

Filing Fee: \$150.00

ID Number:

120000



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION
(To Be Filed In Duplicate)

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Duke Energy Operating Company, LLC

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Delaware

4. The date of its organization is 12-03-99

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

10 Weybosset Street

(Street Address, not P.O. Box)

Providence

(City/Town)

, RI 02903

(Zip Code)

and the name of the resident agent at such address is CT CORPORATION SYSTEM

(Name of Agent)

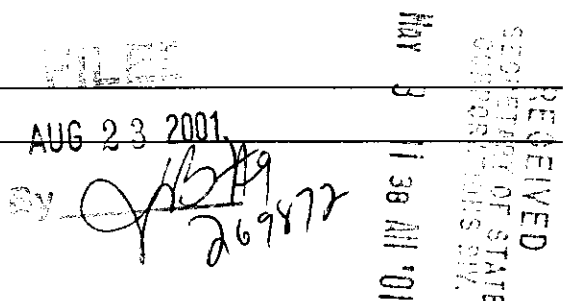
7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

1209 Orange Street, Wilmington, DE 19801

9. The mailing address for the limited liability company is:

5400 Westheimer CT Houston Texas 77056



10. The limited liability company is to be managed by:

(Check one box only)

☐ its members or ☒ by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

<u>Manager</u>	<u>Address</u>
SEE ATTACHMENT	

12. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 3-24-2000

Duke Energy Operating Company, LLC
Print Exact Name of Limited Liability Company Making Application

By Benny J. Tate
Signature of authorized person

Duke Energy Operating Company, LLC
Managers and Officers as of Friday, March 24, 2000

Managers

Minimum: 3 Maximum: 10 Current: 3 Authorized number : 3 Quorum : Not on file

<i>Name</i>	<i>Elected</i>	<i>Citizenship</i>	<i>Residence</i>
Robert B. Evans	12/31/1999		
Theopolis Holeman	12/31/1999		
Steve L. Horton	12/31/1999		

[A] indicates an Associate Director

Officers

<i>Title</i>	<i>Name</i>	<i>Appointed</i>
Vice President and CFO and Treasurer	Dorothy M. Ables	12/31/1999
Vice President	Gregory P. Bilinski	12/31/1999
Chairman of the Board	Robert B. Evans	12/31/1999
Assistant Secretary	Beverly J. Fite	12/31/1999
Vice President, Controller, and Assistant Secretary	A. N. Harris	12/31/1999
President	Theopolis Holeman	12/31/1999
Vice President and Secretary	Steve L. Horton	12/31/1999
Vice President and Marketing	Thomas C. O'Connor	12/31/1999

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUKE ENERGY OPERATING COMPANY, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF MAY, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

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AUTHENTICATION: 1108997

010208219

DATE: 05-01-01