

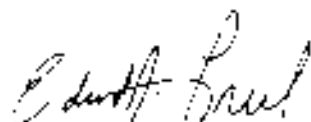
*State of Delaware*  
*Office of the Secretary of State* PAGE 1

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GAS INDUSTRY STANDARDS BOARD INC.", FILED IN THIS OFFICE ON THE TWENTY-FOURTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Edward J. Freel, Secretary of State

2437969 B100

981331359

AUTHENTICATION: 9300359

DATE: 09-14-98

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF  
GAS INDUSTRY STANDARDS BOARD INC.**

Gas Industry Standards Board Inc. (the "Corporation") a non-stock corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware DOES HEREBY CERTIFY:

1. That the Certificate of Incorporation of the Corporation dated September 22, 1994 is hereby amended as follows:

- A. Article I, Section 2 shall be amended to delete the phrase "that no later than December 31, 1998" and shall read in its entirety:

The period of duration of GISB is PERPETUAL. GISB may be dissolved at any time in the manner provided in the Statute, provided, however, that no later than December 31, 2001, GISB's Board of Directors shall submit to the members a resolution recommending whether GISB shall continue. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to continue GISB."

- B. Article III, Section 5B shall be amended to delete the phrase "materials on" and insert the phrase "pursuant to the appropriate voting levels specified in Article V" and shall read in its entirety:

"In addition, the Executive Committee shall be responsible for: (1) recommending the initiation, maintenance, and approval of standards related activities; (2) establishing working committees as it deems necessary to perform GISB's functions pursuant to procedures set forth in the By-Laws; (3) preparing the budget; (4) setting priorities for standards to be developed or modified; (5) overseeing the GISB staff; and (6) directing activities for reviewing standards interpretation, pursuant to the appropriate voting levels specified in Article V."

- C. Article III, Section 9 shall be amended to insert the phrase "and further provided, however, that any Board-approved arrangement for financial support of GISB by any technical or trade association shall not be deemed to create a prohibited standing relationship" and shall read in its entirety:

"GISB shall have no standing relationships with any technical or trade association; provided, however, GISB 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, however, that any Board-approved arrangement for financial support of GISB by any technical or trade association shall not be deemed to create a prohibited standing relationship. GISB may work with such associations on an ad hoc basis. Furthermore, any such association may become a non-voting member of GISB."

D. Article V, Section 6 shall be inserted and shall read in its entirety:

"A vote of at least nineteen affirmative votes from the Board, including at least two affirmative votes from the Directors representing each Segment shall be required to determine how to fund a budget deficit or to establish or modify a promotional dues program."

F. Article VII, Section 1 shall be deleted and shall read in its entirety:

"The funds necessary to conduct the business of GISB shall be determined by the GISB Board of Directors. The GISB 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. GISB may elect to receive funds from non-dues sources to the extent authorized by the Board of Directors and permitted by law and this Certificate and GISB's By-Laws. The Executive Director of GISB shall ensure that GISB 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 the budget relates and (y) all other monies or income received, allocated or projected to be received by GISB from whatever source during such year."

2. That the foregoing amendments to the Certificate of Incorporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the said Gas Industry Standards Board Inc. has caused this Certificate to be executed by its duly authorized Secretary this 3rd day of August 1998.

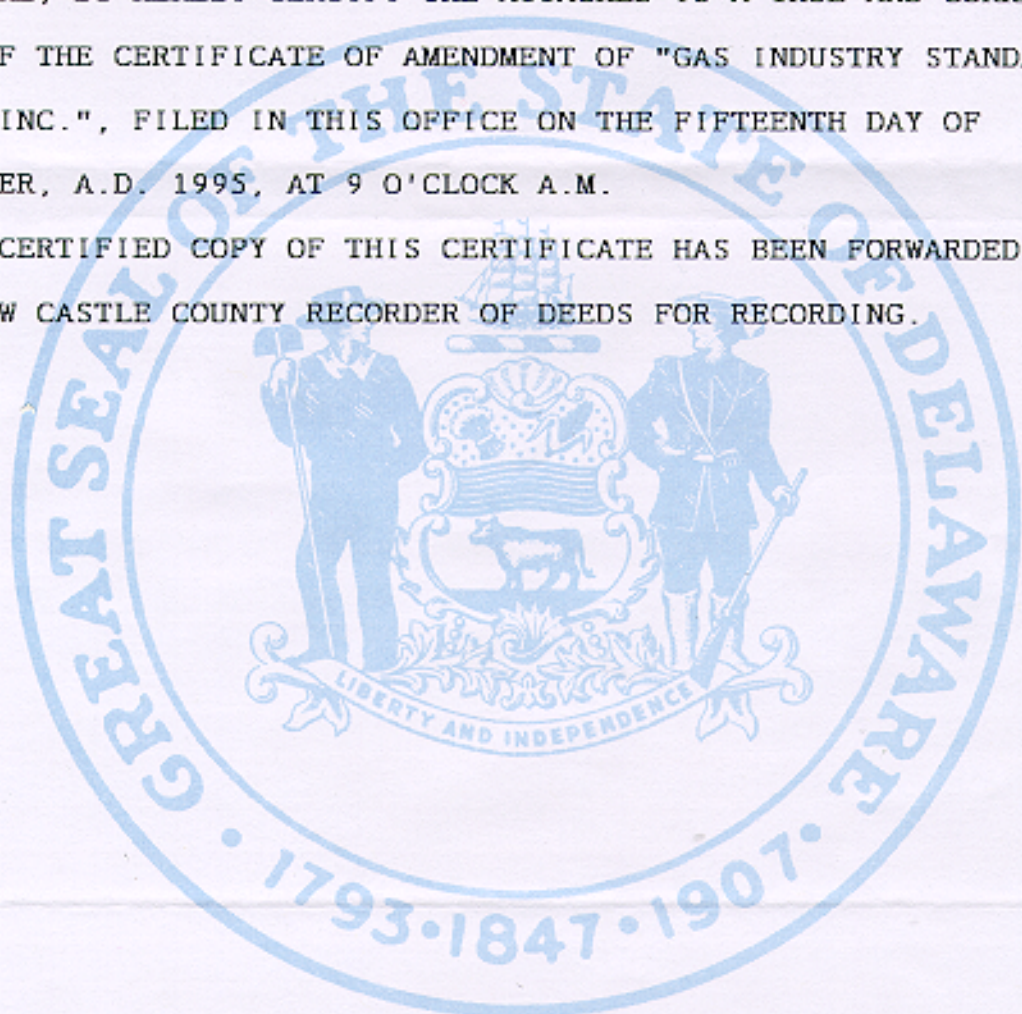
GAS INDUSTRY STANDARDS BOARD INC.

By: Rae McQuade

Name: Rae McQuade  
Title: Secretary

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "GAS INDUSTRY STANDARDS BOARD INC.", FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF DECEMBER, A.D. 1995, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS FOR RECORDING.



*Edward J. Freel*

Edward J. Freel, Secretary of State

AUTHENTICATION:

DATE: 7755155

12-18-95

2437969 8100

950296306

**CERTIFICATE OF AMENDMENT  
OF  
CERTIFICATE OF INCORPORATION  
OF**

**GAS INDUSTRY STANDARDS BOARD INC.**

Gas Industry Standards Board Inc., (the "Corporation"),  
a non-stock corporation organized and existing under and by  
virtue of the General Corporation Law of the State of Delaware,  
DOES HEREBY CERTIFY:

1. That the Certificate of Incorporation of the  
Corporation dated September 22, 1994 is hereby amended as  
follows:

A. Article I, Section 2 shall be amended to  
delete the phrase "no earlier than July 1, 1996 but no later  
than October 1, 1996," and shall read in its entirety:

"Section 2. The period of duration of GISB  
is PERPETUAL. GISB may be dissolved at any  
time in the manner provided in the Statute;  
provided, however, that no later than  
December 31, 1998, GISB's Board of Directors  
shall submit to the members a resolution  
recommending whether GISB shall continue.  
GISB's members shall then vote on whether  
GISB should continue. An affirmative vote of  
both the Board of Directors and the members,  
as defined in Article V of this Certificate,  
shall be required to continue GISB."

B. Article I, Section 3 shall be deleted and  
shall read in its entirety:

"Reserved"

C. Article II, Section 1 shall be deleted and shall read in its entirety:

"The objects and purposes of GISB are to propose and adopt voluntary standards designed to promote more competitive, efficient and reliable gas service, as such standards apply to electronic data interchange ("EDI") record formats, communications protocols and related business practices that streamline the transactional processes of the gas industry. GISB's first priority shall be to address the remaining or unresolved issues of the Electronic Bulletin Board ("EBB") Working Group established by the Federal Energy Regulatory Commission ("FERC" or the "Commission")."

2. That the foregoing amendments to the Certificate of Incorporation have been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the said Gas Industry Standards Board Inc. has caused this Certificate to be executed by its duly authorized Secretary this 9<sup>th</sup> day of December, 1995.

GAS INDUSTRY STANDARDS BOARD INC.

By: Rae McQuade

Name: Rae McQuade

Title: Secretary

Office of the Secretary of State

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "GAS INDUSTRY STANDARDS BOARD INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 1994, AT 9 O'CLOCK A.M.

A CERTIFIED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS FOR RECORDING.



A handwritten signature in cursive script, reading "Edward J. Freel".

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Edward J. Freel, Secretary of State

2437969 8100

944180609

AUTHENTICATION. 7249918

DATE: 09-26-94



**CERTIFICATE OF INCORPORATION  
OF  
GAS INDUSTRY STANDARDS BOARD INC.**

I, the undersigned, acting as incorporator of a non-stock corporation under the General Corporation Law of the State of Delaware (hereinafter, the "Statute"), adopt this Certificate of Incorporation.

**Article I**

**Name, Duration, and Registered Agent**

**Section 1.** The name of the corporation is the **GAS INDUSTRY STANDARDS BOARD INC.** (hereinafter referred to as "GISB"). GISB is a non-stock corporation.

**Section 2.** The period of duration of GISB is PERPETUAL. GISB may be dissolved at any time in the manner provided in the Statute; provided, however, that no earlier than July 1, 1996 but no later than October 1, 1996, GISB's Board of Directors shall submit to the members a resolution recommending whether GISB shall continue. GISB's members shall then vote on whether GISB should continue. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to continue GISB.

**Section 3.** On or before October 1, 1996 (but prior to or contemporaneously with the vote required by Section 2 of this Article I), GISB's Board of Directors shall submit to the members a resolution recommending whether GISB shall expand or contract its activities. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate shall be required to contract or expand GISB's activities.

**Section 4.** No later than October 1, 1996, the Board of Directors shall submit to the



membership a proposal on whether to consolidate the functions of the Board of Directors and the Executive Committee. An affirmative vote of both the Board of Directors and the members, as defined in Article V of this Certificate, shall be required to consolidate the functions of the Board of Directors and the Executive Committee. If the functions of the Board of Directors and the Executive Committee are consolidated, the surviving entity shall become the Board of Directors.

**Section 5.** GISB 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 GISB 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 GISB and its assets shall be devoted solely to the objects and purposes stated in this Certificate. Upon dissolution of GISB, 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 GISB is The Prentice-Hall Corporation System, Inc., 32 Lockerman Square, Suite L-100, Dover, Kent County, Delaware, 19904.

## **Article II**

### **Purposes and Scope**

**Section 1.** The objects and purposes of GISB are to adopt, promulgate, amend, revise, modify, interpret, rescind, and publish and otherwise make available to interested persons, standards applicable to electronic information exchange and electronic communications necessary to promote more competitive and reliable gas service, including electronic data interchange ("EDI") record formats and communications protocols; provided, however, that GISB shall not address, adopt, promulgate, amend, revise, modify, interpret,

rescind and publish standards that prescribe the internal business practices of individual members. GISB's first priority shall be to address the remaining or unresolved issues of the Electronic Bulletin Board ("EBB") working groups established by the Federal Energy Regulatory Commission ("FERC" or "Commission").

**Section 2.** GISB shall engage in any lawful activities necessary or desirable to achieve the objectives and purposes of GISB set forth in Section 1 of this Article II to the extent consistent with the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986 (or any corresponding provision of any future revenue law) and the regulations promulgated thereunder (as they now exist or as they may be amended in the future, the "Code").

**Section 3.** GISB 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.** GISB shall not have any formal relationship with any regulatory agency. GISB shall not have an advocacy role regarding its standards before the FERC or any other regulatory agency.

### **Article III**

#### **Organization and Management**

**Section 1.** The business and affairs of GISB shall be managed by the Board of Directors except to the extent that specific powers and duties are conferred upon the Executive Committee 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 the Certificate of Incorporation, a merger or consolidation, a sale of substantially all the assets or dissolution of GISB, or amendment of the By-Laws.

**Section 2.** The Board of Directors and Executive Committee members shall be elected for such terms as provided in the By-Laws. There shall be twenty-five (25) members each of the Board of Directors and Executive Committee. The voting members of the Corporation shall be divided into five Segments corresponding to the following five segments of the natural gas industry: End Users, Local Distribution Companies, Pipelines, Producers and Services. The members of each Segment shall vote separately for the election of Directors and Executive Committee members pursuant to procedures set forth in the By-Laws. Five (5) Directors and five (5) Executive Committee members shall be elected by the members of each Segment.

**Section 3.** Each representative of the Board of Directors and the Executive Committee shall have one vote. Neither the Board of Directors nor the Executive Committee shall allow substitutes for any member thereof at their respective meetings; provided, however, that, as provided in the Bylaws, the Executive Committee may have designated alternates as selected by their segment. The Board of Directors and Executive Committee shall further establish procedures for notational voting, attendance by telephone or video conferencing, and determination of quorums. These procedures shall be included in, or attached to, the By-Laws. The Board of Directors and the Executive Committee shall each elect a chairman from among their own members. The Chairman 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 Chairman of the Executive Committee may request that any vote or action be taken by the 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.** The Board of Directors shall be responsible for approving the budget, initiating and recommending charter changes, maintaining contacts within the natural gas

industry and with government agencies, and selecting counsel and the external auditor for GISB. The Board of Directors shall also have the authority to adopt and amend the By-Laws pursuant to Section 5 of Article V.

The following persons shall constitute the first Board:

<u>Name and Address</u>	<u>Segment Represented</u>
David Lesher Reynolds Metals Company Manager, Regulatory Affairs 6603 West Broad Street Richmond, VA 23230	End User
Gerhard Stein General Motors Corporation Director, Energy Section 485 W. Milwaukee, Room A-250 Detroit, MI 48202	End User
John Stevens Eastern Utilities Associates President & COO One Liberty Square Boston, MA 02107	End User
James Templeton Destec Energy, Inc. Vice President Fuel Supply 2500 City West Blvd., Suite 150 Houston, TX 77042	End User

Charles Thompson  
Southern California Edison  
Manager of Fuel Regulation  
1190 Durfee Avenue, Suite 100  
South El Monte, CA 91733

End User

Leslie Enoch  
Middle Tennessee Natural Gas  
Executive Vice President & CEO  
1030 West Broad  
Smithville, TN 37166

Local Distribution  
Company

Frank Hollewa  
Washington Gas Company  
Senior Vice President  
6801 Industrial Road  
Springfield, VA 22151

Local Distribution  
Company

Mary Jane McCartney  
Consolidated Edison Co. of NY  
Sr. Vice President, Gas Operations  
4 Irving Place  
New York, NY 10003

Local Distribution  
Company

Thomas Patrick  
Peoples Gas Light & Coke  
Vice President, Regulatory Affairs  
122 S. Michigan Ave., Room 911  
Chicago, IL 60603

Local Distribution  
Company

Andrew Sonderman  
Columbia Gas Distribution Cos.  
Secretary & General Counsel  
200 Civic Center Drive  
Columbus, OH 43215

Local Distribution  
Company

<p>Stephen Chesebro' Tenneco Gas President &amp; CEO 1010 Milam, Room 1623B Houston, TX 77002</p>	<p>Pipeline</p>
<p>John DesBarres Transco Energy Company Chairman, President &amp; CEO 2800 South Post Oak Blvd. Houston, TX 77056</p>	<p>Pipeline</p>
<p>Jim Dudley Delhi Gas Pipeline Corporation Vice President, Transportation &amp; Exchange 1700 Pacific Avenue Dallas, TX 75201</p>	<p>Pipeline</p>
<p>Stan Horton Enron Operations Corp. President &amp; COO 1400 Smith Street Houston, TX 77002</p>	<p>Pipeline</p>
<p>William Wise El Paso Natural Gas Company Chairman, President &amp; CEO 304 East Texas El Paso, TX 79901</p>	<p>Pipeline</p>
<p>Randall Couch Amoco Production Co. Vice President, Natural Gas 550 Westlake Park Blvd. Houston, TX 77079</p>	<p>Producer</p>

John Goodpasture  
Seagull Energy Corp.  
Sr. Vice President, Pipelines  
and Marketing  
1001 Fannin, Suite 1700  
Houston, TX 77002

Producer

Jerry Jordan  
Clinton Gas Systems, Inc.  
Chairman  
4770 Indianola Avenue  
Columbus, OH 43214

Producer

Thomas Knudson  
Conoco, Inc.  
Vice President & General Manager,  
Natural Gas & Gas Products  
600 N. Dairy Ashford Road  
Houston, TX 77079

Producer

William Lang  
Vastar Gas Marketing, Inc.  
President  
1601 Bryan Street, Room 37-100  
Dallas, TX 75201

Producer

Stephen Bergstrom  
Natural Gas Clearinghouse  
Executive Vice President  
13430 Northwest Freeway, Suite 1200  
Houston, TX 77040

Services

Terrence Ciliske  
Valero Natural Gas Company  
Sr. Vice President, Marketing,  
Transportation and Supply  
1200 Smith, Suite 900  
Houston, TX 77002

Services



**Chuck Dempster** Services  
Aquila Energy Corporation  
President  
2533 North 117th Avenue  
Omaha, NE 68164

**John Gibson** Services  
GPM Gas Corporation  
Vice President, Marketing  
1300 Post Oak Blvd., Suite 800  
Houston, TX 77056

**Steven Salato** Services  
Midcon Gas Services Corporation  
Sr. Vice President - Operations  
3200 Southwest Freeway, Suite 2400  
Houston, TX 77027

The above-named members of the first Board of Directors shall serve such terms as specified in GISB's By-Laws.

**Section 5.** (a) The Executive Committee, which shall also exercise general supervision of GISB's affairs, shall establish GISB's policies. The Executive Committee shall be responsible for establishment of procedures which will: (1) facilitate the formation of GISB technical standards that are based upon broad industry consensus and recognize the particular needs of each Segment, (2) consider the work of existing standards-setting organizations and standards already developed, and (3) establish an accessible library of transactions developed by members of GISB for future consideration by GISB in the standards development process.

(b) In addition, the Executive Committee shall be responsible for: (1) recommending the initiation, maintenance, and approval of standards-related activities; (2) establishing working committees as it deems necessary to perform GISB's functions pursuant to

procedures set forth in the By-Laws; (3) preparing the budget; (4) setting priorities for standards to be developed or modified; (5) overseeing the GISB staff; and (6) directing activities for reviewing materials on standards interpretation.

**Section 6.** The personal liability of the members of the Board of Directors and the Executive Committee, and such other persons acting for GISB, to the extent applicable under the Statute, 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 GISB, or is or was serving, at the request of GISB, as a director, officer, agent, or employee of another corporation, trust, or enterprise, shall be entitled to be indemnified by GISB to the fullest extent now or hereafter permitted by the Statute in connection with any actual or threatened action or proceeding (including civil, criminal, administrative 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 by-law, agreement, insurance policy, or otherwise.

**Section 7.** The Chairman of the Board of Directors shall be the Chief Executive Officer of GISB. An Executive Director shall be selected by the Board of Directors and shall exercise the duties of the chief operating officer of GISB.

**Section 8.** Advisory Committee. The Board of Directors shall establish a permanent, standing advisory committee 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 By-Laws. The Board of Directors and the Executive Committee shall seek the advice of this committee as either deems appropriate.

**Section 9.** GISB shall have no standing relationships with any technical or trade association; provided, however, GISB may establish an appropriate relationship with the American National Standards Institute (ANSI) for the purpose of seeking ANSI adoption of

its standards. GISB may work with such associations on an ad hoc basis. Furthermore, any such association may become a non-voting member of GISB.

#### **Article IV**

##### **Membership**

**Section 1.** GISB shall have two classes of members, voting members and non-voting members. The requirements for becoming a member of GISB shall facilitate to the greatest extent possible a wide based membership consistent with GISB'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 By-Laws; 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. The voting members of GISB shall be individuals, partnerships, firms 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 of Incorporation which may be submitted to a vote of the general membership. Any voting member may resign from GISB by written notice to the Executive Director, whereupon that member's participation in all GISB activities shall cease.

A voting member which is delinquent in the payment of its dues shall continue as a member, but shall not be allowed to vote until it is current in the payment of its dues.

**Section 3.** Non-voting members. Non-voting members shall include, but not be limited to, federal, state, and local agencies; non-profit research organizations, trade and industry organizations; consumer advocate groups; and similar entities.

## **Article V**

### **Voting**

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

**Section 2.** Voting members shall be entitled to one vote each at meetings of members, except that procedures attached to the By-Laws may provide for weighted or limited voting for members of any Segment, if such By-Law provision is first approved by a majority of the Directors representing such Segment. 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.** A vote of at least nineteen affirmative votes from the Board, including at least two affirmative votes from Directors representing each Segment, which vote must be ratified by a ninety percent (90%) affirmative vote of the general membership, shall be required to approve an amendment of this Certificate, including GISB's scope and purposes described in Article II, to continue GISB pursuant to Section 2 of Article I, to expand or contract the activities of GISB pursuant to Section 3 of Article I and to consolidate the functions of the Board of Directors and the Executive Committee pursuant to Section 4 of Article I. No quorum of the members shall be required for such votes.

**Section 4.** A vote of at least seventeen affirmative votes from the Executive Committee, including at least two affirmative votes from representatives of each Segment, which vote must be ratified by a sixty-seven percent (67%) affirmative vote of those members of the general membership voting, shall be required to adopt, promulgate, amend, revise, modify, interpret, or rescind a standard. No quorum of the members shall be required for such vote.

**Section 5.** The initial By-Laws shall be adopted by the Board of Directors named in this Certificate and may be amended by the Board. The affirmative vote of at least nineteen Directors, including two Directors representing each Segment, shall be required to adopt or amend the By-Laws; provided that procedures pertaining to any Segment separately that are attached to the By-Laws must first be approved by a majority of the Directors representing such Segment.

## **Article VI**

### **Meetings**

**Section 1.** The Board of Directors and Executive Committee 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 Executive Director to call such meetings of the general membership of GISB as are required by statute or are necessary to transact the business of GISB. Meetings of GISB may also be called by a majority of the members of GISB or by a majority of the members of the Board of Directors. Between meetings of GISB, votes of the membership may be taken by written ballot.

**Section 3.** Written notice of the annual meeting of GISB shall be given in such manner as is prescribed by Statute, but not less than ten (10) nor more than sixty (60) 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.** GISB shall obtain funding based upon a two-tiered approach. For the first tier, each member shall be assessed a flat membership fee, which shall be a modest amount to encourage the widest possible membership, and which shall be equal for all members. For the second tier, each of the five Segments shall be responsible for raising its pro rata share of the Budget Deficit (as hereinafter defined), if any. The term "Budget Deficit" means the dollar amount, if any, by which the annual budget exceeds 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 GISB from whatever source during such year. The Directors representing each Segment shall individually determine how it will raise its share of the Budget Deficit pursuant to procedures attached to the By-Laws. GISB may elect to receive funds from non-dues sources (such as the sale of standards) to the extent authorized by the Board of Directors and permitted by law and this Certificate and GISB's By-Laws.

## **Article VIII**

### **Amendment of Certificate of Incorporation**

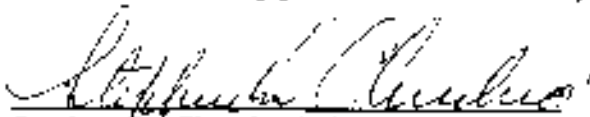
**Section 1.** The provisions contained in this Certificate of Incorporation may be amended by the adoption of a resolution pursuant to the voting procedures set forth at Article V.

**ARTICLE IX**

**Section 1.** The name and mailing address of the incorporator is as follows:

Stephen D. Chesebro'  
President & CEO  
Tenneco Gas  
1010 Milam Street  
Houston, TX 77002

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinabove named, do make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 22nd day of Sept., 1994.

  
Stephen D. Chesebro', Incorporator