ATMOS ENERGY CORPORATION
SECRETARY'S CERTIFICATE

The undersigned, being the Assistant Corporate Secretary of Atmos Energy Corporation, a Texas and Virginia corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company at a meeting of the Board held on August 12, 1998 and such resolutions have not been altered, amended, rescinded, or repealed and are now in full force and effect:

FURTHER RESOLVED, that the Board of Directors hereby approves and adopts the Atmos Energy Corporation Equity Incentive and Deferred Compensation Plan for Non-Employee Directors (the "Director's Compensation Plan") as described in the Total Rewards Strategy and hereby authorizes and directs the officers of the Company to draft, prepare, and execute such plan, containing terms and provisions as such officers may deem necessary and appropriate to effectuate and implement the Total Rewards Strategy and as may be consistent with the Total Rewards Strategy, such Director's Compensation Plan being an amendment and restatement of the Atmos Energy Corporation Deferred Compensation Plan for Outside Directors; and

FURTHER RESOLVED, that the Board of Directors hereby recommends that the Director's Compensation Plan be submitted for approval to the shareholders of the Company at the 1999 Annual Shareholders meeting; and

FURTHER RESOLVED, that, subject to approval by the shareholders of the Director's Compensation Plan, the officers and directors of the Company, or any of them, be, and they hereby are, authorized and directed, for and on behalf of the Company, to prepare, or cause to be prepared, and to execute, verify, and file, or cause to be filed, with the Securities and Exchange Commission (the "Commission"), a registration statement (the "Director's..."
Compensation Plan 1933 Act Registration Statement") on Form S-
& including a prospectus (the "Director's Compensation Plan
Prospectus"), pursuant to the Securities Act of 1933, as amended,
together with any and all exhibits and documents or supplemental
information relating thereto, in connection with the proposed
issuance and sale by the Company of up to 150,000 shares of the
Company's Common Stock (the "Director's Compensation Plan
Shares") pursuant to the Director's Compensation Plan, and that
the form of such Director's Compensation Plan 1933 Act
Registration Statement shall be as approved by the officers and
directors of the Company executing the same, the approval of such
officers and directors to be conclusively evidenced by their
execution thereof, and that any actions heretofore taken in
connection therewith be, and they hereby are, ratified, approved,
and confirmed in all respects; and

FURTHER RESOLVED, that the officers and directors of the
Company, or any of them, be, and they hereby are, authorized and
directed, for and on behalf of the Company, to file with the
appropriate state utility regulatory commissions for approval of the
issuance of the Director's Compensation Plan Shares, and

FURTHER RESOLVED, that the officers and directors of the
Company, or any of them, be, and they hereby are, authorized and
directed, for and on behalf of the Company, to notify the New York
Stock Exchange (the "NYSE") of the foregoing offering and to take
or cause to be taken any and all such actions as may be
necessary, appropriate, or desirable to comply with the
requirements of such organization; and

FURTHER RESOLVED, that the officers of the Company be,
and each hereby is, authorized and directed to take, or cause to be
taken, all actions necessary or advisable to effect the listing and
trading of the Director's Compensation Plan Shares on the NYSE,
including the preparation, execution, and filing of all necessary
applications, documents, forms, and agreements with the NYSE
and the Commission, the payment by the Company of filing, listing,
or application fees, the preparation of certificates for the Director's
Compensation Plan Shares, and the appearance of any such
officer before NYSE officials; and

FURTHER RESOLVED, that the transfer agent and registrar
for the Director's Compensation Plan Shares be Boston EquiServe
LLP; and
FURTHER RESOLVED, that the officers and directors of the Company or any of them, be, and they hereby are, authorized and directed, for their behalf, to prepare, or cause to be filed, with the Commission such amendments (including, without limitation, post-effective amendments) and supplements to the Director's Compensation Plan 1933 Act Registration Statement and the Director's Compensation Plan Prospectus and any other papers or documents in connection therewith as they may deem necessary, appropriate, or desirable, all in such form as may be approved by the officers and directors executing the same, the approval of such officers and directors to be conclusively evidenced by their execution thereof; and

FURTHER RESOLVED, that each officer and director of the Company who may execute the Director's Compensation Plan 1933 Act Registration Statement or any amendment or supplement thereto, be and hereby is, authorized to execute a power of attorney appointing Robert W. Best as his true and lawful attorney for him and in his name and stead and in his capacity as an officer or director to sign such Director's Compensation Plan 1933 Act Registration Statement, any and all amendments and supplements thereto, and all instruments, papers, or documents in connection therewith, and to file the same with the Commission, with full power and authority granted to said attorney to do and perform in the name and on behalf of each of said officers or directors each and every act whatsoever necessary or appropriate in connection with the registration of the Director's Compensation Plan Shares to the same extent that such officer or director might or could do in person; and

FURTHER RESOLVED, that the net proceeds to the Company from the sale of the Director's Compensation Plan Shares to be issued and sold from time to time pursuant to the Plan shall be used by the Company in the manner set forth in the Director's Compensation Plan Prospectus forming a part of the Director's Compensation Plan 1933 Act Registration Statement; and

FURTHER RESOLVED, that the Board of Directors of the Company further considers it desirable and in the best interests of the Company that the Director's Compensation Plan Shares be qualified or registered for sale in various states; that the President or any Vice President and the Secretary or any Assistant Secretary, be and hereby are, authorized to determine the states in which appropriate action shall be taken to qualify or register for sale all or such part of the Director's Compensation Plan Shares as said
officers may deem advisable; that said officers be, and hereby are, authorized to perform on behalf of the Company or cause to be performed any and all such acts as they may deem necessary or advisable in order to comply with the applicable laws of any such states and in connection therewith to execute and file, or cause to be filed, all requisite papers and documents, including, but not limited to, applications, reports, surety bonds, irrevocable consents, and appointments of attorney for service of process, and to take any and all further action that they may deem necessary or advisable in order to maintain any such registration or qualification for so long as they deem necessary or as required by law; and that the execution by such officers of any such paper or document or the doing by them of any act in connection with the foregoing matters shall conclusively establish their authority therefor from the Company and the approval and ratification by the Company of the papers and documents as executed in the action so taken; and

FURTHER RESOLVED, the form and substance of any resolutions required in connection with the registration or qualification of the Director’s Compensation Plan Shares in any state, territory, or other jurisdiction be, and they hereby are, adopted, provided that the officers of the Company, or any of them, consider the adoption of such resolutions necessary or appropriate or desirable, in which case the Secretary or any Assistant Secretary of the Company is hereby directed to insert as an appendix to the minutes of the meeting in which this resolution was adopted a copy of such resolutions, which shall thereupon be deemed to have been adopted by the Board of Directors with the same force and effect as the other resolutions herein set forth; and

FURTHER RESOLVED, that the Vice President, General Counsel and Corporate Secretary of the Company, be, and hereby is, designated as the Company’s agent to receive the letters of comment to the Director’s Compensation Plan 1933 Act Registration Statement; and

FURTHER RESOLVED, that the officers and directors, or any of them, be, and they hereby are, authorized to do or cause to be done any and all acts and things and to execute and deliver any and all agreements, undertakings, consents, documents, instruments, and certificates as, in their opinion, may be necessary or appropriate or desirable in order to carry out the purposes and intent of the foregoing resolutions and to perform, or cause to be performed, the Plan, the Director’s Compensation Plan 1933 Act Registration Statement, or any other agreement referred to herein.
and to cause the Director's Compensation Plan Shares to become listed and admitted to trading on the NYSE; and

FURTHER RESOLVED, that all actions taken and expenses incurred by any officer or director heretofore in furtherance of any of the actions authorized by the foregoing resolutions hereby are expressly ratified, confirmed, and approved; and

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IN WITNESS WHEREOF, I have hereunto signed my name and affixed the seal of the Company this 14th day of September, 1998.

Shirley A. Morgan
Assistant Corporate Secretary