

675102

# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

THELMA L. STOVALL SECRETARY

#### FOREIGN CORPORATION DEPARTMENT

I, THELMA L. STOVALL, Secretary of State of the Commonwealth of Kentucky, hereby certify that certified copies of

~~CERTIFICATE of Incorporation (Filed April 9, 1964 in State of Delaware)~~

of ~~TENNESSEE GAS TRANSMISSION COMPANY~~  
Name of Corporation

a corporation of the State of ~~Delaware~~  
Name of State, with home  
office at ~~Wilmington, Delaware~~  
Address; have or has been filed in

my office. This corporation has complied with the existing laws of the Commonwealth of Kentucky, and is now authorized to transact business in this State, subject to the restrictions imposed by law.

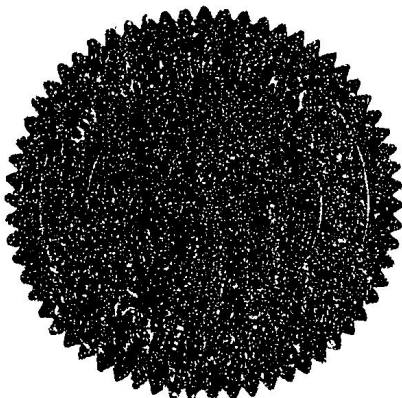
Given under my hand as Secretary of State,  
this 14th day of April, 1964

*Thelma L. Stovall*

Secretary of State

By

Assistant Secretary of State.



SECRETARY OF STATE

## **TENNESSEE GAS TRANSMISSION COMPANY**

### **Certificate of Designation, Preferences and Rights of Preferred Stock by Resolution of the Board of Directors Providing for an Issue of 150,000 Shares of Preferred Stock Designated "5.14% Cumulative Preferred Stock"**

We, HAROLD BURROW, President, and M. H. COVEY, Secretary, of Tennessee Gas Transmission Company (hereinafter referred to as the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 151 thereof, do HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors by the Certificate of Incorporation of said Company, as amended (hereinafter referred to as the "Certificate of Incorporation"), said Board of Directors at a meeting duly convened and held on April 6, 1964, at which a quorum was present and acting throughout, adopted a resolution providing for the issuance of a series of Preferred Stock, designated "5.14% Cumulative Preferred Stock", which resolution is as follows:

Resolved, That pursuant to the authority vested in the Board of Directors of the corporation by the Certificate of Incorporation, the Board of Directors does hereby provide for the issue of a series of the Cumulative Preferred Stock (herein called "Preferred Stock") of the par value of \$100 per share, of the corporation, to be designated "5.14% Cumulative Preferred Stock" (herein called "5.14% Preferred Stock"), and to the extent that the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions of the 5.14% Preferred Stock are not stated and expressed in the Certificate of Incorporation, does hereby fix and herein state and express such designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof, as follows (all terms used herein which are defined in the Certificate of Incorporation to have the meanings provided therein):

(1) The dividend rate of the 5.14% Preferred Stock shall be 5.14% per annum;

(2) The amounts which the holders of the 5.14% Preferred Stock shall be entitled to receive in event of a voluntary liquidation, dissolution, or winding-up of the affairs of the corporation (in addition to accrued and unpaid dividends) shall be the respective amounts which they would be entitled to receive if on the date of such liquidation, dissolution or winding up the shares of 5.14% Preferred Stock held by them had been redeemed by the corporation in accordance with the provisions of subdivision 4 of Part 1 of the Certificate of Incorporation at the prices set forth in paragraph (3) of this resolution;

(3) The 5.14% Preferred Stock shall be redeemable in whole or in part at any time or from time to time, at the option of the corporation as provided below, and for the sinking fund as provided for in paragraph (4) hereof. The sums payable upon the redemption thereof at the option of the corporation (in addition to accrued and unpaid dividends) shall be

\$105.90 per share if redeemed prior to April 1, 1967; or  
\$104.87 per share if redeemed on or after April 1, 1967 and prior to April 1, 1970; or  
\$103.84 per share if redeemed on or after April 1, 1970 and prior to April 1, 1973; or  
\$102.81 per share if redeemed on or after April 1, 1973 and prior to April 1, 1976; or  
\$101.78 per share if redeemed on or after April 1, 1976 and prior to April 1, 1979; or  
\$100.75 per share if redeemed on or after April 1, 1979;

## **TENNESSEE GAS TRANSMISSION COMPANY**

### **Certificate of Designation, Preferences and Rights of Preferred Stock by Resolution of the Board of Directors Providing for an Issue of 150,000 Shares of Preferred Stock Designated "5.14% Cumulative Preferred Stock"**

We, HAROLD BURROW, President, and M. H. COFFEY, Secretary, of Tennessee Gas Transmission Company (hereinafter referred to as the "Company"), a corporation organized and existing under the General Corporation Law of the State of Delaware, in accordance with the provisions of Section 151 thereof, do HEREBY CERTIFY:

That pursuant to authority conferred upon the Board of Directors by the Certificate of Incorporation of said Company, as amended (hereinafter referred to as the "Certificate of Incorporation"), said Board of Directors at a meeting duly convened and held on April 6, 1964, at which a quorum was present and acting throughout, adopted a resolution providing for the issuance of a series of Preferred Stock, designated "5.14% Cumulative Preferred Stock", which resolution is as follows:

RESOLVED, That pursuant to the authority vested in the Board of Directors of the corporation by the Certificate of Incorporation, the Board of Directors does hereby provide for the issue of a series of the Cumulative Preferred Stock (herein called "Preferred Stock") of the par value of \$100 per share, of the corporation, to be designated "5.14% Cumulative Preferred Stock" (herein called "5.14% Preferred Stock"), and to the extent that the designations, powers, preferences and relative and other special rights and the qualifications, limitations and restriction of the 5.14% Preferred Stock are not stated and expressed in the Certificate of Incorporation does hereby fix and herein state and express such designations, powers, preferences and relative and other special rights and the qualifications, limitations and restrictions thereof, as follows (all terms used herein which are defined in the Certificate of Incorporation to have the meanings provided therein):

(1) The dividend rate of the 5.14% Preferred Stock shall be 5.14% per annum;

(2) The amounts which the holders of the 5.14% Preferred Stock shall be entitled to receive in event of a voluntary liquidation, dissolution, or winding-up of the affairs of the corporation (in addition to accrued and unpaid dividends) shall be the respective amounts which they would be entitled to receive if on the date of such liquidation, dissolution or winding-up the shares of 5.14% Preferred Stock held by them had been redeemed by the corporation in accordance with the provisions of subdivision 4 of Part 1 of the Certificate of Incorporation at the prices set forth in paragraph (3) of this resolution;

(3) The 5.14% Preferred Stock shall be redeemable in whole or in part at any time or from time to time, at the option of the corporation as provided below, and for the sinking fund as provided for in paragraph (4) hereof. The sum payable upon the redemption thereof at the option of the corporation (in addition to accrued and unpaid dividends) shall be

\$105.90 per share if redeemed prior to April 1, 1967; or  
\$101.87 per share if redeemed on or after April 1, 1967 and prior to April 1, 1970; or  
\$103.81 per share if redeemed on or after April 1, 1970 and prior to April 1, 1973; or  
\$102.81 per share if redeemed on or after April 1, 1973 and prior to April 1, 1976; or  
\$101.28 per share if redeemed on or after April 1, 1976 and prior to April 1, 1979; or  
\$100.75 per share if redeemed on or after April 1, 1979;

(7) Any or all of the authorized and unissued Cumulative Preferred Stock, which may hereafter be issuable, may be issued as 5.14% Preferred Stock, except that no 5.14% Preferred Stock shall be issued on or after April 1, 1969;

and

That 150,000 shares of 5.14% Cumulative Preferred Stock have been initially authorized by the Board of Directors of said Company.

IN WITNESS WHEREOF, said Tennessee Gas Transmission Company has caused its corporate seal to be hereunto affixed and this Certificate to be signed by HAROLD BURROW, as President, and M. H. COVEY, as Secretary, this 6th day of April, 1964.

TENNESSEE GAS TRANSMISSION COMPANY

By Harold Burrow  
President  
M. H. Covey  
Secretary

COUNTY OF HARRIS }  
STATE OF TEXAS } ss.:

BE IT REMEMBERED, that on this 6th day of April, 1964, personally came before me, a Notary Public in and for the County and State aforesaid, HAROLD BURROW, President of Tennessee Gas Transmission Company, a corporation of the State of Delaware, and one of the persons who signed the foregoing Certificate and he, the said HAROLD BURROW, as President, duly executed the Certificate before me and acknowledged the said Certificate to be his act and deed; that the signatures of the said President and of the said Secretary of said corporation to said foregoing Certificate are in the handwriting of the said President and Secretary of said corporation respectively and that the seal affixed to said Certificate is the corporate seal of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of office the day and year aforesaid.

Betty Weisbach  
Notary Public

BETTY WEISBACH

Notary Public in and for Harris County, Texas  
My Commission Expires June 1, 1965

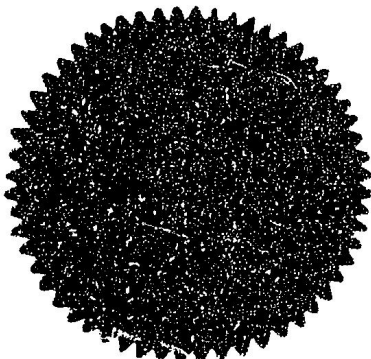
# State of Delaware



## Office of Secretary of State

*J. Elisha C. Dukes, Secretary of State of the State of Delaware,*  
do hereby certify that the above and foregoing is a true and correct copy of  
Certificate of Designation, Preference and Rights of Preferred Stock  
Designated "5.14% Cumulative Preferred Stock" of the "TENNESSEE  
GAS TRANSMISSION COMPANY", as received and filed in this office the  
ninth day of April, A. D. 1964, at 8:30 o'clock A.M.

In Testimony Whereof, I have hereunto set my hand  
and official seal at Dover this ninth day  
of April in the year of our Lord  
one thousand nine hundred and sixty four.



*Elisha C. Dukes*  
*J. E. Lawrence*

Secretary of State

Asst. Secretary of State

# C T CORPORATION SYSTEM

**C7**  
STAIN

ALBANY	ATLANTA	BOSTON
BUFFALO	CHICAGO	CINCINNATI
CLEVELAND	DALLAS	DENVER
DETROIT	DOVER, DEL.	HOUSTON
JERSEY CITY	LOS ANGELES	MINNEAPOLIS
NEW YORK	PHILADELPHIA	PITTSBURGH
SAN FRANCISCO	SEATTLE	ST. LOUIS
WASHINGTON	WILMINGTON, DEL.	

HOUSTON 77002.

608 FANNIN STREET  
CAPITOL B-0640  
AREA CODE 716

April 13, 1964

RE: TENNESSEE GAS TRANSMISSION COMPANY  
(DEL.DOM.)

COUNSEL: Mr. M. H. Covey  
Tennessee Gas Transmission Company  
P. O. Box 2511  
Houston, Texas 77001

Secretary of State of Kentucky  
Corporation Department  
State Capitol Building  
Frankfort, Kentucky

Dear Sir:

Pursuant to the instructions of counsel named above,  
we enclose for filing on behalf of this corporation, which  
is authorized to do business in your state, one certified  
copy of Certificate of Designation.

Check in payment of the required fees is attached. Please  
forward the usual evidence of filing to this office.

Yours very truly,

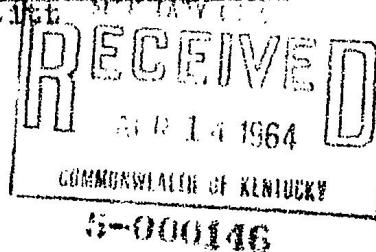
C T CORPORATION SYSTEM

LD/dh  
encls.

SPECIAL INSTRUCTIONS:

By

Larry Del. Del.



# C T CORPORATION SYSTEM

C7  
System

ALBANY	ATLANTA	BOSTON
BUFFALO	CHICAGO	CINCINNATI
DAYTON	DALLAS	DETROIT
INDIANAPOLIS	KANSAS CITY	LOUISVILLE
MEMPHIS	MINNEAPOLIS	NEW YORK
PHILADELPHIA	PITTSBURGH	ST. LOUIS
WASHINGTON	WILMINGTON, DEL.	

April 3, 1964

HOUSTON 77002.

608 FANNIN STREET  
CAPITOL B-2448  
AREA CODE 713

RE: TENNESSEE GAS TRANSMISSION COMPANY  
(DEL. DOM. - KY. FGN.)

COUNSEL: Mr. M. H. Covey, Attorney  
Tennessee Gas Transmission Company  
P. O. Box 2511  
Houston, Texas 77001

Secretary of State of Kentucky  
Corporation Department  
State Capitol Building  
Frankfort, Kentucky

Dear Sir:

Pursuant to the instructions of counsel named above,  
we enclose for filing on behalf of this corporation, which  
is authorized to do business in your state, one certified  
copy of Certificate of Retirement.

Check in payment of the required fees is attached. Please  
forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM

LD/da  
encls.

By Larry De Witt  
Larry De Witt

SPECIAL INSTRUCTIONS: