

1338279

GREEN MOUNTAIN ENERGY COMPANY

1303 San Antonio, Suite 700
Austin, Texas 78701

February 20, 2017

State of Rhode Island
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence RI 02904-2615

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BUS SVCS DIV
2017 FEB 22 PM 2:27

Dear Sir or Madam:

Please note that Green Mountain Energy Company has reduced its authorized common shares. The common shares have been reduced from 15,000,000 to 1,000. A copy of the filed Third Amended and Restated Certificate of Incorporation is attached hereto.

Please update your records accordingly.

Par Value is 0

Sincerely,


Deborah R. Fry
Assistant Secretary

FILED

FEB 22 2017

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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

February 22, 2017 02:27 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

