Corporate taxable income.

If the aggregate of the Members' Corporate taxable losses are not entirely utilized on the current year's consolidated return, the consolidated carryback or carryforward of such losses to the applicable taxable year(s) will be allocated to each Member having a Corporate taxable loss in the ratio that such Member's separate Corporate tax loss bears to the total corporate tax losses of all Members having Corporate taxable losses.

- b) The consolidated Environmental Tax will be allocated among the Members of the Group by applying the procedures set forth in subsection a) above, except that the basis for allocation will be Alternative Minimum Taxable Income ("AMTI") rather than regular corporate taxable income.
- c) The consolidated AMT will be allocated among the Members in accordance with the procedures and principles set forth in Proposed Treasury Regulation section 1.1502-55 in the form such Regulation existed on the date on which this Agreement was executed.
- d) Tax benefits such as general business credits, foreign tax benefits, or other tax credits shall be apportioned directly to those Members whose investments or contributions generated the credit or benefit.

If the credit or benefit cannot be entirely utilized to offset current Consolidated tax, the consolidated credit carryback or carryforward shall be apportioned to those Members whose investments or contributions generated the credit or benefit in proportion to the relative amounts of credits or benefits generated by each Member.

- e) If the amount of Consolidated tax allocated to any Member under this Agreement, as determined above, exceeds the separate return tax of such Member, such excess shall be reallocated among those Members whose allocated tax liability is less than the amount of their respective separate return tax liabilities. The reallocation shall be proportionate to the respective reductions in separate return tax liability of such Members. Any remaining unallocated tax liability shall be assigned to Duke Energy. The term "tax" and "tax liability" used in the subsection shall include regular tax, Environmental Tax and AMT.

5. TAX PAYMENTS AND COLLECTIONS FOR ALLOCATIONS

Duke Energy shall make any calculations on behalf of the Members necessary to comply with the estimated tax provisions of the Internal Revenue Code of 1986 as amended (the "Code"). Based on such calculations, Duke Energy shall charge or refund to the Members appropriate amounts at intervals consistent with the dates indicated by Code section 6655. Duke Energy shall be responsible for paying to the Internal Revenue Service the consolidated current Federal income tax liability.

After filing the consolidated Federal income tax return and allocating the Consolidated tax liability among the Members, Duke Energy and the Members agree to settle between them the difference, if any, between the allocable federal income tax liability as determined under this Agreement and the sum of all payments or inter-company adjustments previously made relating to that tax year by means of actual payments, in the case of Regulated companies, or adjustments to their respective inter-company accounts.

6. ALLOCATION OF STATE TAX LIABILITIES OR BENEFITS

State and local income tax liabilities will be allocated, where appropriate, among Members in accordance with principles similar to those employed in the Agreement for the allocation of consolidated Federal income tax liability.

7. TAX RETURN ADJUSTMENTS

In the event the consolidated tax return is subsequently adjusted by the Internal Revenue Service, state tax authorities, amended returns, claims for refund, or otherwise, such adjustments shall be reflected in the same manner as though they had formed part of the original consolidated return. Interest paid or received, and penalties imposed on account of any adjustment will be allocated to the responsible Member.

8. NEW MEMBERS

If, at any time, a corporation becomes a Member of the affiliated group, the parties hereto agree that such new Member shall become a party to this Agreement by executing a duplicate copy of this Agreement. Unless otherwise specified, such new Member shall have similar rights and obligations of all other Members under this Agreement, effective as of the day they become a member of the Affiliated Group that elects to file a consolidated return.

9. MEMBERS LEAVING THE AFFILIATED GROUP

In the event that any Member of the Affiliated Group at any time leaves the

Group and, under any applicable statutory provision or regulation, that Member is assigned and is deemed to take with it all or a portion of any of the tax attributes (including, but not limited to, net operating losses, credit carryforwards, and Minimum Tax Credit carryforwards) of the Affiliated Group, then, to the extent the amount of the attributes so assigned differs from the amount of such attributes previously allocated to such Member under this Agreement, the leaving Member shall appropriately settle with the Group. Such settlement shall consist of payment on a dollar-for-dollar basis for all differences in credits and, in the case of net operating loss differences, in an amount computed by reference to the highest marginal corporate tax rate. The settlement amounts shall be allocated among the remaining Members of the Group in proportion to the relative level of attributes possessed by each Member and the attributes of each Member shall be adjusted accordingly.

10. SUCCESSORS, ASSIGNS

The provisions and terms of the Agreement shall be binding on and inure to the benefit of any successor or assignee by reason of merger, acquisition of assets, or otherwise, of any of the Members hereto.

11. AMENDMENTS AND TERMINATION

This Agreement may be amended at any time by the written agreement of the parties hereto at the date of such amendment and may be terminated at any time by the written consent of all such parties.

12. GOVERNING LAW

This Agreement is made under the law of the State of Delaware, which law shall be controlling in all matters relating to the interpretation, construction, or enforcement hereof.

13. EFFECTIVE DATE

This Agreement is effective for the allocation of the current Federal income tax liabilities of the Members for the consolidated tax year 2011 and all subsequent years until this Agreement is revised in writing.

The above procedure for apportioning the consolidated annual net current federal and state tax liabilities and tax benefits of Duke Energy and consenting Members of its Consolidated Group have been agreed to by each of the below listed Members of the Consolidated Group as evidenced by the signature of an officer of each entity.

**IN WITNESS WHEREOF**, each of the parties hereto has caused this Agreement to be executed on its behalf by an appropriate officer thereunto duly authorized.

DUKE ENERGY CORPORATION

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Corporate Secretary

CINERGY CORP.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY BUSINESS SERVICES LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY OHIO, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY INDIANA, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

SOUTH CONSTRUCTION COMPANY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY KENTUCKY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY CAROLINAS, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

MIAMI POWER CORPORATION

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

TRI-STATE IMPROVEMENT COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

KO TRANSMISSION COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY INVESTMENTS, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE COMMUNICATIONS HOLDINGS, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY TECHNOLOGY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY UK, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY ENGINEERING, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY GENERATION SERVICES HOLDING COMPANY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE-CADENCE, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY COMMERCIAL ENTERPRISE, INC.

By: \_\_\_\_\_  
Richard G. Beach

Assistant Secretary

CINERGY GLOBAL POWER, INC.

By: \_\_\_\_\_  
Richard Beach  
Assistant Secretary

CINERGY GLOBAL RESOURCES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE-RELIANT RESOURCES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY-CENTRUS COMMUNICATIONS, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY-CENTRUS, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY GLOBAL HOLDINGS, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Secretary

DEGS OF TUSCOLA, INC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY ONE, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY COMMERCIAL ASSET MANAGEMENT, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY GENERATION SERVICES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE TECHNOLOGIES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY WHOLESALE ENERGY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKETEC, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY RETAIL POWER LIMITED, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINERGY RETAIL POWER GENERAL, INC.

By: \_\_\_\_\_  
Greer E. Mendelow  
Assistant Secretary

DEGS OF PHILADELPHIA, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CINFUEL RESOURCES, INC.

By: \_\_\_\_\_  
George Dwight, II  
Assistant Secretary

CINERGY CLIMATE CHANGE INVESTMENTS, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY RETAIL SALES, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DEGS OF SAN DIEGO, INC.

By: \_\_\_\_\_

Richard G. Beach  
Corporate Secretary

CINERGY SOLUTIONS UTILITY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

BISON INSURANCE COMPANY LIMITED

By: \_\_\_\_\_  
Swati V. Daji  
President

CALDWELL POWER COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CATAWBA MANUFACTURING AND ELECTRIC POWER COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CLAIBORNE ENERGY SERVICES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DE NUCLEAR ENGINEERING, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DETM I MANAGEMENT, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DIXILYN-FIELD DRILLING COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY FOSSIL-HYDRO CALIFORNIA, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY GROUP HOLDINGS, LLC

By: \_\_\_\_\_  
Donna T. Council  
Assistant Treasurer

DUKE ENERGY MARKETING AMERICA, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY MARKETING CORP.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY REGISTRATION SERVICES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY SERVICES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENGINEERING & SERVICES (EUROPE) INC.

By : \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE PROJECT SERVICES, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE VENTURES, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKENET VENTURECO, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

EASTOVER LAND COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

EASTOVER MINING COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

ENERGY PIPELINES INTERNATIONAL COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

GREENVILLE GAS AND ELECTRIC LIGHT AND POWER COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

NORTHSOUTH INSURANCE COMPANY LIMITED

By: \_\_\_\_\_  
Swati V. Daji  
President

DUKE ENERGY CHINA CORP.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

PANENERGY CORP

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

SOUTHERN POWER COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

WESTERN CAROLINA POWER COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

WATEREE POWER COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY TRANSMISSION HOLDING COMPANY, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Catamount Energy Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Catamount Rumford Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Catamount Sweetwater Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CEC UK1 Holding Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

CEC UK2 Holding Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Duke Energy Corporate Services, Inc.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Equinox Vermont Corporation

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Progress Energy, Inc.

By: \_\_\_\_\_

Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc.

By: \_\_\_\_\_

Florida Power Corporation d/b/a Progress Energy Florida, Inc.

By: \_\_\_\_\_

CaroFinancial, Inc.

By: \_\_\_\_\_

CaroFund, Inc.

By: \_\_\_\_\_

Capitan Corporation

By: \_\_\_\_\_

Progress Energy EnviroTree, Inc.

By: \_\_\_\_\_

Strategic Resource Solutions Corp.

By: \_\_\_\_\_

Progress Ventures Holdings, Inc.

By: \_\_\_\_\_

Progress Ventures, Inc.

By: \_\_\_\_\_

Florida Progress Corporation

By: \_\_\_\_\_

Florida Progress Funding Corporation

By: \_\_\_\_\_

Progress Capital Holdings, Inc.

By: \_\_\_\_\_

PIH, Inc.

By: \_\_\_\_\_

PIH Tax Credit Fund III, Inc.

By: \_\_\_\_\_

PIH Tax Credit Fund IV, Inc.

By: \_\_\_\_\_

PIH Tax Credit Fund V, Inc.

By: \_\_\_\_\_

Progress Telecommunications Corporation

By: \_\_\_\_\_

Progress Fuels Corporation

By: \_\_\_\_\_

PC Property Holdings, Inc.

By: \_\_\_\_\_

Progress Synfuel Holdings, Inc.

By: \_\_\_\_\_

2025 RELEASE UNDER E.O. 14176

UTILITY MONEY POOL AGREEMENT

This UTILITY MONEY POOL AGREEMENT (this "Agreement") is made and entered into as of \_\_\_\_\_ ("Effective Date") by and among Duke Energy Corporation, a Delaware corporation ("Duke Energy"), Cinergy Corp., a Delaware corporation ("Cinergy"), Duke Energy Carolinas, LLC, a North Carolina limited liability company ("DE-Carolinas"), Duke Energy Indiana, Inc., an Indiana corporation ("DE-Indiana"), Duke Energy Ohio, Inc., an Ohio corporation ("DE-Ohio"), Duke Energy Kentucky, Inc., a Kentucky corporation ("DE-Kentucky"), Miami Power Corporation, an Indiana corporation ("Miami"), KO Transmission Company, a Kentucky corporation ("KO"), Progress Energy, Inc., a North Carolina corporation, Carolina Power & Light Company d/b/a Progress Energy Carolinas, Inc., a North Carolina corporation ("PE-North Carolina"), Florida Power Corporation d/b/a Progress Energy Florida, Inc., a Florida corporation ("PE-Florida"), Progress Energy Service Company, LLC, a North Carolina corporation, and Duke Energy Business Services LLC, a Delaware limited liability company ("Duke Services"), (each a "party" and collectively, the "parties"). This Agreement supersedes and replaces in its entirety the Utility Money Pool Agreement dated November 1, 2008.

Recitals

Each of DE-Carolinas, DE-Indiana, DE-Ohio, DE-Kentucky, PE-Florida, PE-North Carolina and Miami is a public utility company and a subsidiary company of Duke Energy. Duke Services is a subsidiary service company of Duke Energy. KO is a nonutility company and a subsidiary company of DE-Ohio.

The parties from time to time have need to borrow funds on a short-term basis. Some of the parties from time to time have funds available to loan on a short-term basis. The parties desire to establish a cash management program (the "Utility Money Pool") to coordinate and provide for certain of their short-term cash and working capital requirements.

The terms of this Agreement are substantially similar to a prior agreement entered into among the parties as of January 2, 2007, and the purpose of this Agreement is to reflect the merger of Duke Energy Shared Services, Inc. into Duke Energy Business Services LLC.

NOW THEREFORE, in consideration of the premises, and the mutual promises set forth herein, the parties hereto agree as follows:

ARTICLE I  
CONTRIBUTIONS AND BORROWINGS

Section 1.1 Contributions to Utility Money Pool. Each party will determine each day, on the basis of cash flow projections and other relevant factors, in such party's sole

discretion, the amount of funds it has available for contribution to the Utility Money Pool, and will contribute such funds to the Utility Money Pool. The determination of whether a party at any time has surplus funds to lend to the Utility Money Pool or shall lend funds to the Utility Money Pool will be made by such party's chief financial officer or treasurer, or by a designee thereof, on the basis of cash flow projections and other relevant factors, in such party's sole discretion. Each party may withdraw any of its funds at any time upon notice to Duke Services as administrative agent of the Utility Money Pool.

Section 1.2 Rights to Borrow. Subject to the provisions of Section 1.4(b) of this Agreement, all short-term borrowing needs of the parties, with the exception of Duke Energy and Cinergy, will be met by funds in the Utility Money Pool to the extent such funds are available. Each party (other than Duke Energy and Cinergy) shall have the right to make short-term borrowings from the Utility Money Pool from time to time, subject to the availability of funds and the limitations and conditions set forth herein. Each party (other than Duke Energy and Cinergy) may request loans from the Utility Money Pool from time to time during the period from the date hereof until this Agreement is terminated by written agreement of the parties; provided, however, that the aggregate amount of all loans requested by any party hereunder shall not exceed the applicable borrowing limits set forth in applicable orders of regulatory authorities, resolutions of such party's shareholders and Board of Directors, such party's governing corporate documents, and agreements binding upon such party. No loans through the Utility Money Pool will be made to, and no borrowings through the Utility Money Pool will be made by Duke Energy and Cinergy.

Section 1.3 Source of Funds. (a) Funds will be available through the Utility Money Pool from the following sources for use by the parties from time to time: (i) surplus funds in the treasuries of parties other than Duke Energy and Cinergy, (ii) surplus funds in the treasuries of Duke Energy and Cinergy, and (iii) proceeds from borrowings by parties, including the sale of commercial paper by Duke Energy, Cinergy, DE-Carolinas, DE-Indiana, DE-Ohio and DE-Kentucky ("External Funds"), in each case to the extent permitted by applicable laws and regulatory orders. Funds will be made available from such sources in such other order as Duke Services, as administrator of the Utility Money Pool, may determine will result in a lower cost of borrowing to companies borrowing from the Utility Money Pool, consistent with the individual borrowing needs and financial standing of the parties providing funds to the Utility Money Pool.

(b) Borrowing parties will borrow pro rata from each lending party in the proportion that the total amount loaned by such lending party bears to the total amount then loaned through the Utility Money Pool. On any day when more than one fund source (e.g., surplus treasury funds of Duke Energy and Cinergy and other Utility Money Pool participants ("Internal Funds") and External Funds), with different rates of interest, is used to fund loans through the Utility Money Pool, each borrowing party will borrow pro rata from each fund source in the same proportion that the amount of funds provided by that fund source bears to the total amount of short-term funds available to the Utility Money Pool.

Section 1.4 Authorization. (a) Each loan shall be authorized by the lending party's chief financial officer or treasurer, or by a designee thereof.

(b) All borrowings from the Utility Money Pool shall be authorized by the borrowing party's chief financial officer or treasurer, or by a designee thereof. No party shall be required to effect a borrowing through the Utility Money Pool if such party determines that it can (and is authorized to) effect such borrowing at lower cost from other sources, including but not limited to directly from banks or through the sale of its own commercial paper.

Section 1.5 Interest. Each party receiving a loan shall accrue interest monthly on the unpaid principal amount of such loan to the Utility Money Pool from the date of such loan until such principal amount shall be paid in full.

(a) If only Internal Funds comprise the funds available in the Utility Money Pool, the interest rate applicable to loans of such Internal Funds shall be the CD yield equivalent of the 30-day Federal Reserve "AA" Industrial Commercial Paper Composite Rate (or, if no such Composite Rate is established for that day, then the applicable rate shall be the Composite Rate for the next preceding day for which such Composite Rate was established).

(b) If only External Funds comprise the funds available in the Utility Money Pool, the interest rate applicable to loans of such External Funds shall be equal to the lending party's cost for such External Funds (or, if more than one party had made available External Funds on such day, the applicable interest rate shall be a composite rate, equal to the weighted average of the cost incurred by the respective parties for such External Funds).

(c) In cases where both Internal Funds and External Funds are concurrently borrowed through the Utility Money Pool, the rate applicable to all loans comprised of such "blended" funds shall be a composite rate, equal to the weighted average of the (i) cost of all Internal Funds contributed by parties (as determined pursuant to Section 1.5(a) above) and (ii) the cost of all such External Funds (as determined pursuant to Section 1.5(b) above); provided, that in circumstances where Internal Funds and External Funds are available for loans through the Utility Money Pool, loans may be made exclusively from Internal Funds or External Funds, rather than from a "blend" of such funds, to the extent it is expected that such loans would result in a lower cost of borrowing.

Section 1.6 Certain Costs. The cost of compensating balances and fees paid to banks to maintain credit lines by parties lending External Funds to the Utility Money Pool shall initially be paid by the party maintaining such line. A portion of such costs shall be retroactively allocated every month to the parties borrowing such External Funds through the Utility Money Pool in proportion to their respective daily outstanding borrowings of such External Funds.

Section 1.7 Repayment. Each party receiving a loan hereunder shall repay the principal amount of such loan, together with all interest accrued thereon, on demand and in any event within 365 days of the date on which such loan was made. All loans made through the Utility Money Pool may be prepaid by the borrower without premium or penalty.

Section 1.8 Form of Loans to Parties. Loans to the parties through the Utility Money Pool will be made pursuant to open-account advances, repayable upon demand and in any event not later than one year after the date of the advance; provided, that each lending party shall at all times be entitled to receive upon demand one or more promissory notes evidencing any and all loans by such lender. Any such note shall: (a) be dated as of the date of the initial borrowing, (b) mature on demand or on a date agreed by the parties to the transaction, but in any event not later than one year after the date of the applicable borrowing, and (c) be repayable in whole at any time or in part from time to time, without premium or penalty.

## ARTICLE II OPERATION OF UTILITY MONEY POOL

Section 2.1 Operation. Operation of the Utility Money Pool, including record keeping and coordination of loans, will be handled by Duke Services under the authority of the appropriate officers of the parties. Duke Services shall be responsible for the determination of all applicable interest rates and charges to be applied to advances outstanding at any time hereunder, shall maintain records of all advances, interest charges and accruals and interest and principal payments for purposes hereof, and shall prepare periodic reports thereof for the parties. Duke Services will administer the Utility Money Pool on an at-cost basis. Separate records shall be kept by Duke Services for the money pool established by this agreement and any other money pool administered by Duke Services.

Section 2.2 Investment of Surplus Funds in the Utility Money Pool. Funds not required to meet Utility Money Pool loans (with the exception of funds required to satisfy the Utility Money Pool's liquidity requirements) will ordinarily be invested in one or more short-term investments, including: (i) interest-bearing accounts with banks; (ii) obligations issued or guaranteed by the U.S. government and/or its agencies and instrumentalities, including obligations under repurchase agreements; (iii) obligations issued or guaranteed by any state or political subdivision thereof, provided that such obligations are rated not less than A by a nationally recognized rating agency; (iv) commercial paper rated not less than A-1 or P-1 or their equivalent by a nationally recognized rating agency; (v) money market funds; (vi) bank certificates of deposit; (vii) Eurodollar certificates of deposit or time deposits; and (viii) such other investments as the parties mutually determine .

Section 2.3 Allocation of Interest Income and Investment Earnings. The interest income and other investment income earned by the Utility Money Pool on loans and investment of surplus funds will be allocated among the parties in accordance with the

proportion each party's contribution of funds in the Utility Money Pool bears to the total amount of funds in the Utility Money Pool and the cost of any External Funds provided to the Utility Money Pool by such party. Interest and other investment earnings will be computed on a daily basis and settled once per month.

Section 2.4 Event of Default. If any party shall generally not pay its debts as such debts become due, or shall admit in writing its inability to pay its debts generally, or shall make a general assignment for the benefit of creditors, or any proceeding shall be instituted by or against any party seeking to adjudicate it a bankrupt or insolvent, then the other parties may declare the unpaid principal amount of any loans to such party, and all interest thereon, to be forthwith due and payable and all such amounts shall forthwith become due and payable.

### ARTICLE III MISCELLANEOUS

Section 3.1 Amendments. No amendment to this Agreement shall be effective unless set forth in writing and executed by each of the parties. To the extent that applicable state law or regulation or other binding obligation requires that any such amendment be filed with any affected state public utility commission for its review or otherwise, the parties shall comply in all respects with any such requirements.

Section 3.2 Legal Responsibility. Nothing herein contained shall render any party liable for the obligations of any other party hereunder and the rights, obligations and liabilities of the parties are several in accordance with their respective obligations, and not joint.

Section 3.3 Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to conflicts of laws principles thereof.

Section 3.4 Effective Date; Term. This Agreement shall become effective on the Effective Date and shall continue in full force and effect until terminated by the parties. This Agreement may be terminated and thereafter will be of no further force and effect upon the mutual consent in writing of all of the parties.

Section 3.5 Entire Agreement. This Agreement contains the entire agreement between and among the parties with respect to the subject matter hereof and supersedes any prior or contemporaneous contracts, agreements, understandings or arrangements, whether written or oral, with respect thereto (including without limitation that certain Utility Money Pool Agreement between and among the parties dated as of January 2, 2007). Any oral or written statements, representations, promises, negotiations or agreements, whether prior hereto or concurrently herewith, are superseded by and merged into this Agreement.

Section 3.6 Severability; Regulatory Requirements. If any provision of this Agreement shall be determined to be invalid or unenforceable, the remainder of this Agreement shall not be affected thereby. Without limiting the generality of the foregoing, the transactions contemplated under this Agreement shall in all cases, and notwithstanding anything herein to the contrary, be subject to any limitations or restrictions contained in any applicable orders or authorizations, statutory provisions, rules or regulations, or agreements, whether now in existence or hereinafter promulgated, of those regulatory or governmental agencies, including without limitation any affected state public utility commission or the Federal Energy Regulatory Commission, having jurisdiction over any of the parties. To the extent, if any, that at any time any provision of this Agreement conflicts with any such limitation or restriction of any such regulatory agencies, such limitation shall control.

Section 3.7 Assignment. Neither this Agreement nor any of the rights, interests or obligations hereunder shall be assigned, in whole or in part, by operation of law or otherwise by any of the parties hereto without the prior written consent of each of the other parties. Any attempted or purported assignment in violation of the preceding sentence shall be null and void and of no effect whatsoever. Subject to the preceding two sentences, this Agreement shall be binding upon, inure to the benefit of, and be enforceable by, the parties and their respective successors and assigns.

Section 3.8 Captions, etc. The captions and headings used in this Agreement are for convenience of reference only and shall not affect the construction to be accorded any of the provisions hereof. As used in this Agreement, "hereof," "hereunder," "herein," "hereto," and words of like import refer to this Agreement as a whole and not to any particular section or other paragraph or subparagraph thereof.

Section 3.9 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed a duplicate original hereof, but all of which shall be deemed one and the same Agreement.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned companies have duly caused this Utility Money Pool Agreement to be executed on their behalf on the Effective Date above by the undersigned thereunto duly authorized.

DUKE ENERGY CORPORATION

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Corporate Secretary

CINERGY CORP.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY BUSINESS SERVICES LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY CAROLINAS, LLC

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY INDIANA, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY OHIO, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

DUKE ENERGY KENTUCKY, INC.

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

MIAMI POWER CORPORATION

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

KO TRANSMISSION COMPANY

By: \_\_\_\_\_  
Richard G. Beach  
Assistant Secretary

Progress Energy, Inc.

By: \_\_\_\_\_

Carolina Power & Light Company d/b/a Progress Energy  
Carolinas, Inc.

By: \_\_\_\_\_

Florida Power Corporation d/b/a Progress Energy Florida, Inc.

By: \_\_\_\_\_

Progress Energy Service Company, LLC

By: \_\_\_\_\_