Information Requred Pursuant to
220 ILCS 5/7-204(a)(2)

Part 17 of **53**

42

10-12-73

DATE 3-11-41 47
FILING FEE $ 20-
CLERK WEZ

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

THE PEOPLES GAS LIGHT AND COKE COMPANY

To EDWARD J. HUGHES
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

RECEIVED PAYMENT
PAGE 306 MAR 11 '41 LINE 7

ARTICLE FIRST: The name of the corporation is:

THE PEOPLES GAS LIGHT AND COKE COMPANY

C

SECY. OF STATE

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

WHEREAS, this Company has reacquired 20,573 shares of its issued and outstanding capital stock, the ownership of which by the Company or its wholly owned subsidiary, Peoples Gas Subsidiary Corporation, prior to July 13, 1933, cannot be established, and in order to effectively cancel the said shares of stock it is required that the same be done by amendment to the Company's Articles of Incorporation:

THEREFORE, RESOLVED, that the Articles of Incorporation of this Company be, and the same hereby are, amended by canceling said 20,573 shares of the capital stock of the Company, and that the said amendment shall be effective in such manner that the shares so canceled shall thereafter have the status of authorized and unissued shares of stock of the Company, thereby reducing the issued capital stock of this Company to 656,000 shares having a par value of $100 per share and leaving the authorized stock of this Company at 1,000,000 shares.

4-

482619

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 656,000 ; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Capital Stock (only one class)	656,000

The 20,573 shares mentioned in said amendment are held in the treasury of the corporation and are being canceled.

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 541,348 ; and the number of shares voted against said amendment or amendments was 1,818 .

The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Number of Shares Voted Against
Capital Stock (only one class)	541,348	1,818

(Disregard this Article where the amendments contain no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or the reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for said amendment or amendments, shall be effected, is as follows:

Upon the effective date of said amendment all of the shares therein referred to will be canceled upon the records of the corporation. All certificates for said shares have been canceled upon their face.

(Disregard this Paragraph where amendments do not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effecting a change in the amount of stated capital or the amount of paid-in surplus, or both, is effected is as follows:

Upon the effective date of said amendment, the stated capital of the Company automotically will be reduced by the amount of $2,057,300, such amount being the aggregate stated value of the shares referred to in said amendment.
No paid-in surplus will be created by or arise out of such reduction of stated capital for the reason that the stated capital represented by said shares does not exceed the cost thereof to the Company.

(Disregard this Paragraph where amendments do not affect stated capital and paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by said amendment or amendments are as follows:

	Before Amendment	After Amendment
Stated capital.....	$ 67,657,300.00	$ 65,600,000.00
Paid-in surplus.....	$ None	$ None

50-20

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this twenty-seventh day of February, 19 41.

THE PEOPLES GAS LIGHT AND COKE COMPANY.

By G. F. Mitchell
Its President

(CORPORATE SEAL)

ATTEST:

J. A. Armington
Its Secretary

STATE OF Illinois
COUNTY OF Cook } ss.

I, Dolly Egan a Notary Public, do hereby certify that on the 27th day of February 1941, G. F. Mitchell personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Dolly Egan
Notary Public.

(Notarial Seal)

Box 765 File 37845

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
THE PEOPLES GAS LIGHT AND
COKE COMPANY
Decreased stated capital

FILED
MAR 11 1941
Edward J. Hinchliffe
Secy. of State.

Filing Fee $20.00

175

Certificate Number 10653

51-2619

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation duly signed and verified of* THE PEOPLES GAS LIGHT AND COKE COMPANY *have been filed in the Office of the Secretary of State, on the* 10th *day of* April *A. D. 19* 52*, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.*

Now Therefore, I, EDWARD J. BARRETT, *Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this* 10th *day of* April *A.D. 19* 52 *and of the Independence of the United States the one hundred and* 76th.

(SEAL)

SECRETARY OF STATE.

41 1.

52 - 2611

CERTIFICATE OF INCREASE OF THE CAPITAL STOCK 521 47

OF

THE PEOPLES GAS LIGHT AND COKE COMPANY

PAID
$ 20-
APR 10 1952
Edward J. Barrett
Secretary of State
By VEL Corp. Dept.

To EDWARD J. BARRETT
Secretary of State
Springfield, Illinois

The undersigned corporation, having increased its capital stock pursuant to the Act under which it was organized, as amended, hereby executes the following Certificate in manner consistent with the procedural provisions of Section 55 of "The Business Corporation Act" of the State of Illinois:

FIRST: The name of the corporation is:

THE PEOPLES GAS LIGHT AND COKE COMPANY.

SECOND: THE PEOPLES GAS LIGHT AND COKE COMPANY, a corporation organized under an Act of the General Assembly of the State of Illinois entitled "An Act to incorporate The Peoples Gas Light and Coke Company", approved February 12, 1855, as amended by an Act entitled "An Act to amend an Act entitled 'An Act to incorporate The Peoples Gas Light and Coke Company'", approved February 7, 1865, has, under and by virtue of the power and authority conferred by said Acts, and in manner consistent with procedural provisions of "The Business Corporation Act" of the State of Illinois, increased the capital stock of said corporation (shares which the corporation is authorized to issue) as hereinafter set forth.

(a) The board of directors of the corporation directed that a resolution providing for an increase of the capital stock of said corporation (shares which the corporation is authorized to issue) be submitted to the stockholders at the annual meeting of the stockholders of said corporation to be held on the 3rd day of April, 1952.

(b) The stockholders of said corporation at the annual meeting of stockholders held on the 3rd day of April, 1952, by the affirmative vote of the holders of 787,707 shares, constituting more than 75 per cent of the issued and outstanding capital stock of said corporation, adopted the following resolution:

> "RESOLVED, that if the holders of at least 75 per cent of the outstanding capital stock of this corporation shall vote in favor thereof, the capital stock of this corporation (shares which the corporation is authorized to issue) be, and it hereby is, increased from One Hundred Million Dollars to Two Hundred Million Dollars (from 1,000,000 shares all of the same class to 2,000,000 shares of the same class and of the par value, as fixed by the by-laws, of $100 per share), and that the additional shares of stock hereby authorized may be issued at such time or times and for such considerations not less than the par value thereof as the Board of Directors may prescribe."

(c) At the time of the adoption of said resolution, the number of shares of stock of said corporation issued and outstanding was 933,578 shares of capital stock; 787,707 of which shares were voted for, and 9,551 shares were voted against, the said increase in capital stock.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in its name by its Vice President, and its corporate seal to be hereto affixed, attested by its Secretary, this 7th day of April, 1952.

THE PEOPLES GAS LIGHT AND COKE COMPANY

By Eskil C. Kirk
Its Vice President.

ATTEST:

Kenneth McDonald
Its Secretary.

54-2619

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

I, Dolly Egan, a Notary Public, do hereby certify that on the 7th day of April, 1952, Eskil I. Bjork personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Dolly Egan
Notary Public.

Notary Public.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year before written.

STATE OF ARIZONA)
COUNTY OF MARICOPA) ss.

On this the 10th day of April, 1952, before me, the undersigned officer, personally appeared Robert J. Blore, who acknowledged himself to be a Notary Public, and that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year before written.

Notary Public.

FILED
APR 10 1952
Sec'y of State

765-845

Page 12

5-1 56

Certificate Number 6684

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation duly signed and verified of* THE PEOPLES GAS LIGHT AND COKE COMPANY *have been filed in the Office of the Secretary of State on the* 10th *day of* April *A. D. 19*57*, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A.D. 1933.*

Now Therefore, I, CHARLES F. CARPENTIER, *Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this* 10th *day of* April *A.D. 19*57 *and of the Independence of the United States the one hundred and* 81st.

(SEAL)

Charles F. Carpentier

SECRETARY OF STATE.

5

CERTIFICATE OF CHANGE IN THE PAR VALUE AND IN THE NUMBER OF SHARES OF THE CAPITAL STOCK

OF

THE PEOPLES GAS LIGHT AND COKE COMPANY

4-10-57
F.F. 20.00
J.E.O.

To CHARLES F. CARPENTIER
Secretary of State
Springfield, Illinois

640 13

The undersigned corporation, having changed the par value and increased the number of shares into which its capital stock is divided in accordance with its by-laws, pursuant to the Act under which it was organized, as amended, hereby executes the following Certificate in manner consistent with the procedural provisions of Section 55 of "The Business Corporation Act" of the State of Illinois.

FIRST: The name of the corporation is:

THE PEOPLES GAS LIGHT AND COKE COMPANY.

PAID APR 10 1957 Charles F. Carpentier Secretary of State

SECOND: THE PEOPLES GAS LIGHT AND COKE COMPANY, a corporation organized under an Act of the General Assembly of the State of Illinois entitled "An Act to incorporate The Peoples Gas Light and Coke Company", approved February 12, 1855, as amended by an Act entitled "An Act to amend an Act entitled 'An Act to incorporate The Peoples Gas Light and Coke Company'", approved February 7, 1865, has, under and by virtue of the power and authority conferred by said Acts, and in manner consistent with procedural provisions of "The Business Corporation Act" of the State of Illinois, changed the par value of the capital stock of said corporation (shares which the corporation is authorized to issue) as hereinafter set forth.

(a) The board of directors of the corporation adopted a resolution dividing the authorized capital stock of the corporation amounting to $200,000,000, of which $123,020,300 is now

outstanding and $76,979,700 is unissued, into 8,000,000 shares, all of the same class, having a par value as provided in the by-laws, as amended, of $25 per share, thereby changing the number of issued and outstanding shares of capital stock of the corporation from 1,230,203 shares having a par value of $100 per share to 4,920,812 shares having a par value of $25 per share, and changing the number of unissued shares of capital stock of the corporation from 769,797 shares having a par value of $100 per share to 3,079,188 shares having a par value of $25 per share, without the capital of the corporation being increased or decreased, and changing and converting each share of the capital stock of the corporation having a par value of $100, as theretofore authorized, including the outstanding as well as the unissued shares, into four shares of the capital stock of the corporation of the par value of $25 each, subject to the approval of the holders of at least 75 per cent of the outstanding capital stock of the corporation, and providing that the resolution set forth in paragraph (b) following be submitted to a vote of the stockholders at the annual meeting of stockholders of said corporation to be held on the 4th day of April, 1957.

(b) The stockholders of said corporation at the annual meeting of stockholders held on the 4th day of April, 1957, by the affirmative vote of the holders of 1,072,665 shares, constituting more than 75 per cent of the issued and outstanding capital stock of said corporation, adopted the following resolution:

> "RESOLVED that the action of the Board of Directors of this corporation in dividing the authorized capital stock of this corporation amounting to $200,000,000, of which $123,020,300 is now outstanding and $76,979,700 is unissued, into 8,000,000 shares, all of the same class, having a par value, as fixed by the by-laws as amended, of $25 per share, thereby changing the number of issued and outstanding shares of the capital stock of this corporation from 1,230,203 shares having a par value of $100 per share to 4,920,812 shares having a par value of $25 per share, and changing the

number of unissued shares of the capital stock of this corporation from 769,797 shares having a par value of $100 per share to 3,079,188 shares having a par value of $25 per share, without the capital of the corporation being increased or decreased, and in changing and converting each of the shares of the capital stock of this corporation of the par value of $100, including the outstanding as well as the unissued shares, into four shares of the capital stock of this corporation of the par value of $25 each, such shares as are outstanding immediately prior to such change becoming effective to be evidenced, upon such change becoming effective, by the then outstanding certificates continuing to represent, until otherwise changed or exchanged, the same number of shares as stated in said certificates but such shares shall be deemed to have a par value of $25 each, and by certificates representing three additional shares of the par value of $25 per share for each of such shares so outstanding, to be sent to stockholders of record as of the close of business on the date the change becomes effective, be, and the same hereby is, approved."

(c) At the time of the adoption of said resolution, the number of shares of stock of said corporation (prior to the time such change in par value and division of shares became effective) issued and outstanding was 1,230,203 shares of capital stock; 1,072,665 of which were voted for, and 6,380 shares were voted against, the said resolution.

IN WITNESS WHEREOF, the undersigned corporation has caused this Certificate to be executed in its name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 8th day of April, 1957.

THE PEOPLES GAS LIGHT AND COKE COMPANY

By Carl J. Pratt
Its President.

ATTEST:

Robert M. Ohers
Its Secretary.

55

60

STATE OF ILLINOIS)
COUNTY OF COOK) SS.

I, Margaret M. Lucas, a Notary Public do hereby certify that on the 8th day of April, 1957, Eskil I. Bjork personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Margaret M. Lucas
Notary Public.

FILED

APR 10 1957

Charles S. Chapman

Secretary of State.

Certificate Number [illegible]

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

THE PEOPLES GAS LIGHT AND COKE COMPANY

have been filed in the Office of the Secretary of State on the 24th day of October A. D. 19 61, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, CHARLES F. CARPENTIER, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,

(SEAL)

Done at the City of Springfield this 24th day of October A.D. 19 61 and of the Independence of the United States the one hundred and 86th.

Charles F. Carpentier

SECRETARY OF STATE.

63

CERTIFICATE OF INCREASE OF THE CAPITAL STOCK
and
CERTIFICATE OF CHANGE IN THE PAR VALUE AND
IN THE NUMBER OF SHARES OF THE CAPITAL STOCK

of

THE PEOPLES GAS LIGHT AND COKE COMPANY

PAID
$ 20 —
OCT 2 1961
Charles F. Carpentier
Secretary of State.
By _____ Corp. Dept.

To CHARLES F. CARPENTIER
Secretary of State
Springfield, Illinois

2644 49

The undersigned corporation, having increased its capital stock pursuant to the Act under which it was organized, as amended, and having increased the number of shares into which such capital stock is divided and changed such shares from a par value of $25 per share to shares without par value in accordance with its by-laws, pursuant to said Act, as amended, hereby executes the following certificate in manner consistent with the procedural provisions of Section 55 of "The Business Corporation Act" of the State of Illinois.

FIRST: The name of the corporation is:

THE PEOPLES GAS LIGHT AND COKE COMPANY.

SECOND: THE PEOPLES GAS LIGHT AND COKE COMPANY, a corporation organized under an Act of the General Assembly of the State of Illinois entitled "An Act to incorporate The Peoples Gas Light and Coke Company", approved February 12, 1855, as amended by an Act entitled "An Act to amend an Act entitled 'An Act to incorporate The Peoples Gas Light and Coke Company'", approved February 7, 1865, has, under and by virtue of the power and authority conferred by said Acts, and in manner consistent with procedural provisions of "The Business Corporation Act" of the State of Illinois, (a) increased the capital stock of said corporation (shares which the corporation is authorized to issue) and (b) changed the capital stock of said corporation (shares

which the corporation is authorized to issue) from shares having a par value of $25 each to shares without par value, as hereinafter set forth.

(1) The board of directors of the corporation directed that a resolution providing for an increase of the capital stock of said corporation (shares which the corporation is authorized to issue) from $200,000,000 to $300,000,000 be submitted to the stockholders at a special meeting of the stockholders of said corporation called to be held on the 19th day of October, 1961.

(2) The board of directors of the corporation also adopted a resolution dividing the said $300,000,000 of authorized capital stock of the corporation, of which $188,296,832 is now outstanding, into 20,000,000 shares all of the same class without par value, as provided in the by-laws, as amended, and changing the number of issued and outstanding shares of capital stock of the corporation from 5,884,276 shares having a par value of $25 each to 11,768,552 shares without par value, without the said $188,296,832 of capital of the corporation being increased or decreased, and changing the number of unissued shares of the capital stock of the corporation to 8,231,448 shares without par value, and changing and converting each of said outstanding 5,884,276 shares of the capital stock of this corporation having a par value of $25 each into two shares of the capital stock of this corporation without par value, subject to the approval of the holders of at least 75 per cent of the outstanding capital stock of the corporation, and providing that the resolution set forth in paragraph (3) following be submitted to a vote of the stockholders at a special meeting of the stockholders of the corporation to be held on the 19th day of October, 1961.

(3) The stockholders of said corporation at the special meeting of stockholders held on the 19th day of October, 1961, by the

affirmative vote of the holders of 5,260,005 shares, constituting more than 75 per cent of the issued and outstanding capital stock of said corporation, adopted the following resolution:

> "RESOLVED (a) that if the holders of at least 75% of the outstanding capital stock of this Company shall vote in favor thereof, the capital stock of this Company (shares which the Company is authorized to issue) be and it hereby is increased from $200,000,000 to $300,000,000 (from 8,000,000 shares all of the same class having a par value of $25 per share to 20,000,000 shares all of the same class without par value as fixed by the by-laws as amended) and that the actions of the Board of Directors of this Company in dividing said $300,000,000 of authorized capital stock of this Company into 20,000,000 shares all of the same class without par value, as fixed by the by-laws as amended, and changing the 5,884,276 shares of the capital stock of this Company having a par value of $25 each, presently issued and outstanding, to 11,768,552 shares without par value, without increasing or decreasing the $188,296,832 of stated capital of the Company represented by the said outstanding shares, and in changing the number of unissued shares of the capital stock of this Company to 8,231,448 shares without par value, and in changing and converting each of the said outstanding 5,884,276 shares of the capital stock of this Company having a par value of $25 each into two shares of the capital stock of this Company without par value, such shares as are outstanding immediately prior to such change becoming effective to be evidenced, upon such change becoming effective, by the then outstanding certificates continuing to represent, until otherwise changed or exchanged, the same number of shares as stated in said certificates but such shares shall be deemed to be without par value, and by certificates representing one additional share without par value for each of such shares so outstanding to be sent to stockholders of record as of the close of business on the date the change becomes effective, be, and the same hereby are, approved, and that the said 8,231,448 unissued shares without par value may be issued at such time or times and for such consideration as the Board of Directors may prescribe;"

(4) At the time of the adoption of said resolution, the number of shares of said corporation (prior to the time such change in par value and division of shares became effective) issued and outstanding was 5,884,276 shares of capital stock, 5,260,005 shares of which were voted for and 18,383 shares of which were voted against the said resolution.

IN WITNESS WHEREOF, the undersigned corporation has

caused this certificate to be executed in its name by its Vice President and its corporate seal to be hereto affixed, attested by its Secretary, this 23rd day of October, 1961.

THE PEOPLES GAS LIGHT AND COKE COMPANY

By Robert M. Drevs
Its Vice President

ATTEST: E. M. Tabes
Its Secretary

STATE OF ILLINOIS }
COUNTY OF COOK } SS.

I, Walter J. McElligott, a Notary Public, do hereby certify that on the 23rd day of October, 1961, Robert M. Drevs personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Walter J. McElligott
Notary Public

160 - 848

FILED

OCT 24 1961

Charles S. Confortini

Secretary of State.

7

1-68

Certificate Number 16354

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation* (Charter) *duly signed and verified of*

THE PEOPLES GAS LIGHT AND COKE COMPANY

have been filed in the Office of the Secretary of State on the 5th *day of* April *A. D.* 1962, *as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.*

Now Therefore, I, CHARLES F. CARPENTIER, *Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation* (Charter) *of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois,*

Done at the City of Springfield this 5th *day of* April *A.D.* 19 62 *and of the Independence of the United States the one hundred and* 86th.

(SEAL)

Charles F. Carpentier

SECRETARY OF STATE.

8

Form BCA-55

(Do not write in this space)
Date Paid 4-5-62
License Fee $
Franchise Tax $
Filing Fee $ 20—
Clerk

(File in Duplicate)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
(Charter) OF

768 3

THE PEOPLES GAS LIGHT AND COKE COMPANY
(Exact Corporate Name)

PAID
APR - 5 1962
Charles F. Carpentier
Secretary of State

To CHARLES F. CARPENTIER,
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation (Charter) and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:
THE PEOPLES GAS LIGHT AND COKE COMPANY

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

RESOLVED that, if the holders of 75% or more of the outstanding capital stock of the Company shall vote in favor thereof, the Articles of Incorporation (Charter) of this Company be amended in the following respects:

The Board of Directors shall consist of not less than three stockholders. Subject to such limitation, the number of directors shall consist of such number of stockholders as shall be fixed by the by-laws and may be increased or decreased by amendment to the by-laws.

69
65

7

70

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 11,780,638; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 10,255,011; and the number of shares voted against said amendment or amendments was 45,197. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Number of Shares Voted Against

(Disregard these items unless the amendment restates the articles of incorporation.)

Item 1. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had _____ shares issued, itemized as follows:

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of $_____ and a paid-in surplus of $_____ or a total of $_____.

78

66

10

(Disregard this Article where this amendment contains no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:

	Before Amendment	After Amendment
Stated capital.....	$	$
Paid-in surplus.....	$	$

71
67

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 5th day of April, 1962.

THE PEOPLES GAS LIGHT AND COKE COMPANY
(Exact Corporate Name)

PLACE (CORPORATE SEAL) HERE

By L. A. Brandt
Its President

ATTEST:

E. M. Talbot
Its Secretary

STATE OF ILLINOIS
COUNTY OF COOK } ss.

I, Walter J. McElligott, a Notary Public, do hereby certify that on the 5th day of April 1962, L. A. Brandt personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Walter J. McElligott
Notary Public

PLACE (NOTARIAL SEAL) HERE

Form BCA-85
Box 765 File 845

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
(Charter)
of

THE PEOPLES GAS LIGHT AND COKE COMPANY

FILED
APR - 5 1962
Charles S. Chapin
Secretary of State.

FILE IN DUPLICATE
Filing Fee $20.00
Filing Fee for Re-Stated Articles $50.00

(26433—20M—11-60)

73

Certificate Number 518

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, Articles of amendment to the Articles of Incorporation duly signed and verified of

THE PEOPLES GAS LIGHT AND COKE COMPANY

have been filed in the Office of the Secretary of State on the 1st day of April A. D. 19 65, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.

Now Therefore, I, PAUL POWELL, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this 1st day of April A.D. 19 65 and of the Independence of the United States the one hundred and 89th.

(SEAL)

Paul Powell

SECRETARY OF STATE.

Form BCA-55

13

74

(Do not write in this space)
Date Paid 4-1-65
License Fee $
Franchise Tax $
Filing Fee $ 20.00
Clerk MP

(File in Duplicate)

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
(Charter)
OF

803 48

PAID
APR 1 1965
Paul Powell
Secretary of State

THE PEOPLES GAS LIGHT AND COKE COMPANY
(Exact Corporate Name)

To PAUL POWELL,
Secretary of State
Springfield, Illinois

The undersigned corporation, for the purpose of amending its Articles of Incorporation (Charter) and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

THE PEOPLES GAS LIGHT AND COKE COMPANY

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

RESOLVED that, if 75% or more of the outstanding shares of capital stock of the Company shall be voted in favor thereof, the Charter of this Company is hereby amended by adding thereto the following additional corporate powers:

To engage in any business activity intended to promote or protect the distribution, sale, consumption or use of gas by the Company in the Chicago metropolitan area and surrounding areas in any manner and for any purpose for which gas is or may be used or applied, including but not limited to the business of producing, generating, selling or distributing other forms of energy, chemicals, other products or by-products derived

(continued)

or resulting from the consumption, conversion or other utilization of gas.

To purchase, construct, manufacture or otherwise acquire, operate, maintain, finance, sell, lease or otherwise deal in or with, either directly or indirectly or in participation with other persons, firms, or corporations, any property, real or personal, or interests therein, including plants, pipelines, production, storage and distribution facilities, machinery, equipment, appliances, and other facilities of all kinds, wherever located, necessary or appropriate for the furtherance of any of the Company's corporate powers.

To invest in, make loans or advances to, or finance the obligations of, other persons, firms, or corporations in furtherance of any of the Company's corporate powers.

15

16

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 15,763,955; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Capital Stock	15,763,955

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 14,169,172; and the number of shares voted against said amendment or amendments was 30,908. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Number of Shares Voted Against
Capital Stock	14,169,172	30,908

(Disregard these items unless the amendment restates the articles of incorporation.)

Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had _____ shares issued, itemized as follows:

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of $_____ and a paid-in surplus of $_____ or a total of $_____.

(Disregard this Article where this amendment contains no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:

	Before Amendment	After Amendment
Stated capital.....	$	$
Paid-in surplus.....	$	$

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its _____ President, and its corporate seal to be hereto affixed, attested by its _____ Secretary, this 1st day of April, 19 65.

THE PEOPLES GAS LIGHT AND COKE COMPANY
(Exact Corporate Name)

PLACE (CORPORATE SEAL) HERE

By L A Brandt
Its President

ATTEST:

J M Wells
Its Secretary

STATE OF ILLINOIS
COUNTY OF COOK } ss.

I, Frank Navigato, a Notary Public, do hereby certify that on the 1st day of April 19 65, L. A. Brandt personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Frank Navigato
Notary Public

PLACE (NOTARIAL SEAL) HERE

Form BCA-55

Box 765 File 845

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
(Charter)
of

THE PEOPLES GAS LIGHT AND COKE COMPANY

FILED
APR 1 1965
Paul Powell
Secretary of State

FILE IN DUPLICATE
Filing Fee $20.00
Filing Fee for Re-Stated Articles $50.00

(3080—15M—12-64)

Certificate Number 21171

79

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Wherras, *Articles of amendment to the Articles of Incorporation duly signed and verified of*

THE PEOPLES GAS LIGHT AND COKE COMPANY

have been filed in the Office of the Secretary of State on the 20th *day of* June *A. D. 19*74*, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.*

Now Therefore, I, MICHAEL J. HOWLETT, *Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, Done at the City of Springfield this* 20th *day of* June *A.D. 19*74 *and of the Independence of the United States the one hundred and* 98th.

(SEAL)

Michael J. Howlett

SECRETARY OF STATE.

207-L

80

(Do not write in this space)

Date Paid 6-20-74
License Fee $
Franchise Tax $
Filing Fee $25.00
Clerk

CERTIFICATE OF INCREASE OF THE CAPITAL STOCK
OF
THE PEOPLES GAS LIGHT AND COKE COMPANY

4667 27

To: Michael J. Howlett
Secretary of State
Springfield, Illinois

The undersigned corporation having increased its capital stock pursuant to the Act under which it was organized hereby executes this Certificate in a manner consistent with the procedural provisions of Section 55 of "The Business Corporation Act" of the State of Illinois.

PAID
JUN 21 1974
Secretary of State

ARTICLE FIRST: The name of the corporation is:

The Peoples Gas Light and Coke Company

ARTICLE SECOND: The Peoples Gas Light and Coke Company, a corporation organized under an Act of the General Assembly of the State of Illinois entitled "An Act to incorporate The Peoples Gas Light and Coke Company",

approved February 12, 1855, as amended by an Act entitled "An Act to amend an Act entitled 'An Act to incorporate The Peoples Gas Light and Coke Company'", approved February 7, 1865, has, under and by virtue of the power and authority conferred by said Acts, and in a manner consistent with the procedural provisions of "The Business Corporation Act" of the State of Illinois, increased the capital stock of the corporation, being the aggregate number of shares which the corporation is authorized to issue, from 20,000,000 to 40,000,000 shares divided into one (1) class, designated common shares, which shares are without par value.

ARTICLE THIRD: The Board of Directors of the corporation in the resolutions providing for the increase in its capital stock directed that the increase in capital stock (being the number of shares which the corporation is authorized to issue) was subject to obtaining the consent and approval in writing of the corporation's stockholder to the action taken by the Board of Directors of the corporation as aforesaid, which consent and approval in writing, dated June 6,

1974, was delivered to the corporation on said date.

ARTICLE FOURTH: On the date of the execution and delivery of the written consent and approval of the corporation's stockholder referred to in Article Third above, the number of shares of said corporation issued and outstanding was 19,377,069 shares of capital stock, said written consent and approval having been executed and delivered by the holder of all of the issued and outstanding shares of the corporation.

IN WITNESS WHEREOF, the undersigned corporation has caused this "Certificate of Increase of the Capital Stock of The Peoples Gas Light and Coke Company" to be executed in its name by its President, and its corporate seal to be hereto affixed, attested by its Secretary, this 17th day of June, 1974.

THE PEOPLES GAS LIGHT AND
COKE COMPANY

By George F. Morrow
Its President

ATTEST:

Its Secretary

STATE OF ILLINOIS)
) SS.
COUNTY OF C O O K)

I, Marilyn J. Yates, a Notary Public, do hereby certify that on the 17th day of June, 1974, George L. Morrow personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Marilyn J. Yates
Notary Public

MY COMMISSION EXPIRES
JANUARY 7, 1978

0765-845-1

FILED

JUN 20 1974

Michael J. Howlett

Secretary of State

8/4

Certificate 30338

STATE OF ILLINOIS

OFFICE OF THE SECRETARY OF STATE

To all to whom these Presents Shall Come, Greeting:

Whereas, *Articles of amendment to the Articles of Incorporation duly signed and verified of* THE PEOPLES GAS LIGHT AND COKE COMPANY *have been filed in the Office of the Secretary of State on the* 22nd *day of* December *A. D. 19* 77*, as provided by "THE BUSINESS CORPORATION ACT" of Illinois, in force July 13, A. D. 1933.*

Now Therefore, I, ALAN J. DIXON, *Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate of amendment and attach thereto a copy of the Articles of Amendment to the Articles of Incorporation of the aforesaid corporation.*

In Testimony Whereof, *I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois.*

Done at the City of Springfield this 22nd *day of* December *AD 19* 77 *and of the Independence of the United States the two hundred and* 2nd

(SEAL)

Alan J Dixon

SECRETARY OF STATE

(Do not write in this space)
Date Paid 12-23-77
License Fee $
Franchise Tax $
Filing Fee $ 25.00
Clerk H

(File in Duplicate)

7172 13

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
(CHARTER)
OF

PAID

THE PEOPLES GAS LIGHT AND COKE COMPANY
(Exact Corporate Name)

DEC 23 1977

To ALAN J. DIXON
Secretary of State
Springfield, Illinois

ALAN J. DIXON
Secretary of State

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of Section 55 of "The Business Corporation Act" of the State of Illinois, hereby executes the following Articles of Amendment:

ARTICLE FIRST: The name of the corporation is:

THE PEOPLES GAS LIGHT AND COKE COMPANY

ARTICLE SECOND: The following amendment or amendments were adopted in the manner prescribed by "The Business Corporation Act" of the State of Illinois:

(A) Pursuant to Section 157 of the Illinois Business Corporation Act (the "Act"), the Company hereby adopts all the rights, privileges, immunities and franchises provided by the Act namely each and every provision thereof and accepts all obligations and duties imposed by the Act.

(B) The authority of THE PEOPLES GAS LIGHT AND COKE COMPANY (the "Company") to issue capital stock pursuant to its Charter is amended so as to read in its entirety as follows:

Paragraph 1: The aggregate number of shares which the Company is authorized to issue is 41,000,000 divided into two classes. The designation of each class, the number of shares of each class, and the par value, if any, of the shares of each class, or a statement that the shares of any class are without par value, are as follows:

Class	Series (if any)	Number of shares	Par value per share or statement that shares are without par value
$100 Cumulative Preferred Stock	See Paragraph 2-I(a)	1,000,000	$100.00
Common Stock	None	40,000,000	without par value

(2) The preferences, qualifications, limitations, restrictions and the special or relative rights in respect of the shares of each class are:

I. $100 CUMULATIVE PREFERRED STOCK

(a) Issue of $100 Cumulative Preferred Stock in Series. Authority is hereby expressly vested in the Board of Directors to divide, and to provide for the issue from time to time of, the $100 Cumulative Preferred Stock in series, and to fix and determine as to each such series:

(1) the designation of, and the number of shares to be issuable, in such series;

(2) the dividend rate per annum for the shares of such series, expressed either as a dollar amount per share or as a percentage of the par value thereof, and the time of payment of such dividends;

(3) the price or prices at which, and the terms and conditions on which, such shares may be redeemed;

(4) the amount payable upon each of such shares in the event of voluntary dissolution, liquidation or winding up of the Company;

(5) the amount payable upon each of such shares in the event of involuntary dissolution, liquidation or winding up of the Company;

(6) sinking fund provisions, if any, for the redemption or purchase of such shares (the term "sinking fund", as used herein, including any analogous fund, however designated);

(7) if such shares are to be issued with the privilege of conversion into shares of the Common Stock the terms and conditions on which such shares may be so converted; and

(8) other special rights and privileges of shares of such series as shall not be inconsistent with the provisions hereof.

In all other respects shares of the $100 Cumulative Preferred Stock of all series shall be identical.

So long as any shares of any series of the $100 Cumulative Preferred Stock shall be outstanding, the resolution of the Board of Directors establishing such series shall not be amended or revoked so as to adversely affect any of the preferences or other rights of the holders of the shares of such series, without the affirmative vote or the written consent of the holders of at least two-thirds of the shares of such series outstanding at the time or as of a record date fixed by the Board of Directors, but such resolution may be so amended or revoked with such vote or consent.

(b) Priority. The $100 Cumulative Preferred Stock shall be prior and senior to the Common Stock as to the payment of dividends and as to the distribution of assets upon dissolution, liquidation or winding up of the Company.

(c) Dividends. Holders of the $100 Cumulative Preferred Stock of each series shall be entitled to receive cash dividends, out of funds legally available therefor, when and as declared by the Board of Directors, at such rate per annum and payable on such dates as shall have been fixed by the Board of Directors for the shares of such series. Dividends on the $100 Cumulative Preferred Stock of each series shall be cumulative with respect to each share from the date of issue thereof. Dividends on the $100 Cumulative Preferred Stock of each series shall be cumulative whether or not such dividends are earned or declared. Accumulations of dividends shall not bear interest. Whenever there shall be paid on the shares of any series of the $100 Cumulative Preferred Stock the full amount or any part of the dividends payable thereon, there shall also be paid at the same time on the shares of each other series of $100 Cumulative Preferred Stock, if any, then outstanding the full amount or a like proportionate part, as the case may be, of the dividends payable thereon.

No funds shall be paid into or set aside for any sinking fund created for any series of the $100 Cumulative Preferred Stock or for any stock of any class ranking on a parity with or junior to the $100 Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets, upon dissolution, liquidation or winding up of the Company, unless all accrued and unpaid dividends on the $100 Cumulative Preferred Stock for all past dividend periods, and for the current dividend period, shall have been paid in full or shall have been declared and funds sufficient for such payment set aside by the Company, separate and apart from its other funds.

No dividend shall be paid or other distribution made on any stock of any class ranking on a parity with or junior to the $100 Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon dissolution, liquidation or winding up of the Company, other than a dividend or distribution solely of shares of such stock, and no such stock shall be redeemed, purchased or otherwise acquired by the Company for a consideration,

unless (1) all accrued and unpaid dividends on the $100 Cumulative Preferred Stock for all past dividend periods, and for the current dividend period, shall have been paid in full or shall have been declared and funds sufficient for such payment set aside by the Company, separate and apart from its other funds, and (2) all funds then and theretofore required to be paid into or set aside for any sinking fund or funds created for all series of the $100 Cumulative Preferred Stock shall have been so paid or set aside.

(d) Redemption of $100 Cumulative Preferred Stock. Subject to the limitations stated in subdivisions (c) and (e) hereof and except as may be otherwise provided by the Board of Directors in respect of the shares of a particular series, shares of any one or more series of the $100 Cumulative Preferred Stock may be called for redemption and redeemed, at the option of the Company, in whole at any time or in part from time to time, upon the notice hereinafter provided for, by the payment therefor in cash of the then applicable optional redemption price or prices fixed by the Board of Directors for the shares which are to be redeemed.

If at any time less than all shares of any series of the $100 Cumulative Preferred Stock shall be called for redemption, the shares so called shall be selected by lot in such manner, or pro rata, all as may be determined by the Board of Directors.

Notice of any proposed redemption shall be given by the Company by first class mail, postage prepaid, or caused by the Company to be so given, not more than 60 nor less than 30 days prior to the redemption date, to the holders of record of the shares to be redeemed at their respective addresses then appearing on the records of the Company.

At any time before the redemption date the Company may deposit in trust the funds necessary for such redemption with a bank or trust company, to be designated in the notice of such redemption, doing business in the City of Chicago, State of Illinois, or in the Borough of Manhattan, The City of New York, State of New York, and having capital, surplus and undivided profits aggregating at least $5,000,000. In the event such deposit is made so that the deposited funds shall be forthwith available to the holders of the shares to be redeemed upon surrender of the certificates evidencing such shares, then, upon the giving of the notice of such redemption, as hereinabove provided, or upon the earlier delivery to such bank or trust company of irrevocable authorization and direction so to give such notice, all shares with respect to the redemption of which such deposit shall have been made and the giving of such notice effected or authorization therefor given shall, whether or not the certificates for such shares shall have been surrendered for cancellation, be deemed to be no longer outstanding for any purpose and all rights with respect to such shares shall thereupon cease and terminate, except only the right of the holders of the certificates for such shares (1) to receive, out of the funds so deposited in trust, from

and after the time of such deposit, the amount payable upon the redemption thereof, without interest, or (2) to exercise any privilege of conversion which shall not theretofore have terminated. Any funds so deposited which shall not be required for the payment of the redemption price of such shares by reason of the exercise of any right of conversion subsequent to the date of such deposit shall be paid over to the Company forthwith. At the expiration of six years after the redemption date, any such funds then remaining on deposit with such bank or trust company shall be paid over to the Company, free of trust, and thereafter the holders of the certificates for such shares shall have no claims against such bank or trust company, but only claims as unsecured creditors against the Company for amounts equal to their pro rata portions of the funds so paid over, without interest. Any interest on or other accretions to funds deposited with such bank or trust company shall belong to the Company.

The provisions of this subdivision (d) with respect to the method and effect of redemption shall be applicable to the redemption of shares pursuant to any sinking fund created for any series of the $100 Cumulative Preferred Stock as well as to the optional redemption of shares, except to the extent, if any, that the terms of such sinking fund, as fixed and determined by the Board of Directors, shall expressly otherwise provide.

(e) Limitations on Redemption and Purchase of $100 Cumulative Preferred Stock. If and so long as the Company shall be in default in the payment of any dividend on shares of any series of the $100 Cumulative Preferred Stock, or shall be in default in the payment of funds into or the setting aside of funds for any sinking fund created for any series of the $100 Cumulative Preferred Stock, the Company shall not (other than by the use of unapplied funds, if any, paid into or set aside for a sinking fund or funds prior to such default) redeem, purchase or otherwise acquire for a consideration any shares of the $100 Cumulative Preferred Stock unless (i) all shares thereof are redeemed or (ii) such purchase or acquisition is made pursuant to an offer to purchase at the respective redemption prices made on a comparable basis to the holders of all shares of the $100 Cumulative Preferred Stock then outstanding.

(f) Status of $100 Cumulative Preferred Stock Redeemed, Purchased or Otherwise Reacquired. All shares of the $100 Cumulative Preferred Stock of any series which shall have been redeemed, purchased or otherwise reacquired by the Company shall be cancelled and shall not be issued as shares of such series.

(g) Liquidation Preference. In the event of dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, holders of the $100 Cumulative Preferred Stock of each series shall be entitled to receive out of the assets of the Company, before any payment or distribution shall be made to the holders of Common Stock or of any other stock of the Company ranking junior to the $100 Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets, upon dissolution, liquidation or winding up of the Company, such amount per share as shall have been fixed by the Board of Directors as the dissolution, liquidation or winding-up price, as the case may be, for the shares of such series. If upon any such dissolution, liquidation or winding up, the assets of the Company available for payment to stockholders are not sufficient to make payment in full to holders of the $100 Cumulative Preferred Stock, payment shall be made to such holders ratably in accordance with the numbers of shares held by them respectively, and, in case there shall be outstanding more than one series of the $100 Cumulative Preferred Stock, ratably in accordance with the respective distributive amounts to which such holders shall be entitled.

Neither a consolidation or merger of the Company with or into any other corporation, nor a merger of any other corporation into the Company, nor the redemption or purchase by the Company of all or a part of the outstanding shares of any class or classes of its stock, nor a sale or transfer of the property and business of the Company, as or substantially as an entirety, shall be considered a dissolution, liquidation or winding up of the Company within the meaning of the foregoing provisions.

(h) Restrictions on Certain Corporate Action. (1) So long as any shares of the $100 Cumulative Preferred Stock shall be outstanding,

(A) the Company shall not, without the affirmative vote or the written consent of the holders of at least two-thirds of the shares of the $100 Cumulative Preferred Stock outstanding at the time or as of a record date fixed by the Board of Directors, increase the number of authorized shares of $100 Cumulative Preferred Stock or create or authorize any stock of any class ranking prior to or on a parity with the $100 Cumulative Preferred Stock with respect to the payment of dividends or the distribution of assets upon dissolution, liquidation or winding up of the Company; and

(B) the Company shall not amend the Charter of the Company so as to adversely affect any of the preferences or other rights of the holders of the $100 Cumulative Preferred Stock without (i) the affirmative vote or the written consent of the holders of at least two-thirds of the shares of the $100 Cumulative Preferred Stock outstanding at the time or as of a record date fixed by the Board of Directors and (ii) the affirmative vote or the written consent of the holders of at least two-thirds

of the shares of each series of the $100 Cumulative Preferred Stock so adversely affected outstanding at the time or as of a record date fixed by the Board of Directors.

(2) So long as any shares of the $100 Cumulative Preferred Stock shall be outstanding, the Company shall not, without the affirmative vote or the written consent of the holders of a majority of the shares of the $100 Cumulative Preferred Stock outstanding at the time or as of a record date fixed by the Board of Directors, consolidate with or merge into any other corporation, under applicable statutory procedure, or make any sale or transfer of the property and business of the Company as or substantially as an entirety; provided, however, that this restriction shall not apply to a consolidation of the Company with or its merger into or the sale or transfer of the property and business of the Company as or substantially as an entirety to (A) any corporation which owned directly, or indirectly through one or more other corporations, 50% or more of the voting securities of the Company, or any corporation 50% or more of the voting securities of which is so owned by the Company, but only if as a result thereof no capital stock is extant which is senior to or on a parity with the $100 Cumulative Preferred Stock with respect to the distribution of assets upon dissolution, liquidation or winding up of the surviving entity or as to the payment of dividends, or (B) any corporation, when such consolidation, merger, sale or transfer shall be required by order or regulation of any commission or other governmental agency having jurisdiction in the premises. The term "sale or transfer", as used in this subpart (h), includes a lease or exchange but does not include a mortgage or pledge.

(i) Preemptive Rights. Holders of the $100 Cumulative Preferred Stock shall not have any preemptive rights.

II. COMMON STOCK

(a) Dividends. Subject to the preferential rights of the holders of the $100 Cumulative Preferred Stock with respect to the payment of dividends and sinking fund payments, as set forth in subdivision (c) of Division I, holders of the Common Stock shall be entitled to receive dividends, out of funds legally available therefor, when and as declared by the Board of Directors.

(b) Liquidation Preferences. In the event of dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, holders of the Common Stock shall be entitled to receive, ratably in accordance with the numbers of shares held by them respectively, the assets of the Company, available for payment to shareholders, remaining after payment in full shall have been made to holders of the $100 Cumulative Preferred Stock in accordance with the provisions of subdivision (g) of Division I.

Neither a consolidation or merger of the Company with or into any other corporation, nor a merger of any other corporation into the Company, nor the redemption or purchase by the Company of all or a part of the outstanding shares of any class or classes of its stock, nor a sale or transfer of the property and business of the Company, as or substantially as an entirety, shall be considered a dissolution, liquidation or winding up of the Company within the meaning of the foregoing provisions.

(c) Preemptive Rights. Holders of the Common Stock shall not have any preemptive rights.

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE THIRD: The number of shares of the corporation outstanding at the time of the adoption of said amendment or amendments was 24,817,566 common shares; and the number of shares of each class entitled to vote as a class on the adoption of said amendment or amendments, and the designation of each such class were as follows:

Class	Number of Shares
Inapplicable	

(Disregard separation into classes if class voting does not apply to the amendment voted on.)

ARTICLE FOURTH: The number of shares voted for said amendment or amendments was 24,817,566 and the number of shares voted against said amendment or amendments was 00. The number of shares of each class entitled to vote as a class voted for and against said amendment or amendments, respectively, was:

Class	Number of Shares Voted For	Against
Inapplicable		

(Disregard these items unless the amendment restates the articles of incorporation.)

Item 1. On the date of the adoption of this amendment, restating the articles of incorporation, the corporation had _____ shares issued, itemized as follows:

Class	Series (If Any)	Number of Shares	Par value per share or statement that shares are without par value
Inapplicable			

Item 2. On the date of the adoption of this amendment restating the articles of incorporation, the corporation had a stated capital of $_____ and a paid-in surplus of $_____ or a total of $_____

Inapplicable

(Disregard this Article where this amendment contains no such provisions.)

ARTICLE FIFTH: The manner in which the exchange, reclassification, or cancellation of issued shares, or a reduction of the number of authorized shares of any class below the number of issued shares of that class, provided for in, or effected by, this amendment, is as follows:

Inapplicable

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

ARTICLE SIXTH: Paragraph 1: The manner in which said amendment or amendments effect a change in the amount of stated capital or the amount of paid-in surplus, or both, is as follows:

Inapplicable

(Disregard this Paragraph where amendment does not affect stated capital or paid-in surplus.)

Paragraph 2: The amounts of stated capital and of paid-in surplus as changed by this amendment are as follows:

	Before Amendment	After Amendment
Stated capital	$	$
Paid-in surplus	$	$

Inapplicable

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its Vice President, and its corporate seal to be hereto affixed, attested by its Assistant Secretary, this 19th day of December, 19 77

The Peoples Gas Light and Coke Company
(Exact Corporate Name)

By Masao Igasaki Jr.
Its Vice President

Place
(CORPORATE SEAL)
Here

ATTEST:

Its Assistant Secretary

STATE OF ILLINOIS }
COUNTY OF COOK } ss.

I, RITA THOMAS, a Notary Public, do hereby certify that on the 19th day of December 19 77, Masao Igasaki, Jr. personally appeared before me and, being first duly sworn by me, acknowledged that he signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Rita Thomas
Notary Public

Place
(NOTARIAL SEAL)
Here

Box File

ARTICLES OF AMENDMENT

to the

ARTICLES OF INCORPORATION
(CHARTER)

of

THE PEOPLES GAS LIGHT AND COKE COMPANY

FILED
DEC 22 1977

FILE IN DUPLICATE

Filing Fee $25.00

Filing Fee for Re-Stated Articles $100.00

FORM L.

STATEMENT OF RESOLUTION
ESTABLISHING SERIES
ADOPTED BY BOARD OF DIRECTORS

(Do not write in this space)
Date Paid 12-22-77
Filing Fee 5.00
Clerk

TO ALAN J. DIXON,
Secretary of State,
Springfield, Illinois 62706

7172 14

PAID

DEC 23 1977

ALAN J. DIXON
Secretary of State

The undersigned corporation, for the purpose of establishing and designating a series of $100 Cumulative Preferred Stock and fixing and determining the relative rights and preferences of the shares of such series, and pursuant to the provisions of Section 15 of "The Business Corporation Act" of the State of Illinois, hereby executes the following statement:

1. The name of the corporation is The Peoples Gas Light and Coke Company (the "Company").

2. The following resolution was adopted by the Board of Directors, establishing and designating a series of $100 Cumulative Preferred Stock and fixing and determining the relative rights and preferences of the shares of such series:

RESOLVED, that pursuant to the authority expressly vested in the Board of Directors by the Company's Charter, there be and there hereby is established a series of the $100 Cumulative Preferred Stock of the Company, the designation of such series, the number of shares to be issuable thereunder, and certain of the terms and provisions thereof to be as follows:

I. Designation of Series and Number of Shares to be Issuable. Such series of the $100 Cumulative Preferred Stock shall be designated $100 Cumulative Preferred Stock 7.96% Series, of which series 100,000 shares shall be issuable.

II. Dividends. Dividends shall be payable on the shares of the $100 Cumulative Preferred Stock 7.96% Series at the rate of 7.96% per annum on the par value thereof, and no more, payable on the first day of January, April, July and October in each year, and shall accrue from the issue date; the first payment to be made on April 1, 1978. Dividends payable on April 1, 1978 and dividends payable on the date of any redemption or purchase of the $100 Cumulative Preferred Stock 7.96% Series not occurring on a regular dividend payment date, shall be calculated on the basis of the actual number of days elapsed (including the date of redemption or purchase) over a 360-day year.

III. Redemption. Subject to the Charter of the Company with respect to the notice and manner of redemption of $100 Cumulative Preferred Stock, the shares of the $100 Cumulative Preferred Stock 7.96% Series shall be redeemable at the option of the Company in whole at any time, or in part from time to time, after the issue thereof at $107.96 per share through December 31, 1978, and thereafter at the following applicable prices per share during the respective 12-month periods ending December 31 of the years indicated:

1979...	$107.80	1991...	$105.85	2003...	$103.90	2015...	$101.95
1980...	107.64	1992...	105.69	2004...	103.74	2016...	101.79
1981...	107.47	1993...	105.52	2005...	103.57	2017...	101.63
1982...	107.31	1994...	105.36	2006...	103.41	2018...	101.46
1983...	107.15	1995...	105.20	2007...	103.25	2019...	101.30
1984...	106.99	1996...	105.04	2008...	103.09	2020...	101.14
1985...	106.82	1997...	104.87	2009...	102.92	2021...	100.98
1986...	106.66	1998...	104.71	2010...	102.76	2022...	100.81
1987...	106.50	1999...	104.55	2011...	102.60	2023...	100.65
1988...	106.34	2000...	104.39	2012...	102.44	2024...	100.49
1989...	106.17	2001...	104.22	2013...	102.28	2025...	100.33
1990...	106.01	2002...	104.06	2014...	102.11	2026...	100.16

and at $100 per share on and after January 1, 2027 plus, in each case, an amount equivalent to preferential dividends at the rate aforesaid accrued and unpaid to the date of redemption. All redemptions of shares of the $100 Cumulative Preferred Stock 7.96% Series shall be pro rata, as nearly as may be, among the holders of such shares according to the number of shares held by each. The shares of the $100 Cumulative Preferred Stock 7.96% Series shall not be redeemable at the option of the Company prior to January 1, 1988, directly or indirectly, from or in anticipation of moneys borrowed by or for the account of the Company or received from sales of other $100 Cumulative Preferred Stock (or any other capital stock of the Company ranking senior to its common stock with respect to the payment of dividends or the distribution of assets upon dissolution, liquidation or winding up of the Company) sold by the Company if such borrowed moneys have an interest cost or such stock has a dividend cost to the Company (calculated in accordance with generally accepted financial practice) of less than 7.96% per annum. The shares of the $100 Cumulative Preferred Stock 7.96% Series, shall also be redeemable for purposes of the sinking fund hereinafter provided at the price of $100 per share plus an amount equivalent to preferential dividends at the rate aforesaid accrued and unpaid to the date of redemption.

IV. Liquidation Prices. The amount payable on each share of the $100 Cumulative Preferred Stock 7.96% Series in the event of voluntary dissolution, liquidation or winding up of the Company shall be an amount per share equal to the optional redemption prices set forth in Section III above at the date fixed for payment plus an amount equivalent to preferential dividends accrued and unpaid thereon to the date fixed for payment.

The amount payable on each share of such series in the event of involuntary dissolution, liquidation or winding up of the Company shall be $100 per share plus an amount equivalent to preferential dividends accrued and unpaid thereon to the date fixed for payment, and no more.

V. Sinking Fund. The Company shall, on or before January 1 of each year beginning with the year 1989, so long as any shares of the $100 Cumulative Preferred Stock 7.96% Series shall be outstanding, set aside as a sinking fund for such stock, separate and apart from its own funds, out of legally available funds, after full payment or provision for payment has been made for all dividends accrued on the $100 Cumulative Preferred Stock 7.96% Series, whether or not earned or declared, to such date, an amount sufficient to redeem on such January 1, at the sinking fund redemption price (a) 2,500 shares and, at its option, up to an additional 2,500 shares of $100 Cumulative Preferred Stock 7.96% Series, or (b) the number of shares of such series outstanding, whichever shall be less. The amounts set aside on or before each such date for the sinking fund shall be used to redeem on such date, on a pro rata basis among the holders of the $100 Cumulative Preferred Stock 7.96% Series and in the manner provided in the Company's Charter, $100 Cumulative Preferred Stock 7.96% Series outstanding at the sinking fund price as provided in Section III. The obligation hereunder shall be cumulative so that if the Company is for any reason unable to redeem on such January 1, at the sinking fund redemption price 2,500 shares of the $100 Cumulative Preferred Stock 7.96% Series funds legally available therefor shall, by action of the Company's Board of Directors, be applied thereto until all such requirements are fully discharged. No shares of the $100 Cumulative Preferred Stock 7.96% Series redeemed at the option of the Company pursuant to Section III above, redeemed at the option of the Company pursuant to this Section V over the required sinking fund redemption of 2,500 shares or otherwise purchased or acquired by the Company, may be credited to, or relieve the Company to any extent from, the sinking fund obligation of the Company set forth in this Section V.

VI. Restriction on Issue of Additional Cumulative Preferred Stock or Parity Stock. So long as any shares of the $100 Cumulative Preferred Stock 7.96% Series are outstanding, the Company shall not, without the consent of holders of