

CERTIFICATE OF INCORPORATION
OF THE
NORTH AMERICAN ENERGY STANDARDS BOARD, INC.
AMENDED AND RESTATED

Article I

Name, Duration, and Registered Agent

Section 1. The name of the corporation is the **NORTH AMERICAN ENERGY STANDARDS BOARD, INC.** (hereinafter referred to as “NAESB”). NAESB is a non-stock corporation.

Section 2. The period of duration of NAESB is PERPETUAL. NAESB may be dissolved at any time in the manner provided by Delaware law.

Section 3. Reserved.

Section 4. Reserved.

Section 5. NAESB is not organized for pecuniary profit or for the pecuniary profit of its members, or to engage in a regular business ordinarily carried on for profit. No part of the net earnings of NAESB shall inure to the benefit of any member or members or other private persons. During its functioning life, and in the event of its dissolution, all net earnings of NAESB and its assets shall be devoted solely to the objects and purposes stated in this Certificate of Incorporation (“Certificate”). Upon dissolution of NAESB, its assets may be distributed in any manner consistent with this Section and with the applicable provisions of law.

Section 6. The registered office and registered agent of NAESB is Corporation Service Company, 251 Little Falls Drive, Wilmington, DE 19808.

Article II

Purposes and Scope

Section 1. The objects and purposes of NAESB are to propose, develop, and adopt voluntary standards and model business practices (“standards”) designed to promote more

competitive and efficient natural gas and electric service, as such standards apply to electronic record formats and communications protocols and related business practices that streamline the transactional processes of the natural gas and electric industries.

Section 2. NAESB shall engage in any lawful activities necessary or desirable to achieve the objectives and purposes of NAESB set forth in Section 1 of this Article II to the extent consistent with Section 501(c)(6) of the United States Internal Revenue Code of 1986, as amended from time to time, or any corresponding provision of any future federal revenue law and the regulations promulgated thereunder (“the Code”).

Section 3. NAESB shall be a non-profit organization qualifying under Section 501(c)(6) of the Code and shall not have the authority to issue capital stock.

Section 4. NAESB shall not have any formal relationship with any regulatory agency. NAESB shall not have an advocacy role regarding its standards before the Federal Energy Regulatory Commission or any other regulatory agency.

Article III

Organization and Management

Section 1. The business and affairs of NAESB shall be managed by the Board of Directors except to the extent that specific powers and duties are conferred upon the Executive Committee(s) by this Certificate. The Board of Directors may delegate additional powers to the Executive Committee, provided that the Board of Directors may not delegate its power to approve an amendment of this Certificate, a merger or consolidation, a sale of substantially all the assets or dissolution of NAESB, or an amendment of the Bylaws.

Section 2. The members of the Board of Directors and each Executive Committee member shall be elected for such terms as provided in the Bylaws. The number of members of the Board of Directors and the Executive Committee(s) shall be provided in the Bylaws. There may be as many as four quadrants and each quadrant shall be composed of industry segments. The members of each segment shall vote separately for the election of Directors and Executive Committee members for such segment pursuant to procedures set forth in the Bylaws.

Section 3. Each Director and Executive Committee member shall have one vote. Neither the Board of Directors nor the Executive Committee(s) shall allow substitutes for any member thereof at their respective meetings; provided, however, that, as provided in the

Bylaws, the Executive Committee(s) may have designated alternates as selected by their segment. The Board of Directors and Executive Committee(s) shall further establish procedures for notational voting and attendance by telephone or video conferencing. The Board of Directors and the Executive Committee(s) shall each elect a Chair from among their own members. The Chair of the Board of Directors may request that any vote or action be taken by the Board of Directors without a meeting and without unanimous consent, and such action may be taken if approved by the appropriate voting levels specified in Article V. The Chairs of the Executive Committee(s) may request that any vote or action be taken by that Executive Committee without a meeting and without unanimous consent, and such action may be taken if approved by the appropriate voting levels specified in Article V.

Section 4. Among its other duties of governance, the Board of Directors shall be responsible for approving the budget and Annual Plan(s), initiating and recommending Certificate changes, maintaining contacts within the natural gas and electric industries and with government agencies, and selecting counsel and the external auditor for NAESB. The Board of Directors shall also have the authority to adopt and amend the Bylaws pursuant to Section 5 of Article V.

Section 5. (a) The Executive Committee(s) shall be responsible for (1) developing NAESB standards that are based upon broad industry consensus and that recognize the particular needs of each segment, (2) considering and coordinating its work with existing standards setting organizations and with regard to standards already developed, and (3) establishing an accessible library of work products developed by members of NAESB for future consideration by NAESB in the standards development process.

(b) In addition, the Executive Committee(s) shall be responsible for: (1) initiating, maintaining, and approving standards-related activities; (2) establishing working committees as it deems necessary to perform NAESB's standards development functions pursuant to procedures set forth in the Bylaws; (3) preparing recommendations to the Board of Directors on the Annual Plan; (4) setting priorities for standards to be developed or modified pursuant to the Annual Plan; and, (5) directing activities for reviewing standards interpretation pursuant to the appropriate voting levels specified in Article V.

Section 6. The personal liability of the members of the Board of Directors and the Executive Committee(s), and such other persons acting for NAESB, to the extent applicable under Delaware law, is hereby eliminated to the fullest extent permitted by Section 102(b)(7) of the Statute, as the same may be amended and supplemented.

Any person who is or was a Director, officer, agent, or employee of NAESB, or is or was serving, at the request of NAESB, as a Director, officer, agent, or employee of another corporation, trust, or enterprise, shall be entitled to be indemnified by NAESB to the fullest extent now or hereafter permitted by Delaware law in connection with any actual or threatened action or proceeding (including civil, criminal, administrative and/or investigative proceedings) arising out of their service to such entity. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which an indemnified person may be entitled under any other corporate bylaw, agreement, insurance policy, or otherwise.

Section 7. The Chair of the Board of Directors shall be the Chief Executive Officer of NAESB. A President shall be selected by the Board of Directors and shall exercise the duties of the Chief Operating Officer of NAESB.

Section 8. The Board of Directors shall establish a permanent, standing Advisory Council to be composed of representatives of federal, state, and local agencies; public interest groups; non-profit research organizations; and similar organizations, selected pursuant to procedures set forth in the Bylaws. The Board of Directors and the Executive Committee(s) shall seek the advice of the Advisory Council as deemed appropriate.

Section 9. NAESB shall have no standing relationships with any technical or trade association; provided, however, that NAESB may establish an appropriate relationship with the American National Standards Institute (ANSI) for the purpose of seeking ANSI adoption of its standards; and further provided that any Board of Directors-approved arrangement for financial support of NAESB by any technical or trade association shall not be deemed to create a prohibited standing relationship. NAESB may work with such associations on an ad hoc basis. Furthermore, any such association may become a non-voting member of NAESB.

Article IV

Membership

Section 1. NAESB shall have two classes of members, voting members and non-voting members. The requirements for becoming a member of NAESB shall facilitate to the greatest extent possible a wide based membership consistent with NAESB's fiscal requirements and shall be consistent with all applicable law. Membership criteria for each segment shall be established separately and set forth in or attached to the Bylaws; provided that the adoption of the requirements for membership in any segment and any amendment thereof must first be approved by a majority of the Directors representing such segment.

Section 2. Voting members of NAESB shall be individuals, partnerships, firms, governmental entities, or corporations, which shall apply for membership in one or more segments and are in good standing in accordance with the procedures of their segment(s). As a condition of membership, each voting member will be required to execute a revocable appointment, in a form approved by the Board of Directors, authorizing a designated proxy to vote in support of any of the proposals adopted by the Board of Directors described in Article V, Section 3 of this Certificate which may be submitted to a vote of the general membership. Any voting member may resign from NAESB by written notice to the President.

Section 3. Non-voting members shall include any individual or entity, including a governmental entity, that has a legitimate business interest in a quadrant of NAESB and desires to join as a non-voting member.

Section 4. Multiple entities under common control within a corporate organization that desire to become members must join individually. Members cannot extend their membership to their parent company, affiliates, subsidiaries, divisions or joint ventures. Affiliates, subsidiaries, divisions or joint ventures that are regulated at a state or federal level and are required to file individual tariffs that reference NAESB standards must hold individual memberships or purchase the standards.

Article V

Voting

Section 1. All actions within the respective responsibilities of the Board of Directors and the Executive Committee(s), as the case may be, shall be by majority vote, except as otherwise provided in this Certificate. A quorum shall be a majority of the Board of Directors or the Executive Committee(s), respectively.

Section 2. Voting members shall be entitled to one vote each at Meetings of Members. The quorum for Meetings of Members shall be one-third of the total number of votes eligible to be cast unless a different number is established by this Certificate.

Section 3. An affirmative vote of at least seventy-five percent (75%) of the Board of Directors, including an affirmative vote of at least forty percent (40%) from Directors representing each segment within each quadrant, provided such segment is fully populated to the extent determined in the Bylaws, shall be required to approve an amendment of this Certificate, including NAESB's scope and purposes described in Article II. Such vote must be

ratified by a ninety percent (90%) affirmative vote of the general membership. No quorum of the members shall be required for such votes.

Section 4. An affirmative vote of at least sixty-seven percent (67%) of the Executive Committee members from the applicable quadrant(s), including an affirmative vote of at least forty percent (40%) from members of each segment within the applicable quadrant(s), provided such segment is fully populated to the extent determined in the Bylaws, shall be required to adopt, promulgate, amend, revise, modify, interpret, or rescind a standard affecting the respective quadrant(s). Such vote must be ratified by a sixty-seven percent (67%) affirmative vote of those members of the applicable quadrants of the general membership voting. No quorum of the members shall be required for such vote.

Section 5. An affirmative vote of at least seventy-five percent (75%) from the Board of Directors, including an affirmative vote of at least forty percent (40%) from Directors representing each segment within each quadrant, provided such segment is fully populated to the extent determined in the Bylaws, shall be required to approve an amendment of the Bylaws. The procedures of any quadrant attached to the Bylaws as an Exhibit, or any amendment of such procedures, may be accepted for consistency by the Board of Directors by a simple majority vote.

Section 6. Except for procedural matters, or voting on amendments to the Certificate or Bylaws (which are covered separately in this Certificate), a weighted vote of the Board of Directors will be held at the request of any Director to assure that Board of Directors determinations on substantive matters reflect a consensus of the Board of Directors, while still conforming to the principle of Delaware law that Board of Directors members must act in the overall best interest of the organization. In such a case the weighting shall occur as follows: 1) each Director shall have one vote, counted as a full vote, 2) irrespective of the number of Directors represented by members elected from a given quadrant, each quadrant shall be deemed to have an equal percentage of the vote represented by the number of quadrants divided by 100. Thus, if there are four quadrants, member votes from each quadrant vote shall not exceed twenty-five percent (25%) of the total; if there are three quadrants, member votes from each quadrant vote shall not exceed thirty-three and one-third percent (33 $\frac{1}{3}$ %) of the total, and 3) when the votes are counted, any proposal that receives a combined total of more than fifty percent (50%) of all of the votes cast, after such weighting, shall be deemed to have passed.

Article VI

Meetings

Section 1. The Board of Directors and Executive Committee(s) shall meet as often as necessary to consider matters within their respective responsibilities. Notice of such meetings, which shall be appropriate under the circumstances and comply with all applicable statutory requirements, shall be given.

Section 2. The Board of Directors shall instruct the President to call such meetings of the general membership of NAESB as are required by Delaware law or are necessary to transact the business of NAESB. Meetings of NAESB may also be called by a majority of the members of NAESB or by a majority of the members of the Board of Directors. Between meetings of NAESB, votes of the membership may be taken by written ballot.

Section 3. Written notice of the Meeting of the Members of NAESB shall be given in such manner as is prescribed by Delaware law, but not less than ten nor more than sixty days prior to the date of the annual meeting. Notice of other meetings shall be given in a manner as may reasonably permit attendance at such meeting, but in any event in a time and manner sufficient to satisfy any statutory requirements.

Article VII

Funding

Section 1. The funds necessary to conduct the business of NAESB shall be determined by the Board of Directors. The Board of Directors shall determine the amount of the membership fee to be assessed to each member on the year prior to its assessment, provided that, except for promotional dues, the dues shall be the same for all voting members. NAESB may elect to receive funds from non-dues sources to the extent authorized by the Board of Directors and permitted by law and the Bylaws. The President of NAESB shall ensure that NAESB expenditures in any year shall not exceed the sum of: (x) the aggregate amount of membership fees received (or projected to be collected) during the year to which such annual budget relates and (y) all other monies or income received (or projected to be received) by NAESB from whatever source during such year.

Section 2. An affirmative vote of at least seventy-five percent (75%) from the Board of Directors, including an affirmative vote of at least forty percent (40%) from the Directors representing each segment within each quadrant, provided such segment is fully populated to

the extent determined in the Bylaws, shall be required to determine how to fund a budget deficit or to establish or modify a promotional dues program.

Article VIII

Amendment of Certificate of Incorporation

Section 1. The provisions contained in this Certificate may be amended by the adoption of a resolution pursuant to the voting procedures set forth in Article V.