

Commonwealth of Kentucky

OFFICE OF
SECRETARY OF STATE

DREXELL R. DAVIS
Secretary



FRANKFORT,
KENTUCKY

CERTIFICATE OF AUTHORITY OF

CAL GAS-EAST, INC.

I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

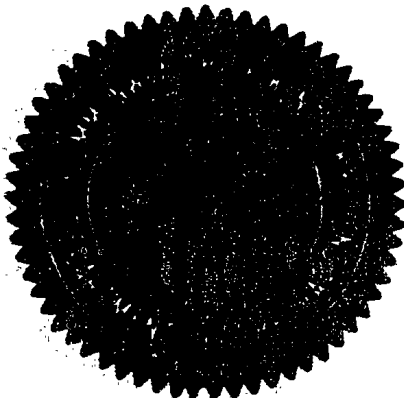
CAL GAS-EAST, INC.

SACRAMENTO, CALIFORNIA

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

CAL GAS-EAST, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 2ND
day of NOVEMBER, 19 78 at Frankfort, Kentucky.

Drexell R. Davis

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

Commonwealth of Kentucky

OFFICE OF SECRETARY OF STATE

ORIGINAL COPY
FILED AND RECORDED
SECRETARY OF STATE OF KENTUCKY
FRANKFORT, KENTUCKY

THELMA L. STOVALL

Secretary

NOV 02 1978



FRANKFORT, KENTUCKY
SECRETARY OF STATE
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Commonwealth of Kentucky

Dorell P. Davis
SECRETARY OF STATE

APPLICATION FOR 114719 CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement:

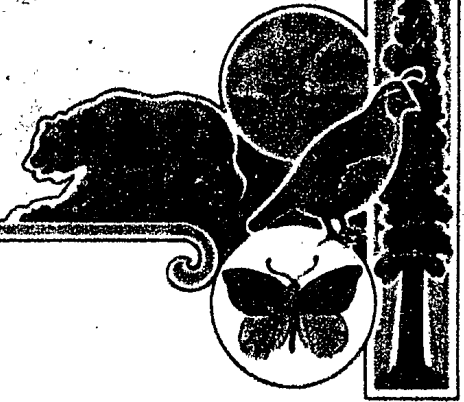
- First: Name of Corporation Cal Gas-East, Inc.
- Second: The name to be used in the state of Kentucky Cal Gas-East, Inc.
- Third: State or country of incorporation California
- Fourth: Date of incorporation February 17, 1966
and duration of incorporation perpetual
- Fifth: Address of principal office in the state or country of incorporation
8401 Gerber Road, Sacramento, CA 95828
- Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING
c/o C T Corporation System, Louisville, Kentucky 40202
and name of registered agent in Kentucky at the same address .
C T CORPORATION SYSTEM
- Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky
Retail sales of LP-gas
- Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
A. C. Tiedeman	President	8401 Gerber Rd., Sacramento, CA 95828
E. G. Owens	Vice President	3385 Airways Blvd., Memphis, TN 38116
D. A. Gault	Secretary	8401 Gerber Rd., Sacramento, CA 95828
C. V. Fisher	Treasurer	8401 Gerber Rd., Sacramento, CA 95828
A. C. Tiedeman	Director	8401 Gerber Rd., Sacramento, CA 95828
P. E. Jones	Director	8401 Gerber Rd., Sacramento, CA 95828
J. L. Smith	Director	8401 Gerber Rd., Sacramento, CA 95828

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State of California

OFFICE OF THE SECRETARY OF STATE



I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript ^{was prepared by and in this office from} ~~has been compared with~~ the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

OCT 30 1978



March Fong Eu

Secretary of State

501712

FILED

in the office of the Secretary of State
of the State of California

FEB 17 1968

FRANK M. JOHNSON, Secretary of State
By *[Signature]*
Deputy

ARTICLES OF INCORPORATION

OF

TRINITY GAS INC.

One: The name of this corporation is TRINITY GAS
INC.

Two: The purposes for which this corporation is
formed are:

(a) To engage in the business of distributing
liquid gases and to buy, sell and store liquid gases of all
kinds and to buy, sell, store, repair, service and deal in
liquid gas appliances and all parts and accessories thereof,
said business being the specific business in which the
corporation is primarily to engage;

(b) To acquire by purchase, lease or otherwise,
real property of any and every description and leasehold
estates and other interests therein; to construct improvements
upon lands owned by this corporation or held under leasehold
or otherwise.

(c) To own, operate, maintain, manage, equip,
improve, repair, alter and otherwise deal with, use and enjoy,
to invest, design, develop, assemble, build, construct, fabri-
cate, manufacture, buy, import, lease as lessee and otherwise
acquire, to mortgage, deed in trust, pledge and otherwise
encumber, and to sell, export, lease as lessor and otherwise
dispose of goods, wares, merchandise and personal property
of every sort, nature and description.

(d) To buy, sell and deal in securities of every
description, including mortgages, bonds, debentures, promissory
notes, commercial paper and securities of other classes; to buy,

sell and generally deal in shares and bonds of other corporations, to exchange shares or bonds, or either or both issued by this corporation for shares, bonds or other securities, issued by other corporations, or for real or personal property of any kind.

(e) To engage generally in the business of financing any lawful enterprise in any lawful way.

(f) To enter into contracts of partnership or joint venture and to enter into, make, perform and carry out contracts otherwise of every kind for any lawful purpose, without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To act as agent, factor or broker in the purchase, sale or lease of lands or property of any kind; to act as agent or broker in negotiating loans, placing bond issues, promoting and financing the construction of improvements of any description, and in selling or purchasing corporate shares, bonds, debentures or other securities.

(h) To borrow money; to issue bonds, notes, debentures, or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise, or to issue the same unsecured.

(i) To lend money; to purchase, acquire, own, hold, guarantee, sell, assign, transfer, mortgage, pledge or otherwise dispose of and deal in shares, bonds, notes, debentures or other securities or evidences of indebtedness of any other person, corporation or association, whether domestic or foreign and whether now or hereafter organized or existing; and while the holder thereof to exercise all the rights, powers and privileges of

ownership, including the right to vote thereon to the same extent as a natural person might or could do.

1j) To carry on any business whatsoever which this corporation may deem proper or convenient in connection with any of the foregoing purposes otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this State, in other States, in the District of Columbia, in the territories and colonies of the United States and in foreign countries; and to hold, purchase, mortgage and convey real and personal property, either in or out of the State of California, and to have and to exercise all the powers conferred by the laws of California upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes.

Three: The County in the State of California where the principal office for the transaction of business of this corporation is to be located is Sacramento.

Four: This corporation is authorized to issue only one class of shares of stock; the total number of shares which this corporation shall have authority to issue is five thousand (5,000); the aggregate par value of such shares shall be Fifty Thousand Dollars (\$50,000.00)

and the par value of each of such shares shall be Ten Dollars (\$10.00).

Five. No distinction shall exist between the shares of the corporation or the holders thereof.

Six: (a) The number of directors of this corporation shall be three (3).

(b) The names and addresses of the persons who are appointed to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
M. FIELDS	Sacramento, California
KATHLEEN BAKER	Sacramento, California
JOAN ZIRKLE	Sacramento, California

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as the first directors of this corporation, have executed these Articles of Incorporation this 14th day of February, 1966.

M. Fields
(M. Fields)

Kathleen Baker
(Kathleen Baker)

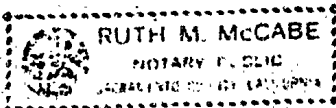
Joan Zirkle
(Joan Zirkle)

STATE OF CALIFORNIA)
COUNTY OF SACRAMENTO) ss:

On this 14th day of February, 1966 before me, RUTH M. McCABE,
a Notary Public in and for said County and State, residing therein,
duly commissioned and sworn, personally appeared: M. FIELDS,

KATHLEEN BAKER and JOAN ZIRKLE known to me
to be the persons whose names are subscribed to the foregoing
Articles of Incorporation, and acknowledged to me that they executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my
official seal the day and year in this certificate first above
written.



(Notarial
Seal)

Ruth M. McCabe
RUTH M. McCABE
Notary Public in and for the County
of Sacramento, State of California.

FILED

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In the office of the Secretary of State
of the State of California

MAY 15 1968

FRANK M. JORDAN, Secretary of State

By

Deputy

Name and to: Dakota Propane Co. Philip

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

OF TRINITY GAS INC.

A. C. TIEDEMAN and W. A. WINNEKER certify:

1. They are the President and Secretary respectively of TRINITY GAS INC., a California corporation.

2. At a meeting of the Board of Directors of the corporation duly held at Sacramento, California on May 15, 1968, the following resolution was adopted:

WHEREAS, it is deemed to be to the best interests of the corporation and to the best interests of its sole shareholder that its Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED that Article One of the Articles of Incorporation of this corporation be amended to read as follows:

One: The name of this corporation is DAKOTA PROPANE CO. PHILIP.

RESOLVED, FURTHER that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation.

3. The number of shares of said corporation which have consented in writing to the adoption of said amendment is one thousand (1,000) and the wording of the amended Article as set forth in the Written Consent executed by the holder of said shares is the same as that set forth in the Directors' Resolution.

4. That the total number of shares entitled to vote on or consent to said amendment is one thousand (1,000).

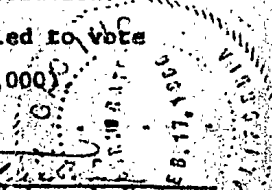
DATED: May 15, 1968

(A. C. Tiedeman)

President

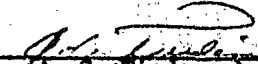
(W. A. Winneker)

Secretary




Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

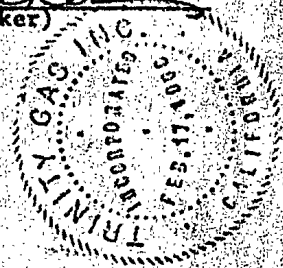
Executed at Sacramento, California on May 15, 1968.



(A. C. Hedeman)



(W. A. Winneker)



504702
A102087

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION
OF DAKOTA PROPANE CO. PHILIP

A. C. TIEDEMAN and CARL B. SWANSON certify:

1. They are the President and Secretary respectively of DAKOTA PROPANE CO. PHILIP, a California corporation.
2. At a meeting of the Board of Directors of the corporation duly held at Sacramento, California on December 7, 1970, the following resolution was adopted:

WHEREAS, it is deemed to be to the best interests of the corporation and to the best interests of its sole shareholder that its Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED that Article One of the Articles of Incorporation of this corporation be amended to read as follows:

One: The name of this corporation is
CAL GAS-PHILIP, INC.

RESOLVED, FURTHER that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation.

3. The number of shares of said corporation which have consented in writing to the adoption of said amendment is one thousand (1,000), and the wording of the amended Article as set forth in the Written Consent executed by the holder of said shares is the same as that set forth in the Directors' Resolution.

4. That the total number of shares entitled to vote on or consent to said amendment is one thousand (1,000).

DATED: December 7, 1970

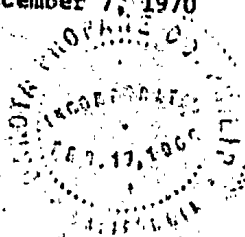
FILED

In the office of the Secretary of State
of the State of California

DEC 11 1970

Secretary of State

Deputy



A. C. Tiedeman
(A. C. Tiedeman)
President

Carl B. Swanson
(Carl B. Swanson)
Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Sacramento, California on December 7, 1970

A. C. Tiedeman
(A. C. Tiedeman)

Carl B. Swanson
(Carl B. Swanson)

504702

FILED
In the office of the Secretary of State
of the State of California

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OCT 19 1978

MARCH FONG EU, Secretary of State

By James Harris
Deputy

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

CAL GAS-PHILIP, INC.

A. C. TIEDEMAN and DARYL A. GAULT hereby certify:

1. They are the President and Secretary respectively of CAL GAS-PHILIP, INC., a California corporation.

2. At a meeting of the Board of Directors of the Corporation duly held at Sacramento, California, on October 2, 1978, the following resolution was adopted:

WHEREAS, it is deemed to be to the best interests of the corporation and to the best interest of its sole shareholder that its Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED that Article One of the Articles of Incorporation of this corporation be amended to read as follows:

"One: The name of this corporation is CAL GAS-EAST, INC."

RESOLVED FURTHER, that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation.

3. The number of shares of said corporation which have consented in writing to the adoption of said amendment, one thousand (1,000), and the wording of the amended Article as set forth in the Written consent executed by the holder of said shares is the same as that set forth in the Directors' Resolution.

4. That the total number of shares entitled to vote on or consent to said amendment is one thousand (1,000).

DATED: October 2, 1978

A. C. Tiedeman
A. C. TIEDEMAN, President

Daryl A. Gault
DARYL A. GAULT, Secretary

CO

A C K N O W L E D G M E N T

STATE OF CALIFORNIA)
)
COUNTY OF SACRAMENTO)

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate of Amendment of Articles of Incorporation of Cal Gas-Philip, Inc. are true and correct.

EXECUTED at Sacramento, California on October 2, 1978.



A. C. TIEDEMAN, President



DARYL A. GAULT, Secretary