Corp. I.D. #	‡

State of Rhode Island and Providence Plantations BUSINESS CORPORATION

ORIGINAL ARTICLES OF INCORPORATION

The undersigned acting as incorporator(s) of a corporation under Chapter 7-1.1 of the General Laws, 1956, as amended, adopt(s) the following Articles of Incorporation for such corporation:

First. T Company	The name of the corporation is Narragansett Thergy Resources
(A close corporat	tion pursuant to §7-1.1-51 of the General Laws, 1956, as amended) (strike if inapplicable)
SECOND.	The period of its duration is (if perpetual, so state)
THIRD.	The purpose or purposes for which the corporation is organized are:
	s a general partner in Ocean State Power, a partnership
	o construct, own, and operate a facility or facilities
	generation of electric power and to transact any or
	ul business for which corporations may be incorporated is chapter.

The corporation shall have power: (See §7-1.1-4 of the General Laws, 1956, as amended.)

- (a) To have perpetual succession by its corporate name unless a limited period of duration is stated in its articles of incorporation.
 - (b) To sue and be sued, complain and defend, in its corporate name.
- (c) To have a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
 - (f) To lend money and to use its credit to assist its employees.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.
- (h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this chapter, within or without this state.
 - (k) To elect or appoint officers and agents of the corporation, and define their duties and fix their compensation.
- (1) To make and alter by-laws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
 - (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the board of directors shall find will be in aid of governmental authority.
- (o) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its directors, officers and employees.
- (p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any stockholder for the purpose of acquiring at his death shares of its stock owned by such stockholder.
 - (q) To be a promoter, partner, member, associate, or manager of any partnership, enterprise or venture.
 - (r) To have and exercise all powers necessary or convenient to effect its purposes.

FOURTH. The aggregate number of shares which the corporation shall have authority to issue is:

(a) If only one class: Total number of shares8,000

(If the authorized shares are to consist of one class only, state the par value of such shares or a statement that all of such shares are to be without par value.) Par Value \$1.00

0)

(State (A) the number of shares of each class thereof that are to have a par value and the par value of each share of each such class, and/or (B) the number of such shares that are to be without par value, and (C) a statement of all or any of the designations and the powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, which are permitted by the provisions of title 7 of the General Laws in respect of any class or classes of stock of the corporation and the fixing of which by the articles of association is desired, and an express grant of such authority as it may then be desired to grant to the board of directors to fix by vote or votes any thereof that may be desired but which shall not be fixed by the articles.)

FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

None

Sixth. Provisions (if any) for the regulation of the internal affairs of the corporation: No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of the director's duty as a director; provided, however, that this Article Sixth shall not eliminate or limit the liability of a director to the extent provided by applicable law (i) for any breach of the director's duty of loyalty to the corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) the liability imposed pursuant to the provisions of R.I.G.L. Section 7-1.1-43 (as in effect and as hereafter amended); or (iv) for any transaction from which the director derived an improper personal benefit [unless said transaction is permitted by R.I.G.L. Section 7-1.1-37.1 (as in effect and as hereafter amended)]. If the Rhode Island General Corporation Law is amended after the adoption of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of each director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Rhode Island General Corporation Law, as so amended. Neither the amendment nor repeal of this Article Sixth nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article Sixth shall eliminate or reduce the effect of this Article Sixth in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article Sixth, would occur or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

SEVENTH. The address of the initial 280 Melrose Street, Providence, Rhode Isl	registered office of the corporation is		
	nt at such address is:		
Aime A. Arsenault			
Екситн. The number of directors con	stituting the initial board of directors of the		
corporation isand the to serve as directors until the first annusuccessors are elected and shall qualify are	names and addresses of the persons who are ual meeting of shareholders or until their:		
(If this is a close corporation pursuant to §7-1.1-51 and address(es) of the officers of the corporation.)	of the General Laws, 1956, as amended, state the name(s)		
Name	Address		
XZXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX		
Joan T. Bok	25 Research Dr., Westborough, MA		
Frederic E. Greenman	25 Research Dr., Westborough, MA		
Alfred D. Houston	25 Research Dr., Westborough, MA		
Samuel Huntington			
John F. Kaslow	25 Research Dr., Westborough, MA		
NINTH. The name and address of each	ch incorporator is:		
Name	Address		
Gregory A. Hale	25 Research Dr., Westborough, MA		
	25 Research Dr., Westborough, MA		
TENTH. Date when corporate existence filing of these articles of incorporation):	ee to begin (not more than 30 days after		
Upon issuance of certificate of incorpor	ation		
Dated August 3 , 19 87	ggory Aviale L. Ramsauer		

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Commonwealth of Massa	:chusetts				
S#X##X#X#X	$\begin{cases} \text{In the} \\ \text{Town} \end{cases}$	} ,	of Westboro	ouch	
County of Worcester	Town	} '	J 1		
in said county this	third day	of Aug	ust	, A.D. 19	87
then personally appear	ed before me Grego	ry A. Hale	and Kirk L. H	lansauer	
each and all known to n instrument, and they se their free act and deed.	verally acknowledge	to be the p d said instri	arties executi ament by them	ng the forego	ing be
		Bence	n Xx) with	
			Notary Publi	c	

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New England Power Service

New England Power Service Company 25 Research Drive Westborough, Massachusetts 01581 Tel. (617) 366-9011

Gregory A. Hale ATTORNEY

July 13, 1987

Paul A. Silver, Esq. Hinckley, Allen, Tobin & Silverstein 1500 Fleet Center Providence, Rhode Island 02903

Dear Mr. Silver:

New England Electric System proposes to form a new Rhode Island Subsidiary using the name "Narragansett Energy Resources Company." The purpose for which the subsidiary would be formed would be to act as a general partner in a Rhode Island partnership proposed to be formed to construct, own and operate the Ocean State Power generating facility in Burrillville, Rhode Island.

We have been advised by the Rhode Island Secretary of State's office that we need to receive the consent of your client, Narragansett Resources, Inc., in order to use our proposed name for the new subsidiary.

I would appreciate your assistance in confirming this consent by having your client sign one copy of this letter and return it to me in the enclosed envelope. You may retain the second copy for your files.

Very truly yours

Enclosures

On behalf of Narragansett Resources, Inc., I hereby consent to your use of the name Narragansett Energy Resources Company for a Rhode Island corporation.



New England Power Service Company 25 Research Drive Westborough, Massachusetts 01581 Tel. (617) 366-9011

Gregory A. Hale

July 30, 1987

FEDERAL EXPRESS

Secretary of State 270 Westminster Mall Providence, Rhode Island 02903

Re: Corporate Name Reservation

Dear Sir/Madam:

Enclosed is a name reservation form for "Narragansett Energy Resources Company." Also enclosed is a check in the amount of \$10.00 for the reservation fee.

On your advice, I have obtained and enclose a consent from Narragansett Resources, Inc. to the use of the name Narragansett Energy Resources Company.

Should you have any questions, please contact me.

Very truly yours

agy Ca Hale

Enclosures

THIS RESERVATION EXPIRES 120 DAYS FROM DATE RECEIVED

(Proposed Name of Corporation)

Matradansett Energy Resources Company

APPLICATION IS HEREBY MADE FOR RESERVATION OF CORPORATE NAME (Sec. 7-1.1-8 of the General Laws, 1956, as amended)

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS (enil zint shod sinw iow od)

NEW ENGLAND POWER SERVICE COMPANY RESEARCH DRIVE WESTBORO MA 01582

07-59285

JULY 29 1987

New England Electric

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SECRETARY OF STATE OF RHODE ISLAND

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