

State of Rhode Island and Providence Plantations

May 3, 1933

WE, the undersigned officers of

THE RHODE ISLAND PUBLIC SERVICE COMPANY

a corporation duly incorporated under the laws of the State of Rhode Island, HEREBY CERTIFY, that at a meeting of the stockholders of said corporation, duly called for the purpose, and held in the City of Providence, in said State, on the 25th day of April, A. D. 1933, the following amendment(s) to the Articles of Association (or Charter) was (or were) duly adopted by an affirmative vote of the following proportion of the stockholders of said corporation, viz:—

the holders of more than two-thirds of the Class A Stock, the holders of more than two-thirds of the Class B Stock, and the holders of more than two-thirds of the Class A Stock and the Class B Stock voting as one class, (being more than two-thirds in interest of all stockholders entitled to vote), the following votes were adopted, viz.:

That the shares of the Preferred Stock of the Corporation be changed from shares without par value to shares of the par value of \$27.50 each; that the shares of Class A Stock of the Corporation be changed from shares without par value to shares of the par value of \$55.00 each; that the authorized Preferred Stock of the Corporation be reduced to the number of shares now

~~which said vote amends the following Article (or Articles) to read as follows, viz:—~~

~~"Article No.~~

issued and outstanding (including shares held in the Treasury), viz.: 500,000 shares; that the authorized Class A Stock of the Corporation be reduced to the number of shares now issued and outstanding, viz.: 80,735 shares; and that the authorized Class B Stock of the Corporation be reduced to the number of shares now issued and outstanding, viz.: 2,268,167 shares of the par value of \$6.00 each; and that these changes shall not constitute any capitalization or impairment of the surplus or of any accumulated and undistributed profits of the Corporation now existing; and

That to that end Article Fifth of the Articles of Association of the Corporation, as amended, be and hereby is further amended by striking out the first paragraph of said Article and substituting therefor the following:

"FIFTH. The total amount of authorized capital stock of said Corporation shall be \$31,799,427, consisting of \$13,750,000 of Preferred Stock divided into 500,000 shares of the par value of \$27.50 per share, \$4,440,425 of Class A stock divided into 80,735 shares of the par value of \$55.00 per share and \$13,609,002 of Class B stock divided into 2,268,167 shares of the par value of \$6.00 per share."

~~"Article No.~~

which said vote amends the following Article to read as follows, viz.:

"Article No. FIFTH. The total amount of authorized capital stock of said Corporation shall be \$31,799,427, consisting of \$13,750,000 of Preferred Stock divided into 500,000 shares of the par value of \$27.50 per share, \$4,440,425 of Class A stock divided into 80,735 shares of the par value of \$55.00 per share and \$13,609,002 of Class B stock divided into 2,268,167 shares of the par value of \$6.00 per share."

A description of the different classes of stock and a statement of the terms on which they are created and of the voting rights appertaining thereto, including provisions for the conduct and regulation of the business of the corporation and for limiting, defining and regulating the powers of the corporation and of its directors and stockholders follows, viz.:

"Article No. -

PREFERRED STOCK

A. The preferred stock shall be entitled, out of the net profits or surplus as determined by the board of directors, to quarterly, cumulative preferential dividends when, as and if declared by the board of directors, from the quarterly dividend day next preceding the day of issue thereof, or from such day of issue if it be a quarterly dividend day, at the rate of two dollars (\$2) a share per year and no more, payable on the first days of February, May, August and November in each year to stockholders of record on such day not more than thirty days before the day on which the dividend is payable as may be fixed by the board of directors, before any dividends shall be declared, paid or set apart on any junior stock.

B. After all dividends accrued on the preferred stock have been paid or declared (except as to any part dating from the dividend day next preceding, which need not be declared) and set aside for payment, but not otherwise, dividends upon any junior stock may be declared by the board of directors out of the balance of the net profits or surplus as determined by the board of directors, subject, nevertheless, to the provisions hereinafter in these articles contained.

C. In case of liquidation or dissolution, the preferred stock shall receive thirty-three dollars (\$33) a share, whether such liquidation or dissolution be voluntary or involuntary, plus in either case all dividends accrued up to the day of payment before any payment is made on any junior stock and the remaining assets shall be distributed among the holders of the junior stock alone.

D. By vote of the board of directors (except as hereinafter provided) or of the stockholders entitled to vote thereon, all or any part of the preferred stock at any time outstanding may be called for purchase by the corporation in the manner hereinafter provided on any dividend day at thirty-three (\$33) a share plus all dividends accrued to the dividend day for which the call is made. In case less than all the outstanding preferred stock is so called, the stock to be called shall be determined by lot. No call of less than all the outstanding preferred stock shall be made while any dividends accrued on the preferred stock remain unpaid, save as to any part dating from the dividend day next preceding that for which the call is made nor without setting aside an amount sufficient to pay on all the preferred stock then outstanding the dividend payable on the dividend day for which the call is made. Notice of such call, stating the dividend day for which the call is made and the place where the stock so called is payable (which may be at the office of the transfer agent), shall not less than forty days prior to such dividend day be mailed to each holder of stock so called at his address as it appears upon the books of the corporation. The corporation shall on or before such dividend day deposit with the paying agent, appointed for the purpose and specified in the notice, all sums payable in respect to the stock so called. After such notice and deposit all stock so called shall be deemed to have been redeemed and the holders of the certificates therefor shall cease to have any rights to future dividends or other rights or privileges as stockholders in respect to such stock and shall be entitled in respect of their certificates only to the payment of the sums so deposited with the paying agent for their respective accounts. Stock so redeemed may be reissued but only subject to limitations imposed by Article F hereof.

E. Dividends and payments on call or in case of liquidation or dissolution on the preferred stock are payable in Boston, Massachusetts and/or in Providence, Rhode Island as determined by the board of directors of the company in gold coin of the United States of America of or equal to the standard of weight and fineness effective March 15, 1927, or its equivalent.

F. With the authorizing vote or written consent of the holders of a majority of the preferred stock at the time outstanding, but only with such vote or consent, the corporation may issue for a consideration less than twenty-five dollars (\$25) per share any shares of the preferred stock in addition to the five hundred thousand (500,000) shares first issued, or reissue any preferred shares for a consideration less than twenty-five dollars (\$25) a share after such shares shall have been redeemed pursuant to Article D; or increase the authorized amount of preferred stock beyond the one million (1,000,000) shares originally authorized; provided however that no vote or consent from holders of preferred stock already outstanding shall be required with respect to the issue or reissue of any part of the one million (1,000,000) shares originally authorized for a consideration not less than twenty-five dollars (\$25) a share.

G. With the authorizing vote or written consent of the holders of two-thirds of the preferred stock at the time outstanding, but only with such vote or consent, the corporation may authorize any class of stock on a parity with or having any preference or priority over the preferred stock.

H. Except as herein otherwise provided, holders of preferred stock shall have no voting power and the voting power shall be vested exclusively in the holders of junior stock. If at any time, however, the dividends accrued on the preferred stock aggregate four dollars (\$4) per share, the holders of preferred stock shall have the right to elect a majority of the entire board of directors, and the holders of junior stock shall have the right to elect the remaining members of the board of directors. The voting powers of the preferred and junior stocks shall revert to their status prior to any such default when all dividends accrued on the preferred stock shall have been paid or when the corporation shall, for not less than three months, have been in position to pay the same.

Under all circumstances, however, the holders of junior stock shall have the right and neither the holders of preferred stock nor any board of directors of which any members have been elected by the holders of preferred stock under the provisions of this Article shall have any right to vote upon the question of calling for purchase all or any preferred stock at the time outstanding.

Whenever, under the provisions of this Article, the holders of the preferred stock shall have become entitled to elect a majority of the entire board of directors the holders of at least five per cent (5%) in amount of the preferred stock then outstanding shall be entitled to cause a special meeting of the stockholders to be held for the purpose of electing a board of directors in the manner hereinafter specified. Whenever, under the provisions of this Article, the voting powers of the preferred and junior stocks shall revert to their status prior to any default in the payment of the dividends accrued on the preferred stock the holders of at least five per cent (5%) in amount of the junior stock then outstanding shall be entitled to cause a special meeting of the stockholders to be held for the purpose of electing a board of directors in the manner hereinafter provided. Any such meeting which such holders of either preferred stock or of junior stock are entitled to cause to be held as aforesaid shall be called and notice thereof given by the proper officer of the corporation within five days after a request by such holders therefor shall have been served upon the Secretary of the corporation personally or within ten days after such request shall have been mailed within the United States of America by registered mail addressed to the Secretary of the corporation (the date of such mailing to be conclusively evidenced by the registry receipt issued by the postal authorities) and such meeting shall be called for and may be held on a date not less than ten nor more than twenty days from the date on which notice of such meeting has been given as above required. If the proper officer of the corporation shall not give notice of such meeting within the times above specified the holders of at least five per cent (5%) in amount of the class of stock, whether preferred stock or junior stock, entitled to cause such meeting to be held as aforesaid may call, or designate any holder of such class of stock to call, such meeting of the stockholders and such stockholders, or any stockholder so designated, shall have access to the stock books of the corporation for the purpose of giving notice of such meeting. The stockholders so calling any such meeting, or who shall have designated a stockholder to call such meeting, may appoint in writing a temporary chairman of such meeting who shall preside thereat until a chairman is duly elected by such meeting. If the holders of the preferred stock shall be entitled to vote for directors at such meeting a majority in interest of the holders of preferred stock issued and outstanding shall constitute a quorum and a majority in interest of such stock present or represented at such meeting shall be entitled to elect a majority of the members of a new board of directors of the corporation and a majority in interest of the holders of junior stock present or represented at such meeting shall be entitled to elect the remaining members of the board of directors. If the preferred stock shall not be entitled to vote for directors at such meeting then a majority in interest of the holders of the junior stock issued and outstanding shall constitute a quorum and a majority in interest of such stock, present or represented at such meeting, shall be entitled to elect a new board of directors of the corporation. The persons so elected as directors in either case shall thereupon constitute the board of directors of the corporation and all persons who may have theretofore been directors of the corporation shall thereupon cease to be directors of the corporation either de facto or de jure.

Whenever a new board of directors shall be elected as aforesaid such board shall have the power to terminate the term of office of any officers of the corporation and to elect or appoint any officers of the corporation or any number thereof and upon such election or appointment any person or persons so chosen shall hold the office or offices to which he or they have been chosen and all persons whose offices shall have been terminated shall cease to be officers of the corporation either de-facto or de jure.

The provisions of this Article relating to meetings of stockholders are not exclusive and shall not prevent the application of any provision of law or relief by any court.

1. The holders of preferred stock shall have no preemptive right to subscribe for or to take any unissued stock of any class, whether preferred stock or junior stock or any other class and whether originally or thereafter authorized, or any bonds, notes or other securities which the corporation may at any time issue convertible into stock of any class, and such stock or securities or obligations may be disposed of by the board of directors for such consideration and to such person, firm, corporation or association, and upon such terms as the board of directors may determine, without offering them to the holders of preferred stock or obligations exchangeable for preferred stock.

J. The corporation shall always have as transfer agent or as registrar for the preferred stock an incorporated bank or trust company of good standing doing business in Providence, Rhode Island, and having an aggregate capital and surplus of not less than one million dollars (\$1,000,000.) During any period when the corporation shall have such a registrar but no such transfer agent, all reference herein to the transfer agent shall apply to the registrar.

K. In these Articles the following terms shall have the meanings below specified unless the context requires a different meaning:

"Preferred stock" means the preferred stock of the corporation of the class now authorized and (except as may be inconsistent with law or with the provisions of the authorization thereof under these Articles) of any other class ranking upon a parity with the class now authorized in respect of the payment of dividends or payment in case of call or liquidation or dissolution or both.

"Junior stock" means the Class A stock and the Class B stock of the corporation and each other class of stock of the corporation, if any, except the preferred stock and stock of any other class having priority over the preferred stock.

"Dividends accrued" used with reference to shares of preferred stock means an amount equal to two dollars (\$2) a year, and at the same rate for any fraction of a year, on each such share computed from the date stipulated for the beginning of dividends to the date with reference to which the term is used less the amount of all dividends paid upon such shares whether or not such amount shall have been declared as dividends or there exists net profits or surplus out of which dividends in such amount might be declared.

L. The provisions of these Articles A to L, both inclusive, shall have effect while any of the preferred stock shall be outstanding and not otherwise, and may be altered, amended or repealed, or the application thereof suspended in any particular case, and changes in the limitations, preferences and rights of the holders of the preferred stock may be made by and only by the consent of the holders of two-thirds of the preferred stock then outstanding (expressed by vote at a meeting called for the purpose or expressed in writing) and by vote, at a meeting called for the purpose, of the holders of at least a majority of each other class of junior stock then outstanding and entitled to vote, provided, however, that no holder of preferred stock shall be deprived of his right to priority as to dividends or in dissolution or liquidation over junior stock, nor shall the amount of the preferential dividend to which he is entitled be reduced without his consent in writing or at a meeting of the preferred shareholders; and provided further, that the rights relative to each other of the several classes of junior stock from time to time existing may be fixed and varied without the consent of the holders of the preferred stock but not to the prejudice of any rights of the holders of the preferred stock under these Articles.

CLASS A STOCK

M. After all dividends accrued on the preferred stock have been paid or declared (except as to any part dating from the dividend day next preceding which need not be declared) and set aside for payment, but not otherwise, the Class A stock shall be entitled, out of the net profits or surplus as determined by the board of directors, to quarterly cumulative preferential dividends when, as and if declared by the board of directors, from the quarterly dividend day next preceding the day of issue thereof or from such day of issue if it be a quarterly dividend day, at the rate of four dollars (\$4) a share per year and no more, payable on the first days of February, May, August and November in each year to stockholders of record on such day not more than thirty days before the day on which the dividend is payable, as may be fixed by the board of directors, before any dividends shall be declared, paid or set apart on Class B stock or any other class of stock junior to Class A stock. After payment in any fiscal year of dividends at the rate of seventy-five cents (75¢) a share on Class B stock, the Class A stock shall be entitled, out of the net profits or surplus as determined by the board of directors, to additional non-cumulative dividends at the rate of two dollars (\$2) a share per year and no more, payable on such dates as may be determined by the board of directors to stockholders of record on such day not more than thirty days before the day on which the dividend is payable, before any further dividends shall be declared, paid or set apart on Class B stock or any other class of stock junior to Class A stock.

N. After all dividends accrued on the preferred stock and on the Class A stock have been paid or declared (except as to any part dating from the dividend day next preceding which need not be declared) and set aside for payment and after dividends in any fiscal year at a rate not exceeding seventy-five cents (75¢) a share on Class B stock and additional dividends at the rate of two dollars (\$2) a share on the Class A stock have been paid in such fiscal year but not otherwise additional dividends upon

Class B stock or any other class of stock junior to Class A stock may be declared by the board of directors out of the balance of the net profits or surplus as determined by the board of directors subject nevertheless to the provisions herein-after contained.

O. By vote of the board of directors, or of the holders of a majority of the Class A stock then outstanding and of a majority of the Class B stock then outstanding, all or any part of the Class A stock may be called for purchase by the corporation in the manner hereinafter provided on any dividend day at one hundred dollars (\$100) a share plus all dividends accrued to the dividend day for which the call is made. In case less than all the outstanding Class A stock is so called, the stock to be called shall be determined by lot. No call of less than all the outstanding Class A stock shall be made while any dividends accrued on the Class A stock remain unpaid save as to any part dating from the dividend day next preceding that for which the call is made nor without setting aside an amount sufficient to pay on all the Class A stock then outstanding the dividend payable on the dividend day for which the call is made. Notice of such call stating the dividend day for which the call is made and the place where the stock so called is payable (which may be at the office of the transfer agent) shall not less than thirty (30) days prior to such dividend day be mailed to each holder of stock so called at his address as it appears upon the books of the corporation. The corporation shall on or before such dividend day, deposit with the paying agent, appointed for the purpose and specified in the notice, all sums payable in respect to the stock so called. After such notice and deposit all stock so called shall be deemed to have been redeemed and the holders of the certificates therefor shall cease to have any rights to future dividends or other rights or privileges as stockholders in respect to such stock and shall be entitled in respect of their certificates only to the payment of the sum so deposited with the paying agent for their respective accounts. Stock so redeemed may be reissued but only by vote of the holders of a majority of the outstanding Class A shares and of a majority of the outstanding Class B shares.

P. In case of liquidation or dissolution, the Class A stock shall receive one hundred dollars (\$100) a share whether such liquidation or dissolution be voluntary or involuntary, plus in either case, all dividends accrued up to the day of payment before any payment is made on Class B stock or any other class of stock junior to Class A stock and the remaining assets shall be distributed among the holders of Class B stock and any other class of stock junior to Class A stock.

Q. Dividends and payments on call or in case of liquidation or dissolution of the Class A stock are payable in Providence, Rhode Island, in gold coin of the United States of America of or equal to the standard of weight and fineness effective March 15, 1927, or its equivalent.

R. The holders of Class A stock shall have no preemptive right to subscribe for or to take any unissued stock of any class whether preferred stock, Class A stock, Class B stock or any other class and whether originally or thereafter issued, or any bonds, notes or other securities which the corporation may at any time issue convertible into stock of any class, and such stock or securities or obligations may be disposed of by the board of directors for such consideration and to such person, firm, corporation or association, and upon such terms as the board of directors may determine, without offering them to the holders of Class A stock or obligations exchangeable for Class A stock.

S. With the authorizing vote of the holders of a majority of the Class A stock at the time outstanding and of the holders of a majority of the Class B stock at the time outstanding but only with such vote, the corporation may increase the authorized amount of Class A stock beyond the one hundred thirty-two thousand seven (132,007) shares originally authorized.

T. The holders of Class A stock and of Class B stock shall have equal voting rights, one vote for each share of stock of either class, and shall vote as one class except in so far as otherwise required by law or upon the question of calling Class A stock or reissuing any Class A stock previously redeemed or of increasing the authorized amount of Class A stock or of Class B stock in which cases the holders of Class A stock and of Class B stock shall vote as separate classes.

U. "Dividends accrued" used with reference to shares of Class A Stock means an amount equal to four dollars (\$4) a year and at the same rate for any fraction of a year on each such share computed from the date stipulated for the beginning of dividends to the date with reference to which the term is used, less the amount of all dividends paid upon such shares (except the excess over four dollars (\$4) a

share paid in any fiscal year) whether or not such amount shall have been declared as dividends or there exists net profits or surplus out of which dividends in such amount might be declared.

V. The provisions of these Articles M to V, both inclusive, shall have effect while any of the Class A stock shall be outstanding and not otherwise, provided that the rights relative to Class B stock may be fixed and varied without the consent of the holders of Class A stock but not to the prejudice of any rights of the holders of Class A stock under these Articles.

CLASS B STOCK.

W. The Class B stock shall be subject to the prior rights of the preferred stock and the Class A stock and shall have full voting power except as hereinbefore in these Articles provided.

X. With the authorizing vote of the holders of a majority of the Class A stock at the time outstanding and of the holders of a majority of the Class B stock at the time outstanding, but only with such vote, the corporation may increase the authorized amount of Class B stock beyond the one million (1,000,000) shares originally authorized.

Y. No director, officer or agent of the corporation shall be held personally responsible for any action taken in good faith, though subsequently adjudged to be in violation of these Articles.

Z. The holders of Class B stock shall have no preemptive right to subscribe for or to take any unissued stock of any class whether preferred stock, Class A stock, Class B stock or any other class and whether originally or thereafter issued, or any bonds, notes or other securities which the corporation may at any time issue convertible into stock of any class, and such stock or securities or obligations may be disposed of by the board of directors for such consideration and to such person, firm, corporation or association, and upon such terms as the board of directors may determine, without offering them to the holders of Class B stock or obligations exchangeable for Class B stock.

"Article No.

"Article No.

[CORPORATE SEAL]

ATTEST:

Samuel C. Leonard
President (or Vice President).
Ernest C. Hunt
Secretary (or Assistant Secretary).

State of Rhode Island,
County of *Providence*.

In the *City of Prov* of *Providence, R.I.*
on this *3rd* day of *May*
A. D. 19*33*, subscribed and sworn to before me.

William P. Brown
Notary Public.

BUSINESS

ORIGINAL

CERTIFICATE OF AMENDMENT OF
ARTICLES OF ASSOCIATION OR
CHARTER OF

The Rhode Island Public Service

Company

Duly Incorporated Under the Laws of
the State of Rhode Island.

FILED IN THE OFFICE OF THE
SECRETARY OF STATE

MAY 3 - 1933