

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. The name of the corporation is EUA Ocean State Corporation

(A close corporation 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) perpetual

THIRD. The purpose or purposes for which the corporation is organized are:

to act as a general partner in Ocean State Power, a partnership formed to construct, own, and operate a facility or facilities for the generation of electric power and to transact any or all lawful business for which corporations may be incorporated under this 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.

(l) 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 shares 8,000

(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

or

~~(b) If more than one class: Total number of shares:~~

~~(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 registered office of the corporation is
Blackstone Valley Electric Company, Washington Highway, (add Zip Code)
Lincoln, Rhode Island 02865
and the name of its initial registered agent at such address is:
William R. Bisson

EIGHTH. The number of directors constituting the initial board of directors of the corporation is four and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

(If this is a close corporation pursuant to §7-1.1-51 of the General Laws, 1956, as amended, state the name(s) and address(es) of the officers of the corporation.)

Name	Address
John F. G. Eichorn, Jr.	One Liberty Square, P.O. Box 2333, Boston, MA
Donald G. Parius	One Liberty Square, P.O. Box 2333, Boston, MA
Robert E. Maguire	One Liberty Square, P.O. Box 2333, Boston, MA
John R. Stevens	One Liberty Square, P.O. Box 2333, Boston, MA

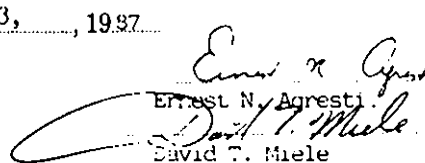
NINTH. The name and address of each incorporator is:

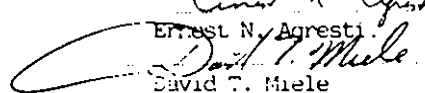
Name	Address
Ernest N. Agresti, Esq.	2700 Hospital Trust Tower, Providence, RI
David T. Miele, Esq.	2700 Hospital Trust Tower, Providence, RI

TENTH. Date when corporate existence to begin (not more than 30 days after filing of these articles of incorporation):

Upon issuance of certificate of incorporation

Dated December 3, 1997


Ernest N. Agresti


David T. Miele

STATE OF RHODE ISLAND } In the City } of Providence
COUNTY OF PROVIDENCE } TOWN }

in said county this 3rd day of December, A.D. 1987

then personally appeared before me Ernest N. Agresti and David T. Wiele

each and all known to me and known by me to be the parties executing the foregoing instrument, and they severally acknowledged said instrument by them subscribed to be their free act and deed.

Evelyn C. Vecchiarini

EVELYN C. VECCHIARINI Notary Public
My Commission Expires June 30, 1991

45093

DEC 3 1987
Law/PP

CF11 110.00
CHK 110.00
0168A001
12/29/87 PAID