



**John Y. Brown III  
Secretary of State**

**Certificate of Existence**

I, John Y. Brown III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**PUBLIC GAS COMPANY**

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is April 6, 1979 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 7<sup>th</sup> day of October, 2002.

*John Y. Brown, III*

JOHN Y. BROWN III  
Secretary of State  
Commonwealth of Kentucky

JDozier/0148637

IN THE NAME AND BY THE AUTHORITY OF THE



**JOHN Y. BROWN III**  
SECRETARY OF STATE

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**CERTIFICATE**

I, **JOHN Y. BROWN III**, Secretary of State for the Commonwealth of Kentucky, do certify that the foregoing writing has been carefully compared by me with the original record thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

PANBOWL NATURAL GAS CO., INC. FILED APRIL 6, 1979;

ARTICLES OF AMENDMENT OF PANBOWL NATURAL GAS CO., INC. CHANGING NAME TO PUBLIC GAS COMPANY FILED JULY 21, 1980.

148637

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF INCORPORATION

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

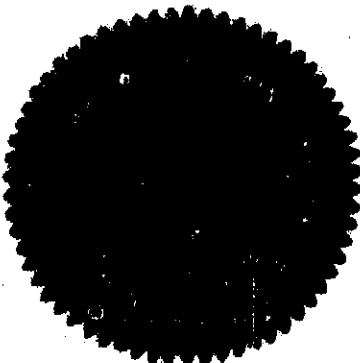
PENBOWL NATURAL GAS CO., INC.

whose initial agent for process is D. A. FASSAS

IRVINE ROAD, P. O. BOX 787

and whose address is RICHMOND, KENTUCKY

duly signed according to law, have been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid.



SECRETARY OF STATE

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 6TH day of APRIL, 19 79.

*Drexell R. Davis*  
SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

ORIGINAL COPY  
FILED AND RECORDED  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY

For Filing with

COMMONWEALTH OF KENTUCKY

APR 06 1979

Office of the Secretary of State  
CORPORATION DEPARTMENT

*Deputy Secretary*  
SECRETARY OF STATE

To the Honorable Secretary  
of State of the Commonwealth of  
Kentucky  
Frankfort, Kentucky

123468

Pan Bowl Gas Company, a corporation organized and  
existing under the laws of the Commonwealth of Kentucky since  
May 6, 1937 does hereby consent that one or more persons acting  
as incorporators under the Kentucky Business Corporation Act  
may incorporate a corporation under said Business Corporation Act  
adopting for its corporate name the following:

Pan Bowl Natural Gas Company

it being the position of the undersigned corporation herein  
granting such consent that the adoption of such name is neither  
the same nor deceptively similar to the name of the consenting  
corporation.

WITNESS the corporate seal and the signatures of its duly  
authorized officers at Des Moines, Iowa, this 14th day of March 1979.

PAN BOWL GAS COMPANY

By Mary Proudfit  
Vice President

Attest Harley A. Whitfield  
Secretary

STATE OF IOWA )  
COUNTY OF POLK ) SS:

I, Edgar Musgrave, a Notary Public in and for the State of  
Iowa, do certify that on this day the foregoing instrument of writing  
executed by Mary Proudfit and Harley A. Whitfield as Vice President  
and Secretary of Pan Bowl Gas Company was produced to me in my  
county by the parties and acknowledged and delivered before me by said  
Mary Proudfit as Vice President of Pan Bowl Gas Company, a  
corporation, to be the act and deed of said corporation by her as  
its Vice President, thereunto duly authorized by resolution  
of the stockholders of said company, unanimously adopted by said  
stockholders at a special meeting duly called and held, and the  
seal of said corporation as affixed to said instrument and acknow-  
ledged, attested and proven before me by Harley A. Whitfield as  
Secretary of Pan Bowl Gas Company.

Given under my hand and seal of office this 14th day of  
March, 1979. My Commission expires September 30, 1979.

Edgar Musgrave  
Notary Public in and for the State of Iowa



ORIGINAL COPY  
FILED AND RECORDED  
SECRETARY OF STATE OF KENTUCKY  
COLUMBIA, KENTUCKY

APR 06 1979

*D. A. Fassas*  
SECRETARY OF STATE

ARTICLES OF INCORPORATION  
OF  
PANBOWL NATURAL GAS CO., INC.

SECRETARY OF STATE  
**RECEIVED**  
APR 06 1979  
*Ch 75*  
Commonwealth of Kentucky

KNOWN ALL MEN BY THESE PRESENTS:

That D. A. Fassas, of Belair Dr., Richmond, Madison County, Kentucky, does hereby form a corporation under the laws of the Commonwealth of Kentucky.

ARTICLE I

The corporation proposed to be organized shall be named and known as Panbowl Natural Gas Co., Inc.

ARTICLE II

The nature of the business and the objects and purposes of the corporation are to do any and all of the things herein mentioned as fully and to the same extent as natural persons might or could do to the extent permitted by applicable laws, including those authorized by Chapter 271 of the Kentucky Revised Statutes, and as follows:

1. To purchase, lease, or otherwise acquire lands, mineral and oil rights and privileges in the Commonwealth of Kentucky and in any of the other states or territories of the United States of America. Also, to purchase, lease, or otherwise acquire in the Commonwealth of Kentucky or any of the other states of the United States of territories thereof, lands containing or believed to contain petroleum, natural gas or other oil spring deposits. Also, to store and transport oil, gas, brine and other mineral solutions, and to make reasonable charges therefor. To buy, sell, and furnish oil and gas for lighting, heating and other purposes. To lay down, construct, maintain and operate pipelines, tubes, tanks, pump stations, connections, fixtures, storage houses, and such machinery, apparatus, and devices as may be necessary to operate such pipes and pipelines between various points. Also, wherever permitted by law, to have right and power to enter upon rights of way, easements, properties of all persons and corporations, and to have the right to lay its pipes and pipelines across and under any public road, railroad, right of way, street, canal, or stream. To lay its pipe and pipelines across and under any street or alley in any incorporated city or town, with the consent, and under the direction of the proper authorities of said cities or towns.

2. To manage, improve, develop, and turn to account any land or contracts for purchase or sale of lands acquired by the company, or in which the company is interested and such lands for building purposes, and to enter into contracts and arrangements of all kinds.
3. To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, exchange, lease, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the Commonwealth of Kentucky, and any part of the world, goods, wares, merchandise and property of every kind, nature and description.
4. To borrow or raise money for any of the purposes of the corporation without limit as to the amount, and in connection therewith to grant collateral or other security, either alone or jointly, with any other person, firm or corporation, and to make, exchange, draw, accept, endorse, pledge, discount, issue, sell or otherwise dispose of promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other evidences of indebtedness, either negotiable or non-negotiable, transferable or non-transferable, and to confer upon the holders of any of its obligations, powers, right and privileges as from time to time may be deemed advisable by the Board of Directors, to the extent permitted under the general corporation laws of the Commonwealth of Kentucky; to lend and advance money, extend credit, take notes, open accounts, and every kind and nature of evidence on indebtedness and collateral security in connection therewith.
5. To purchase or otherwise acquire, hold, sell, pledge, transfer, or otherwise dispose of shares of its own capital stock, provided that the funds or property of the corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation, and provided further, that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.
6. To do all and every thing necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, limited partnerships, partnerships, partners, or individuals, and to do every act or acts, thing or things, incidental or pertinent to, or growing out of or connected with the aforesaid business or powers, or any part or parts thereof; provided, however, the same is not inconsistent with the general corporation laws of Commonwealth of Kentucky.

#### ARTICLE III

The corporation shall commence business simultaneously with the filing of an original of these Articles of Incorporation in the office of the Clerk of the Madison County Court, Richmond, Kentucky, and after complying with the conditions precedent as provided and set forth in Kentucky Revised Statutes,

Section 271.095.

The corporation shall continue perpetually unless sooner dissolved according to the pertinent provisions of the Kentucky Revised Statutes.

ARTICLE IV

The name and address of the process agent of Panbowl Natural Gas Co., Inc. shall be D. A. Fassas, Irvine Road, P. O. Box 787, Richmond, Kentucky 40475, and its registered office shall be P. O. Box 787, Irvine Road, Richmond, Kentucky 40475.

ARTICLE V

The stock of the corporation shall have no par value, and the total authorized number of shares without par value shall be 1,000, all of the same class.

ARTICLE VI

The amount of capital with which the corporation will begin business shall not be less than \$1,000.00.

ARTICLE VII

The name and address of the incorporator, and the number of shares subscribed by it is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
<i>Director</i> D. A. Fassas	P. O. Box 787 Irvine Road Richmond, Kentucky 40475	5

ARTICLE VIII

The number of directors and officers to be elected at the first meeting of the shareholders shall be not less than three, and the directors shall elect a President and a Secretary-Treasurer and any other officers which the directors may deem necessary or convenient to the business of the company. Thereafter, the number of directors shall be fixed by the By-Laws.

ARTICLE IX

The board of directors of this corporation may adopt By-Laws not inconsistent with the Articles of Incorporation for the government of the corporation.

ARTICLE X

The annual meeting of the shareholders of the corporation shall be at such time as a majority of shareholders might direct. Directors shall be elected at each annual meeting of the shareholders and each shall hold office for one year or until the successor is elected and qualified. Shares may be voted by the shareholder in person or by an individual holding the written proxy of the shareholder or shareholders. The President or any two directors may, by giving ten days written notice to the remaining directors or shareholders, as the case may be, call a directors or shareholders meeting at any time.

ARTICLE XI

These Articles of Incorporation may be amended at any annual or called meeting of the shareholders, whereat a numerical majority of the shares are represented in person or by proxy, by the affirmative vote of a majority of the shares represented.

ARTICLE XII

The individual property of the shareholders, directors or officers shall not be liable for the payment of the debts of the corporation.

IN TESTIMONY WHEREOF, witness the hand of the incorporator, D. A. Passas, individually attesting this 23rd day of March, 1979.

BY

  
D. A. Passas





148637 ✓

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

FRANCES JONES MILLS  
Secretary



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF AMENDMENT TO ARTICLES OF INCORPORATION

I, **FRANCES JONES MILLS**, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Amended Articles of Incorporation of

PANDOL NATURAL GAS COMPANY Changing Name To

PUBLIC GAS COMPANY

amended pursuant to Kentucky Revised Statutes, 271A, (~~202~~) duly signed and verified or acknowledged according to law, have been filed in my office by said corporation, and that all taxes, fees and charges payable upon the filing of said Articles of Amendment have been paid.

Given under my hand and seal of Office as Secretary of State, at Frankfort, Kentucky, this 21ST day of JULY, 19 80.

  
*Frances Jones Mills*  
SECRETARY OF STATE

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

JUL 21 1980

*Handwritten initials and signatures*

D.A. Fasso and H.E. Workman

certify:

1. That they are the President and the Secretary, respectively, of PANBOWL NATURAL GAS COMPANY, a Kentucky corporation.

**179033**

2. That at a meeting of the Board of Directors of said Corporation, duly held at Richmond, Madison County, Kentucky, on January 2, 1980, the following resolution was adopted:

"RESOLVED: that Article I of the Articles of Incorporation of this corporation be amended to read as follows:  
'The name of this corporation is PUBLIC GAS COMPANY.'"

3. That the number of shares which have consented in writing to the adoption of said amendment is ALL, and the form of written consent is as follows:

"The undersigned shareholders of PANBOWL NATURAL GAS COMPANY, a Kentucky corporation, hereby consent that Article I of the Articles of Incorporation of said Corporation be amended to read as follows:

"RESOLVED: that Article I of the Articles of Incorporation of this corporation be amended to read as follows:  
'The name of this corporation is PUBLIC GAS COMPANY.'"

4. That the total number of shares entitled to vote on or consent to said amendment is 1000.

D.A. Fasso  
President  
H.E. Workman  
Secretary



**STOCK POWER**

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers to KENTUCKY ENERGY DEVELOPMENT, LLC, Three-Hundred and Fifty (350) Shares of the Common Stock of PUBLIC GAS COMPANY, a Kentucky corporation, standing in the undersigned's name on the books of the corporation and represented by Certificate No. 1 herewith and does irrevocably constitute and appoint \_\_\_\_\_ as attorney to transfer the stock on the books of the corporation, with full power of substitution.

Dated: December 11, 2002

*Donald S. Rudder*  
Donald Rudder

*Sharon Hester*  
Witness

NUMBER 001



SHARES 350

# Public Gas Company

**This certifies that**

Donald I. Rudder

is the

registered holder of Three Hundred Fifty (350)

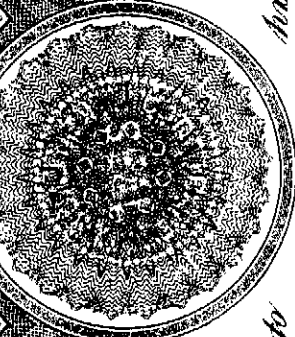
Shares

transferable only on the books of the Corporation by the holder hereof in person or by Attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal by its Remunited and this 28<sup>th</sup> day of March A. D. 1992

*Ken Baker*  
Ken Baker, President

*Ken Baker*  
Ken Baker, Secretary/Treasurer



**STOCK POWER**

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers to KENTUCKY ENERGY DEVELOPMENT, LLC, Three-Hundred and Fifty (350) Shares of the Common Stock of PUBLIC GAS COMPANY, a Kentucky corporation, standing in the undersigned's name on the books of the corporation and represented by Certificate No. 2 herewith and does irrevocably constitute and appoint \_\_\_\_\_ as attorney to transfer the stock on the books of the corporation, with full power of substitution.

Dated: December 11, 2002

*Anne Rudder*  
Anne Rudder

*Anne Rudder*  
Witness

NUMBER  
002



SHARES  
350

# Public Gas Company

*Miss Hattie Rudder*

Anne H. Rudder

*is the*

*registered holder of*

Three Hundred Fifty (350)

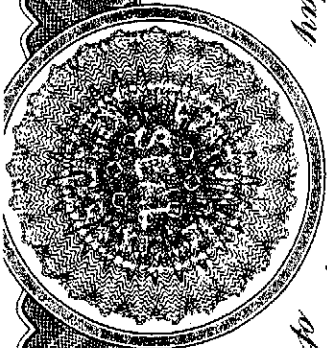
*Shares*

*transferrable only on the books of the Corporation by the holder hereof in person or by attorney upon surrender of this Certificate properly endorsed.*

*In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed this 20<sup>th</sup> day of March A. D. 1912*

Ken Baker, President

*Ken Baker*



Ken Baker, Secretary/Treasurer

*Ken Baker*



STOCK POWER

FOR VALUE RECEIVED, the undersigned hereby sells, assigns and transfers to KENTUCKY ENERGY DEVELOPMENT, LLC, Three-Hundred (300) Shares of the Common Stock of PUBLIC GAS COMPANY, a Kentucky corporation, standing in the undersigned's name on the books of the corporation and represented by Certificate No. 3 herewith and does irrevocably constitute and appoint \_\_\_\_\_ as attorney to transfer the stock on the books of the corporation, with full power of substitution.

Dated: 11/26, 2002

William S. Heublein  
Witness

Bruce A. Heublein  
Bruce Heublein

NUMBER 003



SHARES 300

# Public Gas Company

**This Certificate**

Bruce G. Heublein

is the

registered holder of

Three Hundred (300)

Shares

transferrable only on the books of the Corporation, by the holder hereof in person or by attorney upon surrender of this Certificate properly endorsed.

In Witness Whereof, the said Corporation has caused this Certificate to be signed by its duly authorized officers and its Corporate Seal to be hereunto affixed. This 28<sup>th</sup> day of March A. D. 19 9 2

Ken Baker, President

Ken Baker, Secretary/Treasurer

