

Exhibit 5

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

JUN 28 2002



A handwritten signature in cursive script, followed by a horizontal line.

Special Deputy Secretary of State

F 020628000 412

CERTIFICATE OF MERGER
OF
RGS ENERGY GROUP, INC.
INTO
EAGLE MERGER CORP.
UNDER SECTION 904
OF
THE NEW YORK BUSINESS CORPORATION LAW

Pursuant to Section 904 of the New York Business Corporation Law, Eagle Merger Corp., ("Eagle"), a New York corporation, and RGS Energy Group, Inc. ("RGS"), a New York corporation, certify the following information relating to the merger, pursuant to the Agreement and Plan of Merger, dated as of February 16, 2001, by and among Energy East Corporation, a New York Corporation, RGS and Eagle (the "Merger Agreement"), of RGS with and into Eagle (the "Merger"):

1. The names of the corporations to be merged are "Eagle Merger Corp." and "RGS Energy Group, Inc." RGS was originally formed under the name "RG&E Holdings, Inc."
2. Eagle will be the surviving corporation. The certificate of incorporation of the surviving corporation is hereby amended to change the name of the surviving corporation to "RGS Energy Group, Inc."
3. The certificate of incorporation of the surviving corporation is hereby amended by striking out Article I thereof and by substituting in lieu of said Article I the following new Article I:

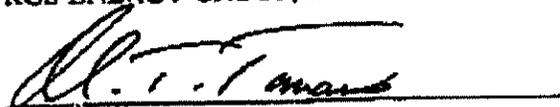
"Article I: The name of the Corporation is 'RGS Energy Group, Inc.'"
4. The designation and number of outstanding shares of capital stock of Eagle is: 1,000 shares of common stock without par value, 1,000 of which are entitled to vote.

5. The designation and number of outstanding shares of the capital stock of RGS is: (i) 1 00,000,000 shares of common stock, par value \$0.01 per share, 34,682,755 of which were issued and outstanding on April 30, 2002 and were entitled to vote and (ii) 10,000,000 shares of preferred stock, par value \$0.01 per share, none of which were issued and outstanding on April 30, 2002, and none of which were entitled to vote.
6. The certificate of incorporation of Eagle was filed by the Department of State of the State of New York on February 14, 2001. The certificate of incorporation of RGS was filed by the Department of State of the State of New York on November 5, 1998.
7. The Merger Agreement was adopted by the Board of Directors of Eagle by unanimous written consent on February 15, 2001, and was adopted by written consent of the sole shareholder of Eagle common stock on June 27, 2002.
8. The Merger Agreement was adopted by the Board of Directors of RGS at a meeting held on February 16, 2001 and was adopted by the affirmative vote of holders of a majority of the outstanding shares of RGS common stock entitled to vote at the annual meeting of RGS held on June 15, 2001.

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined and are true and correct.

Dated: June 28 2002

RGS ENERGY GROUP, INC.



Name: Michael T. Tomaino

Title: Senior Vice President and General Counsel

EAGLE MERGER CORP.

Name: Kenneth M. Jasinski

Title: Vice President, General Counsel and Secretary

IN WITNESS WHEREOF, the undersigned have subscribed this Certificate of Merger on the date set forth below and do hereby affirm, under the penalties of perjury, that the statements contained therein have been examined and are true and correct.

Dated: June 28, 2002

RGS ENERGY GROUP, INC.

Name: Michael T. Tomaino

Title: Senior Vice President and General Counsel

EAGLE MERGER CORP.



Name: Kenneth M. Jasinski

Title: Vice President, General Counsel and Secretary

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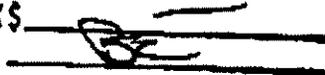
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CERTIFICATE OF MERGER
OF
RGS ENERGY GROUP, INC.
INTO
EAGLE MERGER CORP.

STATE OF NEW YORK
DEPARTMENT OF STATE

JUN 28 2002

FILED
TAX S
BY: 



UNDER SECTION 904 OF THE NEW YORK BUSINESS CORPORATION LAW



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COUNSEL: Wachtell Lipton Rosen & Katz
51 West 52nd Street
New York, NY 10019

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State of New York }
Department of State } ss:

I hereby certify that the unexecuted copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

SEP 26 2002



A handwritten signature in black ink, appearing to read "John A. ...", is written over the printed name of the Secretary of State.

Secretary of State

CERTIFICATE OF CHANGE

OF

RGS ENERGY GROUP, INC

F020713000 75E

(Pursuant to Section 805-A(b) of the Business Corporation Law)

FIRST: The name of the corporation is RGS Energy Group, Inc and if it has been changed, the name under which it was formed is:

SECOND: The certificate of incorporation of the corporation was filed by the Department of State on February 14, 2001, ~~under the name of Eagle Merger Corp.~~

THIRD: The certificate of incorporation of the corporation is hereby changed, so as to change the post office address to which the Secretary of State shall mail a copy of any process against the corporation served upon him and to change the address of the registered agent. To accomplish said changes:

~~(a) The address to which the Secretary of State shall mail a copy of process is changed to:~~

"The post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the corporation served upon him is c/o National Registered Agents, Inc., 875 Avenue of the Americas, Suite 501, New York, NY 10001."

(b) The following statement of designation of registered agent is changed to:

"The name and the address of the registered agent of the corporation are National Registered Agents, Inc., 875 Avenue of the Americas, Suite 501, New York, NY 10001. Said registered agent is to be the agent upon which process against the corporation may be served."

FOURTH: A notice of the proposed change has been sent to the corporation by the party signing this Certificate not less than thirty days prior to this filing and no objection to the change has been received.

FIFTH: The party signing this change is the party to whom the Secretary of State is required to send copies of service of process and is the Registered Agent.

Executed on this 23rd day of June, 2002

National Registered Agents, Inc.

Dennis E. Howarth
Dennis E. Howarth, President

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CERTIFICATE OF CHANGE

020717000756

OF

RGS ENERGY GROUP, INC

(Pursuant to Section 805-A(b) of the Business Corporation Law)

Filer:

National Registered Agents, Inc.
51 Everett Drive, Suite 107B
West Windsor, NJ 08550

**DRAWDOWN
DELANEY - 30**

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED JUL 17 2002

TAXS

BY: *[Signature]*

[Signature]

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CERTIFICATE OF INCORPORATION
OF
EAGLE MERGER CORP.

Under Section 402 of the Business Corporation Law

The undersigned incorporator, being a natural person of at least 18 years of age, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Business Corporation Law, hereby adopts the following Certificate of Incorporation and certifies that:

Article I: The name of the Corporation is "Eagle Merger Corp."

Article II: The Corporation is formed for the following purpose or purposes:

To engage in any lawful act or activity for which corporations may be organized under the Business Corporation Law, provided that the Corporation is not formed to engage in any lawful act or activity requiring the consent or approval of any state official, department, board, agency, or other body without such consent or approval first being obtained.

Article III: The office of the Corporation is to be located in the County of New York, State of New York.

Article IV: The aggregate number of shares which the Corporation shall have authority to issue is one thousand (1000), all of which are without par value and classified as Common shares.

Article V: The Secretary of State is designated as the agent of the Corporation upon whom process against the Corporation may be served and the post office address within the State of New York to which the Secretary of State shall mail a copy of any process against the Corporation served upon him is: c/o National Registered Agents, Inc., 440 9th Avenue, 5th Floor, New York, NY 10001.

Article VI: The name of the registered agent of the Corporation within the State of New York is National Registered Agents, Inc. and the address of its registered office within the State of New York is 440 9th Avenue, 5th Floor, New York, NY 10001.

Said registered agent is to be the agent of the Corporation upon whom process against the Corporation may be served.

Article VII: The Corporation shall, to the fullest extent legally permissible under the provisions of Article 7 of the Business Corporation Law, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses)

imposed upon or reasonably incurred by him in connection with any action, suit or other proceeding in which he may be involved or with which he may be threatened, or other matters referred to in or covered by said provisions both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the Corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

Article VIII: The personal liability of all of the directors of the Corporation is hereby eliminated to the fullest extent allowed as provided by the Business Corporation Law, as the same may be supplemented and amended.

Article IX: The period of duration of the Corporation shall be perpetual.

F010214000027

**CERTIFICATE OF INCORPORATION
OF
EAGLE MERGER CORP.**

(Pursuant to Section 402 of the Business Corporation Law)

FILED
FEB 14 2 15 PM '01

Filer:

Name: Mark H. Kim, Esq.
Address: Wachtell, Lipton, Rosen & Katz
51 West 52nd Street
New York, New York 10019

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Continental - 04

lcc

STATE OF NEW YORK
DEPARTMENT OF STATE

FEB 14 2001

FILED
TAXS _____
BY: *lmb*

New York

RECEIVED
FEB 14 1 45 PM '01

FILING RECEIPT

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ENTITY NAME: EAGLE MERGER CORP.

DOCUMENT TYPE: RESERVATION (DOM. BUSINESS)

SERVICE COMPANY: CONTINENTAL CORPORATE SERVICES, INC. SERVICE CODE: 04

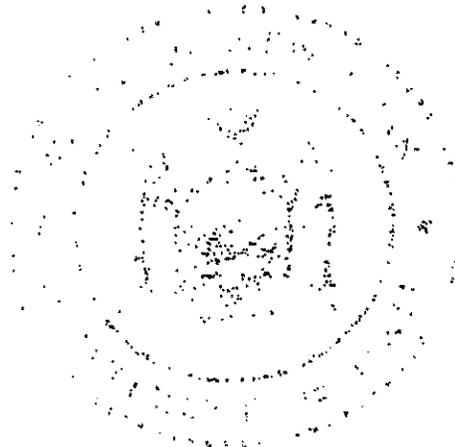
APPLICANT NAME : JUDITH REYES

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FILED:02/13/2001 DURATION:04/16/2001 CASH#:010213000723 FILM #:010213000696

ADDRESS FOR PROCESS

REGISTERED AGENT



** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

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FILER	FEES		PAYMENTS	
JUDITH REYES C/O CONTINENTAL CORPORATE SERVICES, INC. 242 WASHINGTON AVENUE, SUITE F NUTLEY, NJ 07110	FILING TAX CERT COPIES HANDLING	45.00 20.00 0.00 0.00 25.00	CASH CHECK CHARGE DRAWDOWN BILLED REFUND	45.00 0.00 0.00 45.00 0.00 0.00
