

Exhibit 6

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 SEP 08 2000



J. Clark

Special Deputy Secretary of State

NEW YORK STATE ELECTRIC & GAS CORPORATION
F. 000900000189
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF
NEW YORK STATE ELECTRIC & GAS CORPORATION

Under Section 805 of the
Business Corporation Law

The undersigned, being the President and Chief Operating Officer of New York State Electric & Gas Corporation, a New York corporation, hereby certifies:

FIRST. The name of the corporation is New York State Electric & Gas Corporation. The name under which the corporation was originally formed was the Ithaca Gas Light Company.

SECOND. The date of filing of the Certificate of Incorporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.

THIRD. The Certificate of Incorporation is amended to effect the following amendment authorized by the Business Corporation Law of the State of New York, namely: Article 10 is amended to decrease the minimum number of directors to three.

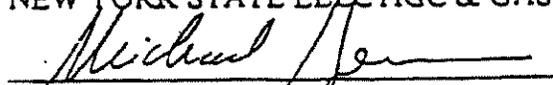
FOURTH. Article 10 of the Certificate of Incorporation of the corporation, relating to the number of directors of the corporation, is amended to read in its entirety as follows:

10. The number of directors shall not be less than three nor more than fifteen.

FIFTH. The foregoing amendment to the Certificate of Incorporation was authorized by the Board of Directors of the corporation at a meeting of the Board of Directors held on August 29, 2000, followed by the written consent dated August 29, 2000 of the holder of all of the outstanding shares of common stock of the corporation entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned has signed this Certificate of Amendment this 29th day of August, 2000.

NEW YORK STATE ELECTRIC & GAS CORPORATION


Michael I. German
President and Chief Operating Officer

K 000906000/59

NEW YORK STATE ELECTRIC & GAS CORPORATION
CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION
OF

NEW YORK STATE ELECTRIC & GAS CORPORATION

Under Section 205 of the
Business Corporation Law

LAW OFFICES
TOBIN AND DEMPSEY
33 ELK STREET
ALBANY, NEW YORK 12207

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STATE OF NEW YORK
DEPARTMENT OF STATE
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CERTIFICATE OF EXCHANGE
of Shares of **F980-430000 C**
NEW YORK STATE ELECTRIC & GAS CORPORATION,
Subject Corporation,
for Shares of
ENERGY EAST CORPORATION,
Acquiring Corporation,
or Other Consideration,
Under Section 913 of the
Business Corporation Law

The undersigned, being the Senior Vice President and Chief Financial Officer and the Vice President and Secretary, respectively, of New York State Electric & Gas Corporation, a New York corporation, and the Chairman and the Secretary, respectively, of Energy East Corporation, a New York corporation, hereby certify:

1. The name of the acquiring corporation is Energy East Corporation (the "Acquiring Corporation"). The name under which the Acquiring Corporation was originally formed was NGE Resources, Inc. The name of the subject corporation is New York State Electric & Gas Corporation (the "Subject Corporation"). The name under which the Subject Corporation was originally formed was the Ithaca Gas Light Company.

2. The designation and number of outstanding shares of capital stock of the Subject Corporation are as follows: Common Stock, \$6.66 $\frac{2}{3}$ par value per share, each of which is entitled to one vote and of which 64,508,281 shares are outstanding (the "Subject Corporation Common Stock"); 3.75% Serial Preferred Stock, \$100.00 par value per share, of which 150,000 shares are outstanding; 4 $\frac{1}{2}$ % Serial Preferred Stock (Series 1949), \$100.00 par value per share, of which 40,000 shares are outstanding; 4.15% Serial Preferred Stock, \$100.00 par value per share, of

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which 14,000 shares are outstanding; 4.40% Serial Preferred Stock, \$100.00 par value per share, of which 55,200 shares are outstanding; 4.15% Serial Preferred Stock (Series 1954), \$100.00 par value per share, of which 35,200 shares are outstanding; 6.48% Serial Preferred Stock, \$100.00 par value per share, of which 300,000 shares are outstanding; 6.30% Serial Preferred Stock, \$100.00 par value per share, of which 250,000 shares are outstanding; Adjustable Rate Serial Preferred Stock, Series B, \$25.00 par value per share, of which 2,000,000 shares are outstanding; and 7.40% Serial Preferred Stock, \$25.00 par value per share, of which 1,000,000 shares are outstanding (said series of preferred stock are collectively referred to herein as the "Subject Corporation Preferred Stock"). The Subject Corporation is also authorized by its Restated Certificate of Incorporation to issue Preference Stock (Cumulative, \$100 Par Value) (the "Subject Corporation Preference Stock"), none of which is outstanding. Holders of Subject Corporation Preferred Stock and Subject Corporation Preference Stock are not entitled to vote except as provided in the Restated Certificate of Incorporation of the Subject Corporation and as otherwise provided by law. The number of shares set forth in this paragraph is subject to change prior to the effective date of the share exchange contemplated hereby (the "Effective Time") insofar as the Subject Corporation may during said period issue Subject Corporation Preference Stock, issue additional Subject Corporation Common Stock and Subject Corporation Preferred Stock and may reacquire Subject

Corporation Preferred Stock and may repurchase Subject Corporation Common Stock.

The designation and number of outstanding shares of the Acquiring Corporation are: Common Stock, \$.01 par value per share (the "Acquiring Corporation Common Stock"), each of which is entitled to one vote and of which 150 shares are outstanding; and Preferred Stock, \$.01 par value per share (the "Acquiring Corporation Preferred Stock"), none of which is outstanding. Holders of Acquiring Corporation Preferred Stock are not entitled to vote except as may be fixed in the Restated Certificate of Incorporation of the Acquiring Corporation and as otherwise provided by law. The number of shares set forth in this paragraph is subject to change prior to the Effective Time insofar as the Acquiring Corporation may during said period issue Acquiring Corporation Preferred Stock and additional Acquiring Corporation Common Stock. The Acquiring Corporation is authorized to issue 200,000,000 shares of Acquiring Corporation Common Stock and 10,000,000 shares of Acquiring Corporation Preferred Stock.

3. The effective date of the share exchange contemplated hereby is May 1, 1998.

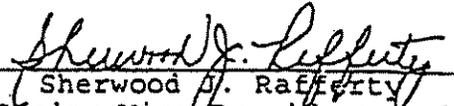
4. The original Certificate of Incorporation of the Acquiring Corporation was filed by the Department of State on September 23, 1997. The original Certificate of Incorporation of the Subject Corporation was filed by the Department of State on October 28, 1852.

5. The designation of the shares to be acquired by the Acquiring Corporation is Common Stock, \$6.66 2/3 par value per share, of the Subject Corporation. At the Effective Time, each share of Common Stock, \$6.66 2/3 par value per share, of the Subject Corporation outstanding at the Effective Time shall be exchanged for one share of Acquiring Corporation Common Stock.

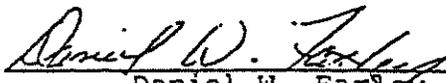
6. The Plan of Exchange was duly adopted by the Board of Directors of the Acquiring Corporation at a meeting held on September 25, 1997. The Plan of Exchange was duly adopted by the Board of Directors of the Subject Corporation at a meeting held on October 10, 1997. The Plan of Exchange was duly adopted by vote of the holders of two-thirds of all outstanding shares of the Subject Corporation entitled to vote thereon at a meeting held on April 29, 1998, pursuant to a notice dated March 11, 1998.

IN WITNESS WHEREOF, the parties hereto have signed, and
Sherwood J. Rafferty and Daniel W. Farley have verified, this
Certificate of Exchange this 29th day of April, 1998.

NEW YORK STATE ELECTRIC & GAS
CORPORATION

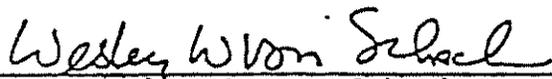


Sherwood J. Rafferty
Senior Vice President and
Chief Financial Officer

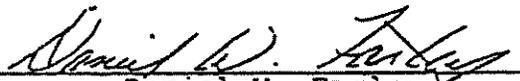


Daniel W. Farley
Vice President
and Secretary

ENERGY EAST CORPORATION



Wesley W. von Schack
Chairman



Daniel W. Farley
Secretary

F 980 4300 0008

CERTIFICATE OF EXCHANGE
of Shares of
NEW YORK STATE ELECTRIC & GAS CORPORATION,
Subject Corporation,
for Shares of
ENERGY EAST CORPORATION,
Acquiring Corporation,
or Other Consideration,
Under Section 913 of the
Business Corporation Law.

LAW OFFICES
TOBIN AND DEMPSEY
33 ELK STREET
ALBANY, NEW YORK 12207

[Handwritten signature]

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED APR 30 1998
TAX \$ 500
BY: Albany

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State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

DEC 20 1993

Witness my hand and seal of the Department of State on



The image shows a handwritten signature in black ink, which appears to be "Neil S. Steyer". The signature is written in a cursive style with a large initial 'N' and 'S'.

Secretary of State

F 931220000040

NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, SHERWOOD J. RAFFERTY and D. W. FARLEY, a Vice President and the Secretary, respectively, of New York State Electric & Gas Corporation, do hereby certify as follows:

1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was the Ithaca Gas Light Company.
2. The date of filing of the Certificate of Incorporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.
3. The Certificate of Incorporation of the Corporation is amended to add a provision as authorized by subparagraph 12 of Section 801 of the Business Corporation Law stating the designations, preferences, privileges and voting powers of the shares of a series of the Serial Preferred Stock of the Corporation and the restrictions or qualifications thereof.
4. The provisions of the Certificate of Incorporation which contain the designations, preferences, privileges, voting powers, restrictions and qualifications of the Serial Preferred Stock of the Corporation are hereby amended to include the following:

(R) The Board of Directors has designated One Million (1,000,000) shares of Serial Preferred Stock as 7.40% Serial Preferred Stock (Cumulative, \$25 Par Value) (hereinafter referred to as the 7.40% Series), and has fixed:

- (1) The annual dividend rate for the shares of the 7.40% Series at 7.40% of the par value thereof per annum and dividends thereon shall be cumulative from the date of original issue.
- (2) The redemption price for the shares of the 7.40% Series at \$26.85 per share if redeemed prior to December 1, 1998 and at \$25 per share if redeemed thereafter, together in each case with all dividends accrued and in arrears thereon to the date fixed for such redemption; provided, however, that the Corporation will not, prior to December 1, 1998, redeem any shares of the 7.40% Series if such redemption is a part, or in anticipation, of any refunding operation involving the application, directly or indirectly, of borrowed funds or the proceeds of an issue of any stock ranking superior to or on a parity with the 7.40% Series if such borrowed funds have an interest rate or cost to the Corporation, or such stock has a dividend rate or cost to the Corporation (calculated in each case in accordance with generally accepted financial practice), less than 7.64% per annum.
- (3) The amount payable to the holders of the shares of the 7.40% Series in the event of any voluntary liquidation, dissolution or winding-up of the Corporation at amounts equal to the respective redemption prices per share specified in subparagraph (2) above, and the amount per share payable to the holders thereof in the event of any involuntary liquidation, dissolution or winding-up of the Corporation at \$25, together in each case with all dividends accrued and in arrears thereon to the date of such liquidation, dissolution or winding-up.
- (4) The procedure for selection of shares of the 7.40% Series in the case of partial redemption. In every case of redemption of less than all of the outstanding shares of the 7.40% Series, the shares to be redeemed shall be selected *pro rata* as among the holders of record of shares of the 7.40% Series, in the same proportions, as nearly as possible, as the total number of shares of the 7.40% Series held by such holders, respectively, bears to all of the shares of the 7.40% Series then outstanding.

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(5) The treatment of shares of the 7.40% Series purchased or redeemed by the Corporation. All shares of the 7.40% Series purchased or redeemed by the Corporation shall be cancelled, shall not be reissued as shares of the 7.40% Series, and shall constitute authorized but unissued shares of the Serial Preferred Stock with a par value of Twenty-Five Dollars (\$25) per share of the Corporation.

5. The amendment of the Certificate of Incorporation as set forth herein was authorized by the Board of Directors of the Corporation in accordance with Section 502(d) of the Business Corporation Law.

IN WITNESS WHEREOF, we have subscribed and D.W. Farley has verified this Certificate this 15th day of December, 1993.

Sherwood J. Rafferty
SHERWOOD J. RAFFERTY
Vice President

D.W. Farley
D.W. FARLEY
Secretary

STATE OF NEW YORK }
COUNTY OF TOMPKINS } ss.:

D.W. FARLEY, being duly sworn, deposes and says, that he is Vice President and Secretary of New York State Electric & Gas Corporation, the Corporation named in and described in the foregoing Certificate, that he has read and signed the foregoing Certificate and the statements contained therein are true.

D.W. Farley
D.W. FARLEY

Subscribed and sworn to before me this 15th day of December, 1993.

Alice M. Jordan

Notary Public

ALICE M. JORDAN
Notary Public State of New York
Qualified in Tompkins County
Commission expires 9/30/94

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, NY, December 16, 1993

CASE 93-NI-0744—Petition of New York State Electric & Gas Corporation for authority to issue and sell long-term debt, preferred stock and common stock pursuant to a multi-year financing plan and to negotiate a Revolving Credit Agreement.

• • • • •

The Public Service Commission hereby consents to and approves this Certificate of Amendment of the Certificate of Incorporation of New York State Electric & Gas Corporation Pursuant to Section 805 of the Business Corporation Law, executed December 15, 1993, in accordance with the order of the Public Service Commission dated December 8, 1993.

By the Commission

Secretary

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

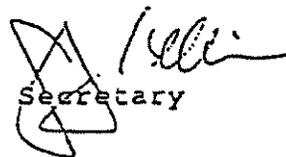
Albany, N.Y., December 16, 1993

CASE 93-N-0744 - Petition of New York State Electric & Gas Corporation for authority to issue and sell long-term debt, preferred stock and common stock pursuant to multi-year financing plan and to negotiate a Revolving Credit Agreement.

* * * *

The Public Service Commission hereby consents to and approves this Certificate of Amendment of the Certificate of Incorporation of New York State Electric & Gas Corporation under Section 805 of the Business Corporation Law, executed December 16, 1993, in accordance with the order of the Public Service Commission dated December 1, 1993.

By the Commission,


Secretary

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NEW YORK STATE ELECTRIC & GAS CORPORATION

F9312200000

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED DEC 20 1993

TAX \$ _____

BY: PEM

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TOBIN AND DEMPSEY

100 STATE ST.

ALBANY, NY 12207

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State of New York }
Department of State } ss.

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

DEC 20 1993

Witness my hand and seal of the Department of State on



Hil J. Steyer

Secretary of State

F931220000045

NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, SHERWOOD J. RAFFERTY and D. W. FARLEY, a Vice President and the Secretary, respectively, of NEW YORK STATE ELECTRIC & GAS CORPORATION, do hereby certify as follows:

- 1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was the Ithaca Gas Light Company.
2. The date of filing of the Certificate of Incorporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.
3. The Certificate of Incorporation of the Corporation is amended to add a provision as authorized by subparagraph 12 of Section 801 of the Business Corporation Law stating the designations, preferences, privileges and voting powers of the shares of a series of the Serial Preferred Stock of the Corporation and the restrictions or qualifications thereof.
4. The provisions of the Certificate of Incorporation which contain the designations, preferences, privileges, voting powers, restrictions and qualifications of the Serial Preferred Stock of the Corporation are hereby amended to include the following:

(S) The Board of Directors has designated Two Hundred Fifty Thousand (250,000) shares of Serial Preferred Stock as 6.30% Serial Preferred Stock (Cumulative, \$100 Par Value) (hereinafter referred to as the 6.30% Series), and has fixed:

(1) The annual dividend rate for the shares of the 6.30% Series at 6.30% of the par value thereof per annum and dividends thereon shall be cumulative from the date of original issue.

(2) The redemption price, except as provided in subparagraphs (4) and (5) below, for the shares of the 6.30% Series at the following prices per share, applicable to the redemption periods during which such redemptions occur:

Table with 4 columns: 12-Month Period Ended December 31, Redemption Price Per Share, 12-Month Period Ended December 31, Redemption Price Per Share. Rows include years 1993-2000 and 2001-2008.

and at \$100 per share if redeemed thereafter, together in each case with all dividends accrued and in arrears thereon to the date fixed for such redemption; provided, however, that the Corporation will not, prior to January 1, 2004, redeem any shares of the 6.30% Series if such redemption is a part, or in anticipation, of any refunding operation involving the application, directly or indirectly, of borrowed funds or the proceeds of an issue of any stock ranking superior to or on a parity with the 6.30% Series if such borrowed funds have an interest rate or cost to the Corporation, or such stock has a dividend rate or cost to the Corporation (calculated in each case in accordance with generally accepted financial practice), less than 6.30% per annum.

(3) The amount payable to the holders of the shares of the 6.30% Series in the event of any voluntary liquidation, dissolution or winding-up of the Corporation at amounts equal to the respective redemption prices per share specified in subparagraph (2) above, and the amount per share payable to

the holders thereof in the event of any involuntary liquidation, dissolution or winding-up of the Corporation at \$100, together in each case with all dividends accrued and in arrears thereon to the date of such liquidation, dissolution or winding-up.

(4) A sinking fund for the benefit of the shares of the 6.30% Series. So long as there shall remain outstanding any shares of the 6.30% Series, the Corporation, after full cumulative dividends upon the outstanding Serial Preferred Stock of all series shall have been paid, or deemed paid as heretofore provided, for all past quarter-yearly dividend periods, and after making payment of or provision for payment of full dividends on the outstanding Serial Preferred Stock of all series for the current quarter-yearly dividend period, shall, on or before December 31 in each year commencing with the year 2003 to and including 2007, set aside out of funds legally available therefor as the sinking fund requirement for each such year an amount in cash equal to the amount required to redeem, at the Sinking Fund Redemption Price provided below, 12,500 shares of the 6.30% Series (or if less than 12,500 shares are then outstanding, such lesser number of shares), and on or before December 31, 2008, set aside out of funds legally available therefor as the sinking fund requirement for such year an amount in cash equal to the amount required to redeem, at the Sinking Fund Redemption Price provided below, the balance of the shares of the 6.30% Series outstanding, plus, in each such year, the amount of all sinking fund arrearages, if any, with respect to the 6.30% Series; provided, however, that against the amount so required to be set aside in any year the Corporation may credit an amount equal to the Sinking Fund Redemption Price provided below in respect of any shares of the 6.30% Series which it may have purchased or redeemed otherwise than through the sinking fund and not theretofore credited against any sinking fund requirement for the shares of the 6.30% Series. Unless the sinking fund requirement for the shares of the 6.30% Series for all past sinking fund periods shall have been set aside and are available for application in accordance with this subparagraph, no dividends shall be paid or declared and no other distribution shall be made on the stock ranking junior to the Serial Preferred Stock and no stock ranking junior to the Serial Preferred Stock shall be redeemed, purchased or otherwise acquired for value by the Corporation. Commencing on January 1, 2004, and on each January 1 thereafter, the Corporation will apply the cash set aside as the sinking fund requirement for the shares of the 6.30% Series to the redemption, at the Sinking Fund Redemption Price of \$100 per share, together with all dividends accrued and in arrears thereon to such date, of shares of the 6.30% Series. All amounts set aside for the sinking fund for the 6.30% Series shall be credited first against the sinking fund arrearages, if any, with respect to the 6.30% Series. If, at any time when there shall exist sinking fund arrearages with respect to more than one series of the Serial Preferred Stock, the Corporation shall set aside any funds (or apply any funds to purchase or redemption) to satisfy in whole or in part any such arrearage, all amounts so set aside or applied shall be applied *pro rata* as between such series having sinking fund arrearages in proportion to the amounts of such respective arrearages.

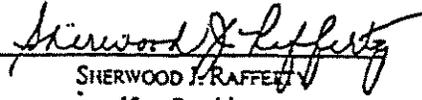
(5) A non-cumulative option. The Corporation shall have the non-cumulative option, on any required January 1 sinking fund redemption date as provided in subparagraph (4) above, to redeem, at the Sinking Fund Redemption Price provided in subparagraph (4) above, up to 12,500 additional shares of the 6.30% Series.

(6) The procedure for selection of shares of the 6.30% Series in the case of partial redemption. In every case of redemption of less than all of the outstanding shares of the 6.30% Series, the shares to be redeemed shall be selected *pro rata* as among the holders of record of shares of the 6.30% Series, in the same proportions, as nearly as possible, as the total number of shares of the 6.30% Series held by such holders, respectively, bears to all of the shares of the 6.30% Series then outstanding.

(7) The treatment of shares of the 6.30% Series purchased or redeemed by the Corporation. All shares of the 6.30% Series purchased or redeemed by the Corporation shall be cancelled, shall not be reissued as shares of the 6.30% Series, and shall constitute authorized but unissued shares of the Serial Preferred Stock with a par value of One Hundred Dollars (\$100) per share of the Corporation.

5. The amendment of the Certificate of Incorporation as set forth herein was authorized by the Board of Directors of the Corporation in accordance with Section 502(d) of the Business Corporation Law.

IN WITNESS WHEREOF, we have subscribed and D.W. Farley has verified this Certificate this 15th day of December, 1993.


SHERWOOD J. RAFFERTY
Vice President


D.W. FARLEY
Secretary

STATE OF NEW YORK }
COUNTY OF TOMPKINS } ss.:

D.W. FARLEY, being duly sworn, deposes and says, that he is Vice President and Secretary of New York State Electric & Gas Corporation, the Corporation named in and described in the foregoing Certificate, that he has read and signed the foregoing Certificate and the statements contained therein are true.


D.W. FARLEY

Subscribed and sworn to before me this
15th day of December, 1993.



Notary Public

ALICE M. JORDAN
Notary Public State of New York
Qualified in Tompkins County
Commission expires 9/30/94

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, NY, December 16, 1993

CASE 93-NI-0744—Petition of New York State Electric & Gas Corporation for authority to issue and sell long-term debt, preferred stock and common stock pursuant to a multi-year financing plan and to negotiate a Revolving Credit Agreement.

* * * *

The Public Service Commission hereby consents to and approves this Certificate of Amendment of the Certificate of Incorporation of New York State Electric & Gas Corporation Pursuant to Section 805 of the Business Corporation Law, executed December 15, 1993, in accordance with the order of the Public Service Commission dated December 8, 1993.

By the Commission

Secretary

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, N.Y., December 16, 1993

CASE 93-M-0744 - Petition of New York State Electric & Gas Corporation for authority to issue and sell long-term debt, preferred stock and common stock pursuant to multi-year financing plan and to negotiate a Revolving Credit Agreement.

* * * *

The Public Service Commission hereby consents to and approves this Certificate of Amendment of the Certificate of Incorporation of New York State Electric & Gas Corporation under Section 805 of the Business Corporation Law, executed December 16, 1993, in accordance with the order of the Public Service Commission dated December 1, 1993.

By the Commission,


Secretary

NEW YORK STATE ELECTRIC & GAS CORPORATION

F93122000001

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

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STATE OF NEW YORK
DEPARTMENT OF STATE
FILED DEC 20 1993
TAX \$ _____
BY: PEM
Tomp. Co.

TORBIN AND DEMPF
100 STATE ST.
ALBANY, NY 12207.

Dec 20 9 53 AM '93

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State of New York }
Department of State } ss:

I hereby certify that I have compared the annexed copy with the original document filed by the Department of State and that the same is a correct transcript of said original.

DEC 10 1993

Witness my hand and seal of the Department of State on



Hil J. Stoffer

Secretary of State

F93121000029

NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, SHERWOOD J. RAFFERTY and D. W. FARLEY, a Vice President and the Secretary, respectively, of NEW YORK STATE ELECTRIC & GAS CORPORATION, do hereby certify as follows:

1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was the Ithaca Gas Light Company.

2. The date of filing of the Certificate of Incorporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.

3. The Certificate of Incorporation of the Corporation is amended to add a provision as authorized by subparagraph 12 of Section 801 of the Business Corporation Law stating the designations, preferences, privileges and voting powers of the shares of a series of the Serial Preferred Stock of the Corporation and the restrictions or qualifications thereof.

4. The provisions of the Certificate of Incorporation which contain the designations, preferences, privileges, voting powers, restrictions and qualifications of the Serial Preferred Stock of the Corporation are hereby amended to include the following:

(Q) The Board of Directors has designated Two Million (2,000,000) shares of Serial Preferred Stock as Adjustable Rate Serial Preferred Stock, Series B (Cumulative, \$25 Par Value) (hereinafter referred to as the Adjustable Rate Series B), and has fixed:

(1) The annual dividend rate for the shares of the Adjustable Rate Series B at 5.12% per annum for the first and second dividend periods ending December 31, 1993 and March 31, 1994, respectively, and at the Applicable Rate (as defined below), from time to time in effect, for each subsequent dividend period. However, the dividend rate for any dividend period shall in no event be less than 4.00% per annum or greater than 10.00% per annum. Dividends on the Adjustable Rate Series B shall be cumulative from the date of original issue.

Except as provided below in this paragraph, the "Applicable Rate" for any dividend period will be (a) the highest of the Treasury Bill Rate, the Ten Year Constant Maturity Rate and the Thirty Year Constant Maturity Rate (each as hereinafter defined) for such dividend period, multiplied by (b) 83%. In the event that the Corporation determines in good faith that for any reason one or more of such rates cannot be determined for any dividend period, then the Applicable Rate for such dividend period shall be (a) the higher of whichever of such rates can be determined, multiplied by (b) 83%. In the event that the Corporation determines in good faith that for any reason none of such rates can be determined for any dividend period, then the Applicable Rate for such dividend period shall be the Applicable Rate in effect for the preceding dividend period.

Except as provided below in this paragraph, the "Treasury Bill Rate" for each dividend period will be the arithmetic average of the two most recent weekly per annum market discount rates (or the one weekly per annum market discount rate, if only one such rate shall be published during the relevant Calendar Period (as defined below)) for three-month U.S. Treasury bills, as published weekly by the Federal Reserve Board during the Calendar Period immediately prior to the ten calendar days immediately preceding the last day of March, June, September or December, as the case may be, prior to the dividend period for which the dividend rate on the Adjustable Rate Series B is being determined. In the event that the Federal Reserve Board does not publish a weekly per annum market discount rate during any such Calendar Period, then the Treasury Bill Rate for the related dividend period shall be the arithmetic average of the two most recent weekly per annum market discount rates (or the one weekly per annum market discount rate, if only one such rate shall be published during the relevant Calendar Period) for three-month U.S. Treasury bills, as published weekly during such Calendar Period by any Federal Reserve Bank or by any U.S. Government department or agency selected by the Corporation. In the event that a per annum market discount rate for three-month U.S. Treasury bills shall not be published by the Federal Reserve Board or by any Federal Reserve Bank or by any U.S.

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Government department or agency during such Calendar Period, then the Treasury Bill Rate for such dividend period shall be the arithmetic average of the two most recent weekly per annum market discount rates (or the one weekly per annum market discount rate, if only one such rate shall be published during the relevant Calendar Period) for all of the U.S. Treasury bills then having maturities of not less than 80 nor more than 100 days, as published during such Calendar Period by the Federal Reserve Board or, if the Federal Reserve Board shall not publish such rates, by any Federal Reserve Bank or by any U.S. Government department or agency selected by the Corporation. In the event that the Corporation determines in good faith that for any reason no such U.S. Treasury bill rates are published as provided above during such Calendar Period, then the Treasury Bill Rate for such dividend period shall be the arithmetic average of the per annum market discount rates based upon the closing bids during such Calendar Period for each of the issues of marketable non-interest bearing U.S. Treasury securities with a maturity of not less than 80 nor more than 100 days from the date of each such quotation, as quoted daily for each business day in New York City (or less frequently if daily quotations shall not be generally available) to the Corporation by at least three recognized U.S. Government securities dealers selected by the Corporation. In the event that the Corporation determines in good faith that for any reason the Corporation cannot determine the Treasury Bill Rate for any dividend period as provided above in this paragraph, the Treasury Bill Rate for such dividend period shall be the arithmetic average of the per annum market discount rates based upon the closing bids during the related Calendar Period for each of the issues of marketable interest-bearing U.S. Treasury securities with a maturity of not less than 80 nor more than 100 days from the date of each such quotation, as quoted daily for each business day in New York City (or less frequently if daily quotations shall not be generally available) to the Corporation by at least three recognized U.S. Government securities dealers selected by the Corporation.

Except as provided below in this paragraph, the "Ten Year Constant Maturity Rate" for each dividend period shall be the arithmetic average of the two most recent weekly per annum Ten Year Average Yields (or the one weekly per annum Ten Year Average Yield, if only one such Yield shall be published during the relevant Calendar Period), as published weekly by the Federal Reserve Board during the Calendar Period immediately prior to the ten calendar days immediately preceding the last day of March, June, September or December, as the case may be, prior to the dividend period for which the dividend rate on the Adjustable Rate Series B is being determined. In the event that the Federal Reserve Board does not publish such a weekly per annum Ten Year Average Yield during such Calendar Period, then the Ten Year Constant Maturity Rate for such dividend period shall be the arithmetic average of the two most recent weekly per annum Ten Year Average Yields (or the one weekly per annum Ten Year Average Yield, if only one such Yield shall be published during such Calendar Period), as published weekly during such Calendar Period by any Federal Reserve Bank or by any U.S. Government department or agency selected by the Corporation. In the event that a per annum Ten Year Average Yield shall not be published by the Federal Reserve Board or by any Federal Reserve Bank or by any U.S. Government department or agency during such Calendar Period, then the Ten Year Constant Maturity Rate for such dividend period shall be the arithmetic average of the two most recent weekly per annum average yields to maturity (or the one weekly average yield to maturity, if only one such yield shall be published during such Calendar Period) for all of the actively traded marketable U.S. Treasury fixed interest rate securities (other than Special Securities (as defined below)) then having maturities of not less than eight nor more than twelve years, as published during such Calendar Period by the Federal Reserve Board or, if the Federal Reserve Board shall not publish such yields, by any Federal Reserve Bank or by any U.S. Government department or agency selected by the Corporation. In the event that the Corporation determines in good faith that for any reason the Corporation cannot determine the Ten Year Constant Maturity Rate for any dividend period as provided above in this paragraph, then the Ten Year Constant Maturity Rate for such dividend period shall be the arithmetic average of the per annum average yields to maturity based upon the closing bids during such Calendar Period for each of the issues of actively traded marketable U.S. Treasury fixed interest rate securities (other than Special Securities) with a final maturity date not less than eight nor more than twelve years from the date of each such quotation, as quoted daily for each business day in New York City (or less frequently if daily quotations shall not be generally available) to the

Corporation by at least three recognized U.S. Government securities dealers selected by the Corporation.

Except as provided below in this paragraph, the "Thirty Year Constant Maturity Rate" for each dividend period shall be the arithmetic average of the two most recent weekly per annum Thirty Year Average Yields (or the one weekly per annum Thirty Year Average Yield, if only one such Yield shall be published during the relevant Calendar Period), as published weekly by the Federal Reserve Board during the Calendar Period immediately prior to the ten calendar days immediately preceding the last day of March, June, September or December, as the case may be, prior to the dividend period for which the dividend rate on the Adjustable Rate Series B is being determined. In the event that the Federal Reserve Board does not publish such a weekly per annum Thirty Year Average Yield during such Calendar Period, then the Thirty Year Constant Maturity Rate for such dividend period shall be the arithmetic average of the two most recent weekly per annum Thirty Year Average Yields (or the one weekly per annum Thirty Year Average Yield, if only one such Yield shall be published during such Calendar Period), as published weekly during such Calendar Period by any Federal Reserve Bank or by any U.S. Government department or agency selected by the Corporation. In the event that a per annum Thirty Year Average Yield shall not be published by the Federal Reserve Board or by any Federal Reserve Bank or by any U.S. Government department or agency during such Calendar Period, then the Thirty Year Constant Maturity Rate for such dividend period shall be the arithmetic average of the two most recent weekly per annum average yields to maturity (or the one weekly per annum average yield to maturity, if only one such yield shall be published during such Calendar Period) for all of the actively traded marketable U.S. Treasury fixed interest rate securities (other than Special Securities) then having maturities of not less than twenty-eight nor more than thirty years, as published during such Calendar Period by the Federal Reserve Board or, if the Federal Reserve Board shall not publish such yields, by any Federal Reserve Bank or by any U.S. Government department or agency selected by the Corporation. In the event that per annum average yields to maturity for all of the actively traded marketable U.S. Treasury fixed interest rate securities (other than Special Securities) then having maturities of not less than twenty-eight nor more than thirty years shall not be published by the Federal Reserve Board or by any Federal Reserve Bank or by any U.S. Government department or agency during such Calendar Period, then the Thirty Year Constant Maturity Rate for such dividend period shall be determined in the manner specified in the preceding sentence based upon all of the actively traded marketable U.S. Treasury fixed interest rate securities (other than Special Securities) then having maturities of not less than twenty-five years or, in the absence of which, twenty years. In the event that the Corporation determines in good faith that for any reason the Corporation cannot determine the Thirty Year Constant Maturity Rate for any dividend period as provided above in this paragraph, then the Thirty Year Constant Maturity Rate for such dividend period shall be the arithmetic average of the per annum average yields to maturity based upon the closing bids during such Calendar Period for each of the issues of actively traded marketable U.S. Treasury fixed interest rate securities (other than Special Securities) with a final maturity date not less than twenty-eight nor more than thirty years (or, in the absence of which, having maturities of not less than twenty-five years or, in the further absence of which, twenty years) from the date of each such quotation, as quoted daily for each business day in New York City (or less frequently if daily quotations shall not be generally available) to the Corporation by at least three recognized U.S. Government securities dealers selected by the Corporation.

The Treasury Bill Rate, the Ten Year Constant Maturity Rate and the Thirty Year Constant Maturity Rate shall each be rounded to the nearest one-hundredth of a percentage point.

The amount of dividends per share payable for each dividend period shall be computed by dividing the dividend rate for such dividend period by four and applying such rate against the par value per share of the Adjustable Rate Series B. The amount of dividends payable for the initial dividend period or any period shorter than a full quarterly dividend period shall be computed on the basis of 30-day months and a 360-day year.

The dividend rate with respect to each dividend period will be calculated as promptly as practicable by the Corporation according to the appropriate method described herein. The mathematical accuracy of each such calculation will be confirmed in writing by independent

accountants of recognized standing. Except for the dividend rate for the initial dividend period and for the dividend period commencing January 1, 1994, the Corporation will cause each dividend rate to be published in a newspaper of general circulation in New York City prior to the commencement of the new dividend period to which it applies and will cause notice of such dividend rate to be enclosed with the dividend payment checks next mailed to the holders of the Adjustable Rate Series B.

As used herein, the term "Calendar Period" means a period of fourteen calendar days; the term "Special Securities" means securities which can, at the option of the holder, be surrendered at face value in payment of any Federal estate tax or which provide tax benefits to the holder and are priced to reflect such tax benefits or which were originally issued at a deep or substantial discount; the term "Ten Year Average Yield" means the average yield to maturity for actively traded marketable U.S. Treasury fixed interest rate securities (adjusted to constant maturities of ten years); and the term "Thirty Year Average Yield" means the average yield to maturity for actively traded marketable U.S. Treasury fixed interest rate securities (adjusted to constant maturities of thirty years).

(2) The redemption price for the shares of the Adjustable Rate Series B at \$27.50 per share if redeemed prior to December 1, 1998 and at \$25.00 per share if redeemed on or after December 1, 1998, together in each case with all dividends accrued and in arrears thereon to the date fixed for such redemption; provided, however, that the Corporation will not, prior to December 1, 1998, redeem any shares of the Adjustable Rate Series B if such redemption is a part, or in anticipation, of any refunding operation involving the application, directly or indirectly, of borrowed funds or the proceeds of an issue of any stock ranking superior to or on a parity with the Adjustable Rate Series B if such borrowed funds have an interest rate or cost to the Corporation, or such stock has a dividend rate or cost to the Corporation (calculated in each case in accordance with generally accepted financial practice), less than 5.24% per annum.

(3) The amount payable to the holders of the shares of the Adjustable Rate Series B in the event of any voluntary liquidation, dissolution or winding-up of the Corporation at amounts equal to the respective redemption prices per share specified in subparagraph (2) above, and the amount per share payable to the holders thereof in the event of any involuntary liquidation, dissolution or winding-up of the Corporation at \$25, together in each case with all dividends accrued and in arrears thereon to the date of such liquidation, dissolution or winding-up.

(4) The procedure for selection of shares of the Adjustable Rate Series B in the case of partial redemption. In every case of redemption of less than all of the outstanding shares of the Adjustable Rate Series B, the shares to be redeemed shall be selected *pro rata* as among the holders of record of shares of the Adjustable Rate Series B, in the same proportions, as nearly as possible, as the total number of shares of the Adjustable Rate Series B held by such holders, respectively, bears to all of the shares of the Adjustable Rate Series B then outstanding.

(5) The treatment of shares of the Adjustable Rate Series B purchased or redeemed by the Corporation. All shares of the Adjustable Rate Series B purchased or redeemed by the Corporation shall be cancelled, shall not be reissued as shares of the Adjustable Rate Series B, and shall constitute authorized but unissued shares of the Serial Preferred Stock with a par value of Twenty-Five Dollars (\$25) per share of the Corporation.

(6) The meaning of the term "dividends accrued and in arrears" when used with reference to any share of the Adjustable Rate Series B. The term "dividends accrued and in arrears," when used with reference to any share of the Adjustable Rate Series B, shall mean, whether or not in any period or periods there shall be earnings or surplus available for the payment of dividends, (i) an amount in dollars equal to the sum of the dividends payable for each dividend period on such share from the date of cumulation (as heretofore defined) for the shares of such series to the date as of which the computation of dividends accrued and in arrears is made, less (ii) the aggregate of all dividends theretofore paid, or deemed paid as heretofore provided, on such share.

5. The amendment of the Certificate of Incorporation as set forth herein was authorized by the Board of Directors of the Corporation in accordance with Section 502(d) of the Business Corporation Law.

IN WITNESS WHEREOF, we have subscribed and D.W. Farley has verified this Certificate this 8th day of December, 1993.

Sherwood J. Rafferty
SHERWOOD J. RAFFERTY
Vice President

D.W. Farley
D.W. FARLEY
Secretary

STATE OF NEW YORK } ss.:
COUNTY OF NEW YORK }

D.W. FARLEY, being duly sworn, deposes and says, that he is Vice President and Secretary of New York State Electric & Gas Corporation, the Corporation named in and described in the foregoing Certificate, that he has read and signed the foregoing Certificate and the statements contained therein are true.

D.W. Farley
D.W. FARLEY

Subscribed and sworn to before me this 8th day of December, 1993.

Leonard Blum
Notary Public

LEONARD BLUM
Notary Public, State of New York
No. 123456789
Qualified in Hamilton County
Certificate of Expiration March 31, 1995

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, NY, December 9, 1993

CASE 93-M-0744—Petition of New York State Electric & Gas Corporation for authority to issue and sell long-term debt, preferred stock and common stock pursuant to a multi-year financing plan and to negotiate a Revolving Credit Agreement.

* * * *

The Public Service Commission hereby consents to and approves this Certificate of Amendment of the Certificate of Incorporation of New York State Electric & Gas Corporation Pursuant to Section 805 of the Business Corporation Law, executed December 8, 1993, in accordance with the order of the Public Service Commission dated December 1, 1993.

By the Commission

Secretary

STATE OF NEW YORK
PUBLIC SERVICE COMMISSION

Albany, N. Y., December 8, 1993

CASE 93-M-0744 - Petition of New York State Electric & Gas Corporation for authority to issue and sell long-term debt, preferred stock and common stock pursuant to a multi-year financing plan and to negotiate a Revolving Credit Agreement.

* * * *

The Public Service Commission hereby consents to and approves this Certificate of Amendment of The Certificate of Incorporation of New York State Electric & Gas Corporation under Section 805 of the Business Corporation Law, executed December 8, 1993, in accordance with the order of the Public Service Commission dated December 1, 1993.

By the Commission,


Secretary

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NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK
DEPARTMENT OF STATE

FILED December , 1993

TAX \$ NONE

FILING FEE \$

Dec 10 11 55 AM '93

S-1207-1X

10005

STATE OF
DEPT
FILED DEC 10 1993
TAX \$
BY: MSA
Temp

931210000 301

Dec 10 11 55 AM '93

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NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, R. P. FAGAN and D. W. FARLEY, a Senior Vice President and the Secretary, respectively, of NEW YORK STATE ELECTRIC & GAS CORPORATION, do hereby certify as follows:

1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was the Ithaca Gas Light Company.

2. The date of filing of the Certificate of Incorporation of the Corporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.

3. The provisions of the Certificate of Incorporation of the Corporation, relating to the total number of authorized shares, as contained in ARTICLE 4 of the Restated Certificate of Incorporation of the Corporation filed October 25, 1988, are amended to read as follows:

4. The total number of shares which the Corporation may henceforth have is One Hundred Four Million Two Hundred Fifty-Five Thousand (104,255,000) of which Two Million Four Hundred Fifty-Five Thousand (2,455,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Serial Preferred Stock, Ten Million Eight Hundred Thousand (10,800,000) shares are to have a par value of Twenty-Five Dollars (\$25) per share and shall be Serial Preferred Stock (\$25 Par Value), One Million (1,000,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Preference Stock and Ninety Million (90,000,000) shares are to have a par value of Six Dollars Sixty-Six and Two-Thirds Cents (\$6.66 2/3) per share and shall be Common Stock.

4. This Amendment to the Certificate of Incorporation of the Corporation, which is being filed to make a change specified in paragraph (b) (7) of Section 801 of the Business Corporation Law, reduces in accordance with the provisions of paragraph (e) of Section 515 of the Business Corporation Law, the number of authorized shares of the Corporation as a result of the Corporation's:

- (a) purchase and cancellation in connection with the applicable sinking fund of Thirty-Three Thousand (33,000) shares of previously authorized and issued 9.00% Serial Preferred Stock of the Serial Preferred Stock of the Corporation, with a par value of One Hundred Dollars (\$100) per share, and
- (b) redemption and cancellation of Fifty-Two Thousand Five Hundred (52,500) shares of previously authorized and issued 9.00% Serial Preferred Stock of the Serial Preferred Stock of the Corporation with a par value of One Hundred Dollars (\$100) per share.

NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, R. P. FAGAN and D. W. FARLEY, a Senior Vice President and the Secretary, respectively, of NEW YORK STATE ELECTRIC & GAS CORPORATION, do hereby certify as follows:

1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was The Ithaca Gas Light Company.

2. The date of filing of the Certificate of Incorporation of the Corporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.

3. The provisions of the Certificate of Incorporation of the Corporation, relating to the total number of authorized shares, as contained in ARTICLE 4 of the Restated Certificate of Incorporation of the Corporation filed October 25, 1988, are amended to read as follows:

4. The total number of shares which the Corporation may henceforth have is One Hundred Four Million Three Hundred Forty Thousand Five Hundred (104,340,500) of which Two Million Five Hundred Forty Thousand Five Hundred (2,540,500) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Serial Preferred Stock, Ten Million Eight Hundred Thousand (10,800,000) shares are to have a par value of Twenty-Five Dollars (\$25) per share and shall be Serial Preferred Stock (\$25 Par Value), One Million (1,000,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Preference Stock and Ninety Million (90,000,000) shares are to have a par value of Six Dollars Sixty-Six and Two-Thirds Cents (\$6.66 $\frac{2}{3}$) per share and shall be Common Stock.

4. This Amendment to the Certificate of Incorporation of the Corporation, which is being filed to make a change specified in paragraph (b) (7) of Section 801 of the Business Corporation Law, reduces in accordance with the provisions of paragraph (e) of Section 515 of the Business Corporation Law, the number of authorized shares of the Corporation as a result of the Corporation's purchase and cancellation in connection with the applicable sinking fund requirement, of Sixteen Thousand Five Hundred (16,500) shares of previously authorized and issued 9.00% Serial Preferred Stock of the Serial Preferred Stock of the Corporation, with a par value of One Hundred Dollars (\$100) per share.

The Certificate of Incorporation of the Corporation prohibits the reissue of said shares.

5. The above amendment of the Certificate of Incorporation was authorized, in accordance with Section 515(e) of the Business Corporation Law, by vote of a majority of directors present at a meeting of the Board of Directors at which a quorum was present.

NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION
OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT
TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, R. P. FAGAN and D. W. FARLEY, a Senior Vice President and the Secretary, respectively, of NEW YORK STATE ELECTRIC & GAS CORPORATION, do hereby certify as follows:

1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was the Ithaca Gas Light Company.

2. The date of filing of the Certificate of Incorporation of the Corporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.

3. The amendments to the Certificate of Incorporation of the Corporation contained herein increase the aggregate number of shares which the Corporation is authorized to issue by authorizing 10,000,000 additional shares of Common Stock with a par value of Six Dollars Sixty-Six and Two-Thirds Cents (\$6.66 $\frac{2}{3}$) per share, permit the Corporation to engage in any lawful act or activity, make other minor changes to the corporate purposes provisions of the Certificate of Incorporation of the Corporation, and are authorized by paragraphs (b)(7) and (b)(2) of Section 801 of the Business Corporation Law.

4. The provisions of the Certificate of Incorporation of the Corporation, relating to the total number of authorized shares, as contained in ARTICLE 4 of the Restated Certificate of Incorporation of the Corporation filed October 25, 1988, are amended to read as follows:

4. The total number of shares which the Corporation may henceforth have is One Hundred Four Million Three Hundred Fifty-Seven Thousand (104,357,000) of which Two Million Five Hundred Fifty-Seven Thousand (2,557,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Serial Preferred Stock, Ten Million Eight Hundred Thousand (10,800,000) shares are to have a par value of Twenty-Five Dollars (\$25) per share and shall be Serial Preferred Stock (\$25 Par Value), One Million (1,000,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Preference Stock and Ninety Million (90,000,000) shares are to have a par value of Six Dollars Sixty-Six and Two-Thirds Cents (\$6.66 $\frac{2}{3}$) per share and shall be Common Stock.

5. The provisions of the Certificate of Incorporation of the Corporation, relating to the corporate purposes of the Corporation, as contained in ARTICLE 2 of the Restated Certificate of Incorporation of the Corporation filed October 25, 1988, are amended to read as follows:

2.(A) The objects of the Corporation are to be:

- (1) Manufacturing, producing, acquiring and supplying for public use electricity for light, heat and power, and for lighting streets, avenues, public parks and places and public and private buildings of cities, towns and villages, in the counties of Albany, Allegany, Bronx, Broome, Cattaraugus, Cayuga, Chautauqua, Chemung, Chenango, Clinton, Columbia, Cortland, Delaware, Dutchess, Erie, Essex, Franklin, Fulton, Genesee, Greene, Hamilton, Herkimer, Jefferson, Kings, Lewis, Livingston, Madison, Monroe, Montgomery, Nassau, New York, Niagara, Oneida, Onondaga, Ontario, Orange, Orleans, Oswego, Otsego, Putnam, Queens, Rensselaer, Richmond, Rockland, St. Lawrence, Saratoga, Schenectady, Schoharie, Schuyler, Seneca, Steuben, Suffolk, Sullivan, Tioga, Tompkins, Ulster, Warren, Washington, Wayne, Westchester, Wyoming, and Yates, within the State of New York.
- (2) Manufacturing, producing, acquiring and supplying for public use gas for light, heat and power, and for lighting streets and public and private buildings of cities, towns and villages, in the counties of Albany, Allegany, Bronx, Broome, Cattaraugus, Cayuga, Chautauqua, Chemung, Chenango, Clinton, Columbia, Cortland, Delaware, Dutchess, Erie, Essex, Franklin, Fulton, Genesee, Greene, Hamilton, Herkimer, Jefferson, Kings, Lewis, Livingston, Madison, Monroe, Montgomery, Nassau, New York, Niagara, Oneida, Onondaga, Ontario, Orange, Orleans, Oswego, Otsego, Putnam, Queens, Rensselaer, Richmond, Rockland, St. Lawrence, Saratoga, Schenectady, Schoharie, Schuyler, Seneca, Steuben, Suffolk, Sullivan, Tioga, Tompkins, Ulster, Warren, Washington, Wayne, Westchester, Wyoming, and Yates, within the State of New York.
- (3) Engaging in any lawful act or activity for which corporations may be organized under the Business Corporation Law of the State of New York, provided that any act or activity requiring the consent or approval of any state official, department, board, agency or other body shall not be engaged in without such consent or approval first being obtained.

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NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
NEW YORK STATE ELECTRIC & GAS CORPORATION
PURSUANT TO SECTION 805 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK

DEPARTMENT OF STATE

TAX \$33,333.33

FILING FEE \$60

FILED MAY 28, 1992

NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF THE CERTIFICATE OF INCORPORATION OF NEW YORK STATE ELECTRIC & GAS CORPORATION PURSUANT TO SECTION 805 OF THE BUSINESS CORPORATION LAW

We, R. P. FAGAN and D. W. FARLEY, a Senior Vice President and the Secretary, respectively, of NEW YORK STATE ELECTRIC & GAS CORPORATION, do hereby certify as follows:

1. The name of the Corporation is New York State Electric & Gas Corporation. The name under which it was originally incorporated was the Ithaca Gas Light Company.
2. The date of filing of the Certificate of Incorporation of the Corporation in the office of the Secretary of State of the State of New York was the 28th day of October, 1852.
3. The provisions of the Certificate of Incorporation of the Corporation, relating to the total number of authorized shares, as contained in ARTICLE 4 of the Restated Certificate of Incorporation of the Corporation filed October 25, 1988, are amended to read as follows:
 4. The total number of shares which the Corporation may henceforth have is Ninety-Four Million Three Hundred Fifty-Seven Thousand (94,357,000) of which Two Million Five Hundred Fifty-Seven Thousand (2,557,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Serial Preferred Stock, Ten Million Eight Hundred Thousand (10,800,000) shares are to have a par value of Twenty-Five Dollars (\$25) per share and shall be Serial Preferred Stock (\$25 Par Value), One Million (1,000,000) shares are to have a par value of One Hundred Dollars (\$100) per share and shall be Preference Stock and Eighty Million (80,000,000) shares are to have a par value of Six Dollars Sixty-Six and Two-Thirds Cents (\$6.66 $\frac{2}{3}$) per share and shall be Common Stock.

4. This Amendment to the Certificate of Incorporation of the Corporation, which is being filed to make a change specified in paragraph (b) (7) of Section 801 of the Business Corporation Law, reduces in accordance with the provisions of paragraph (e) of Section 515 of the Business Corporation Law, the number of authorized shares of the Corporation as a result of the Corporation's purchase and cancellation in connection with the applicable sinking fund requirement, of Sixteen Thousand Five Hundred (16,500) shares of previously authorized and issued 9.00% Serial Preferred Stock of the Serial Preferred Stock of the Corporation, with a par value of One Hundred Dollars (\$100) per share.

The Certificate of Incorporation of the Corporation prohibits the reissue of said shares.

5. The above amendment of the Certificate of Incorporation was authorized, in accordance with Section 515(e) of the Business Corporation Law, by vote of a majority of directors present at a meeting of the Board of Directors at which a quorum was present.

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NEW YORK STATE ELECTRIC & GAS CORPORATION

CERTIFICATE OF AMENDMENT OF
THE CERTIFICATE OF INCORPORATION OF
NEW YORK STATE ELECTRIC & GAS CORPORATION
PURSUANT TO SECTION 805 OF THE BUSINESS CORPORATION LAW

STATE OF NEW YORK

DEPARTMENT OF STATE

TAX \$ NONE

FILING FEE \$60

FILED October 15, 1991