

Filing Fee \$30.00

**State of Rhode Island and Providence Plantations**

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF**

**C. B. FALL RIVER UTILITY COMPANY**

Pursuant to the provisions of Section 7-1.1-56 of the General Laws, 1956, as amended, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is C. B. Fall River Utility Company

SECOND: The shareholders of the corporation on March 28, 1980, in the manner prescribed by Chapter 7-1.1 of the General Laws, 1956, as amended, adopted the following amendment(s) to the Articles of Incorporation:

[Insert Amendment(s)]

"FIFTH. The total amount of authorized capital stock of said corporation with par value shall be \$602,200.00, as follows, viz:

(a) Class A Common Stock in the amount of Two Hundred Dollars (\$200.00) to be divided into two hundred (200) shares of the par value of One Dollar (\$1.00) each.

(b) Class B Common Stock in the amount of Two Thousand Dollars (\$2000.00) to be divided into Twenty Thousand (20,000) shares of the par value of Ten Cents (\$.10) each.

(c) Preferred Stock in the amount of Six Hundred Thousand Dollars (\$600,000.00) to be divided into six thousand (6,000) shares of the par value of One Hundred Dollars (\$100.00) each.

The preferences, limitations and relative rights in respect of each class of stock are set forth on Exhibit A attached hereto."

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 160 ; and the number of shares entitled to vote thereon was 160

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (If inapplicable, insert "none")

| <u>Class</u> | <u>Number of Shares</u> |
|--------------|-------------------------|
| "None"       |                         |

FIFTH: The number of shares voted for such amendment was 160 ; and the number of shares voted against such amendment was 0

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (If inapplicable, insert "none")

| <u>Class</u> | <u>Number of Shares Voted</u> |                |
|--------------|-------------------------------|----------------|
|              | <u>For</u>                    | <u>Against</u> |
| "None"       |                               |                |

SEVENTH: The manner, if not set forth in such amendment, in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected, is as follows: (If no change, so state)

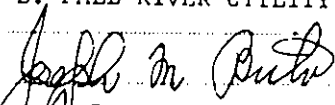
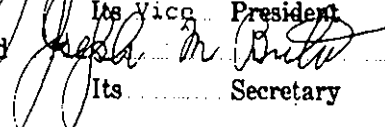
All of the Common Stock without par value presently outstanding is to be surrendered for cancellation in a reorganization pursuant to §368(a)(1)(E) of the Internal Revenue Code of 1954, as amended, in exchange for Class A Common Stock, Class B Common Stock and Preferred Stock at such time as a plan of recapitalization is prescribed by the Board of Directors and approved by the shareholders.

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital as changed by such amendment, are as follows: (If no change, so state)

"No Change"

Dated March 28 , 19 80

C. B. FALL RIVER UTILITY COMPANY

By  Its Vice President  
and  Its Secretary

STATE OF RHODE ISLAND  
COUNTY OF PROVIDENCE

} Sc.

At Providence in said county on this 28<sup>th</sup> day of  
March, 1980, personally appeared before me JOSEPH  
M. BRITO, who, being by me first duly sworn, declared that he is the  
Vice-President of C.B. Fall River Utility  
Company and  
that he signed the foregoing document as Vice-President of the  
corporation, and that the statements therein contained are true.

Barry L. Hittin

Notary Public

My Commission Expires June 30, 1981

(NOTARIAL SEAL)

107

.....30.00  
.....101.00  
283 9991A14...131.00

MAR 28 1980  
*[Signature]*

## EXHIBIT A

### Preferences, Limitations and Relative Rights of Class A Common Stock, Class B Common Stock and Preferred Stock

1. Dividends. Before any dividends on the Common Stock shall be paid, declared or set apart for payment, the holders of Preferred Stock at the time outstanding shall be entitled to receive, but only when and as declared by the Board of Directors, out of the earned surplus or net earnings of the Corporation applicable to dividends, dividends at the annual rate of Fifteen Dollars (\$15.00) per share. Dividends upon the Preferred Stock shall be noncumulative whether or not in any fiscal year there shall be net earnings or surplus available for the payment of dividends in such fiscal year, so that if in any fiscal year or years dividends in whole or in part are not paid upon the Preferred Stock, unpaid dividends shall not accumulate as against the holders of the Common Stock, so that no sums in any later years shall be paid to the holders of the Preferred Stock with respect to any prior year or years when dividends were not paid and so that in no event shall the holders of the Preferred Stock receive dividends of more than Fifteen Dollars (\$15.00) per share in any fiscal year. Holders of Preferred Stock shall not be entitled to receive any dividends thereon, other than dividends above referred to.

Out of the earned surplus or net earnings of the Corporation remaining after full dividends on the Preferred Stock shall have been paid, or declared and set apart for payment, dividends may be declared by the Board of Directors on the Common Stock to the exclusion of the Preferred Stock.

The holders of Class A Common Stock shall not be entitled to participate in dividends.

2. Liquidation Rights. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation or any distribution of its capital, then before any distribution shall be made to the holders of Class A and Class B Common Stock, the holders of shares of Preferred Stock at the time outstanding shall be entitled to be paid in cash one hundred and ten percent (110%) of the par value of said Preferred Stock together with dividends thereon declared or set aside for payment prior to the date fixed for payment of such distributive amount. After such payment in full to the holders of the Preferred Stock the remaining assets and funds of the corporation shall be divided and distributed equally among the shares of Class A and Class B Common Stock then outstanding.

3. Voting Rights. The holders of Class A Common Stock shall exercise the sole voting rights of the Corporation, and each holder of Class A Common Stock shall be entitled to one vote for each share of stock standing in his name. The holders of Class B Common Stock and Preferred Stock shall have no voting rights except as required by law.

4. Redemption. All or any part of the Preferred Stock may be redeemed by paying for each share thereof One Hundred Dollars (\$100.00), plus the amount of any dividends declared but not paid, at any time at the election of the Board of Directors upon thirty (30) days prior written notice to holders of record of the Preferred Stock mailed by registered or certified mail to their addresses as they shall appear on the books of the Corporation. Except as hereinafter provided, such redemption shall be upon the terms and conditions established by the Board of Directors. The notice required by this provision shall specify a redemption date not later than sixty (60) days after the date of such notice. In the event that less than all of the shares of Preferred Stock then outstanding shall be redeemed, the Board of Directors shall either (a) select by lot, in such manner as it shall establish, the shares to be redeemed, or (b) redeem such proportion of the Preferred Stock held by each Shareholder as the aggregate number of shares to be redeemed bears to the total number of shares of Preferred Stock then issued and outstanding, provided, however, that if such proportionate redemption would require the redemption of fractional shares, the Board of Directors may at its election either pay cash in lieu of redeeming such fractional share or redeem the whole of such share. Payment for redeemed shares shall be made in cash or by certified check within sixty (60) days after the date specified for redemption, unless the Board of Directors shall elect a different method of payment prior to the date specified for redemption and provide written notice thereof to the holders of such shares. Notwithstanding anything herein contained, the Corporation shall have the right at any time to purchase all or any part of its outstanding Preferred Stock at a price or prices not in excess of the redemption price specified herein in the open market, at private sale, or upon call for tender in such manner as the Board of Directors shall in its sole discretion determine. On and after the date specified for redemption, the stock being redeemed shall no longer be deemed to be outstanding and no rights shall accrue to such shares except the right of the holders thereof to receive the redemption price in the manner herein set forth. The stock so redeemed shall be surrendered to the Corporation and cancelled.

5. Pre-emptive Rights. None of the issued and outstanding capital stock of the Corporation shall have any pre-emptive right to subscribe to or acquire any additional shares of any class to be issued by the Corporation.