

State of Idaho

Department of State.

AMENDED CERTIFICATE OF AUTHORITY OF CAL GAS-EAST, INC.

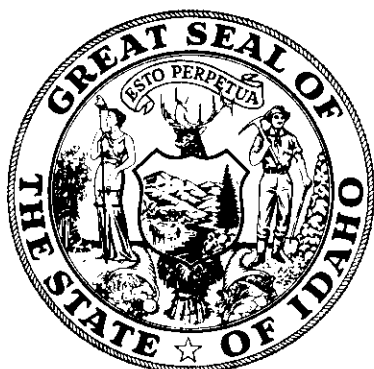
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of CAL GAS-EAST, INC.

_____ for an Amended Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Amended Certificate of Authority to CAL GAS CORPORATION

_____ to transact business in this State under the name CAL GAS CORPORATION and attach hereto a duplicate original of the Application for such Amended Certificate.

Dated February 11, 19 83.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

APPLICATION FOR AMENDED CERTIFICATE
OF AUTHORITY

To the Secretary of State of the State of Idaho:

Pursuant to Section 30-1-118, Idaho Code, the undersigned corporation hereby applies for an amended certificate of authority to transact business in the State of Idaho and for that purpose submits the following statement.

1. A Certificate of Authority was issued to the corporation by your office on November 22, 19 82, authorizing it to transact business in the State of Idaho under the name of CAL GAS-EAST, INC.

2. Its corporate name has been changed to CAL GAS CORPORATION

(Note: If the corporation name has not been changed, insert "No change.")

3. The name which it shall use hereafter in the State of Idaho is CAL GAS CORPORATION

Note: If the corporate name has been changed and the new name of the corporation does not contain the word "corporation," "company," "incorporated," or "limited," or any abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Idaho. If a professional service corporation, add the appropriate word in place of those listed above.)

4. It desires to pursue in the transaction of business in the State of Idaho purposes other than or in addition to those set forth in its prior application for certificate of authority, as follows:

No change

(Note: If no additional purposes are proposed, insert "No change.")

Dated January 21, 19 83

CAL GAS CORPORATION

By J. B. Morgan
Its Vice President

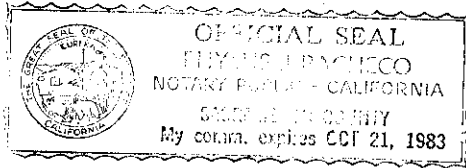
And D. A. Gault
D. A. Gault
Its Secretary

STATE OF CALIFORNIA)
COUNTY OF SACRAMENTO) ss:

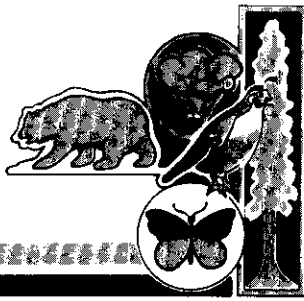
I, Phyllis J. Pacheco, a notary public, do hereby certify that on this 21st day of January, 19 83, personally appeared

before me J. B. Morgan, who being by me first duly sworn,
declared that he is the Vice President of _____
CAL GAS CORPORATION

that he signed the foregoing document as Vice President of the corporation and
that the statements therein contained are true.



Frydolfo Bachico
Notary Public



State of California

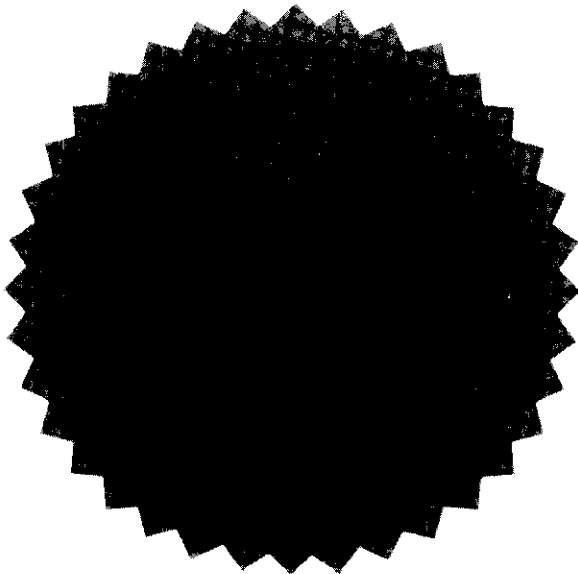
OFFICE OF THE SECRETARY OF STATE

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 the record on file, of which it purports to be a copy, and that it is full, true and correct.

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

FEB 2 1983



March Fong Eu

Secretary of State

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SURV

AGREEMENT OF MERGER
BETWEEN
ASHTABULA PROPANE CORP.
CAL GAS CORPORATION
CAL GAS-CLEAN AIR CENTER, INC.
CAL GAS ENERGY, INC.
CAL GAS-MIDWEST, INC.
CAL GAS-NORTHWEST, INC.
CAL GAS-ROCKY MOUNTAINS, INC.
CAL GAS-WEST, INC.
ELYRIA PROPANE CORP.
FUELGAS CORP.
PACIFIC GAS EQUIPMENT COMPANY
PROCARB CORP.
PROPANE LEASING CORP.
PROPANE STAND-BY & STORAGE CORPORATION
SERVAGAS CORP.
TANK LEASE CORPORATION
TRANSPORT SUPPLY, INC.
AND
(CAL GAS-EAST, INC.)

FILED
In the office of the Secretary of State
of the State of California
DEC 31 1982
MARCH FONG EU, Secretary of State
By Richard
Deputy

This Agreement of Merger is entered into between CAL GAS-EAST, INC., a California corporation (herein "Surviving Corporation") and ASHTABULA PROPANE CORP., an Ohio corporation, CAL GAS CORPORATION, a Delaware corporation, CAL GAS-CLEAN AIR CENTER, INC., a California corporation, CAL GAS ENERGY, INC. an Oklahoma corporation, CAL GAS-MIDWEST, INC. a California corporation, CAL GAS-NORTHWEST, INC., a California corporation, CAL GAS-ROCKY MOUNTAINS, INC., a California corporation, CAL GAS-WEST, INC., a California corporation, ELYRIA PROPANE CORP., an Ohio corporation, FUELGAS CORP., an Ohio corporation, PACIFIC GAS EQUIPMENT COMPANY, a California corporation, PROCARB CORP., an Ohio corporation, PROPANE LEASING CORP., an Ohio corporation, PROPANE STAND-BY & STORAGE CORPORATION,

an Ohio corporation, SERVAGAS CORP., an Ohio corporation, TANK LEASE CORPORATION, a California corporation and TRANSPORT SUPPLY, INC. an Ohio corporation (herein "Merging Corporations").

1. Merging Corporations shall be merged into Surviving Corporation.

2. Each outstanding share of Surviving Corporation shall remain outstanding.

3. The outstanding shares of Merging Corporations shall be canceled and no shares of Surviving Corporation shall be issued in exchange therefor.

4. Merging Corporations shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

5. The effect of the merger is as prescribed by law.


6. Surviving Corporation shall change its name by amending Article One of its Articles of Incorporation to read as follows:

"The name of the corporation shall be CAL GAS CORPORATION."

7. This agreement of merger shall become effective December 31, 1982.

IN WITNESS WHEREOF the parties have executed this Agreement on this 10th day of December 1982.

CAL GAS EAST, INC.

By 
J. R. McLeod, President

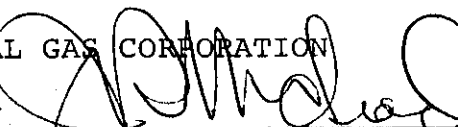
By 
D. A. Gault, Secretary

ASHTABULA PROPANE CORP.

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary

CAL GAS CORPORATION

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary

CAL GAS CLEAN AIR CENTER, INC.

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary


CAL GAS ENERGY, INC.

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary

CAL GAS-MIDWEST, INC.

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary

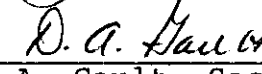
CAL GAS-NORTHWEST, INC.

By 
J. R. McLeod, President

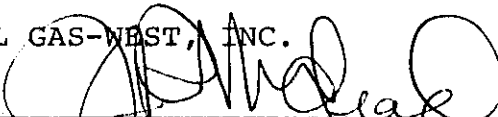
By 
D. A. Gault, Secretary

CAL GAS-ROCKY MOUNTAINS, INC.

By 
J. R. McLeod, President

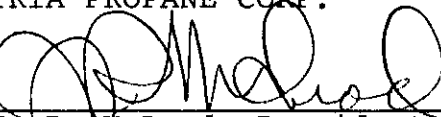
By 
D. A. Gault, Secretary

CAL GAS-WEST, INC.

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary

ELYRIA PROPANE CORP.

By 
J. R. McLeod, President

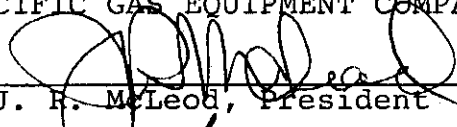
By 
D. A. Gault, Secretary

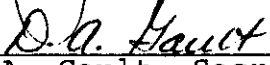
FUELGAS CORP.

By 
J. R. McLeod, President

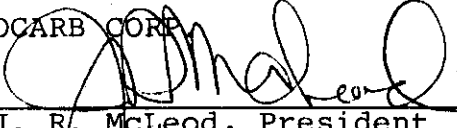
By 
D. A. Gault, Secretary


PACIFIC GAS EQUIPMENT COMPANY

By 
J. R. McLeod, President

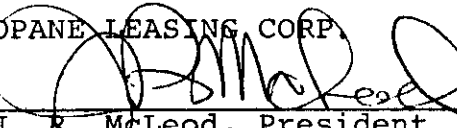
By 
D. A. Gault, Secretary


PROCARB CORP.

By 
J. R. McLeod, President

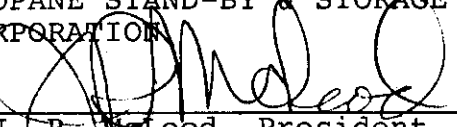
By 
D. A. Gault, Secretary


PROPANE LEASING CORP.

By 
J. R. McLeod, President

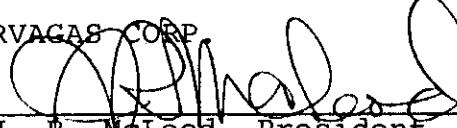
By 
D. A. Gault, Secretary


PROPANE STAND-BY & STORAGE
CORPORATION

By 
J. R. McLeod, President

By 
D. A. Gault, Secretary


SERVAGAS CORP.

By 
J. R. McLeod, President

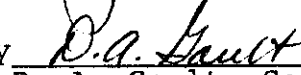
By 
D. A. Gault, Secretary

TANK LEASE CORPORATION

By



J. R. McLeod, President

By

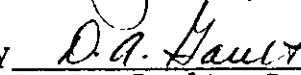

D. A. Gault, Secretary

TRANSPORT SUPPLY, INC.

By


J. R. McLeod, President

By


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-East, Inc., a California corporation.

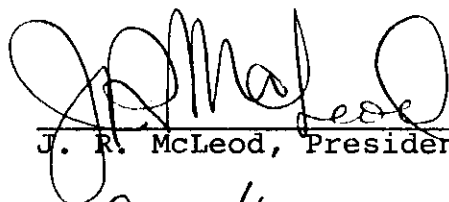
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 1,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82



J. R. McLeod, President



D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Ashtabula Propane Corp., an Ohio corporation.


2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 200 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas Corporation, a Delaware corporation.


2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.


3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 1,250,169.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Clean Air Center, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 5,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

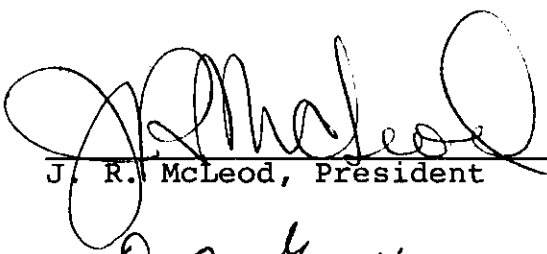
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

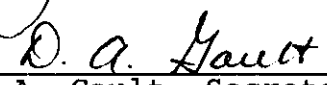
J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary,
respectively, of Cal Gas Energy, Inc., an Oklahoma
corporation.
2. The Agreement of Merger in the form attached was
duly approved by the board of directors and shareholders of
the corporation.
3. The shareholder approval was by the holders of 100%
of the outstanding shares of the corporation.
4. There is only one class of shares and the number of
shares outstanding is 50,000 .

We further declare under penalty of perjury under the laws
of the State of California that the matters set forth in
this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

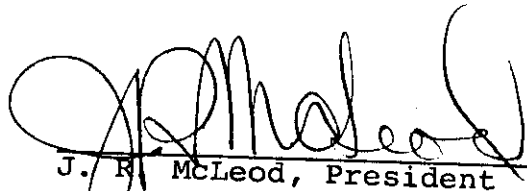
AGREEMENT OF MERGER


J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Midwest, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 6,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

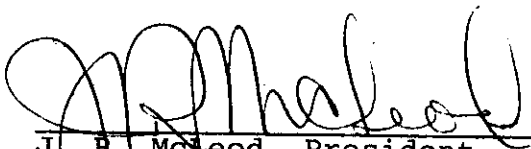
AGREEMENT OF MERGER


J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Northwest, Inc., a California corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 4,000.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-Rocky Mountains, Inc., a California corporation.

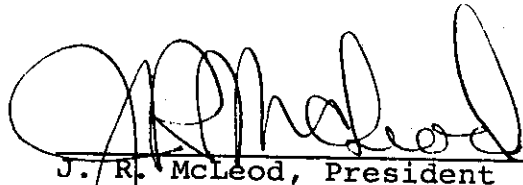
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 9,500.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Cal Gas-West, Inc., a California corporation.

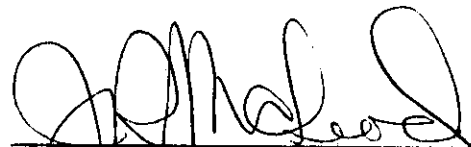
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 4,000 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Elyria Propane Corp., an Ohio corporation.

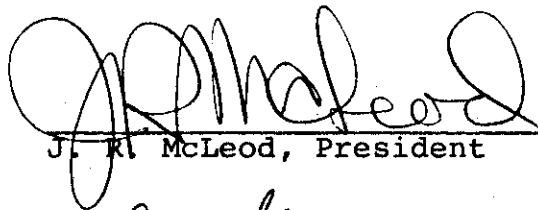
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 200 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary,
respectively, of Fuelgas Corp., an Ohio corporation.

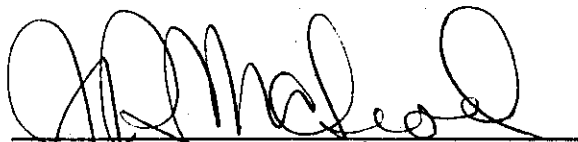
2. The Agreement of Merger in the form attached was
duly approved by the board of directors and shareholders of
the corporation.

3. The shareholder approval was by the holders of 100%
of the outstanding shares of the corporation.

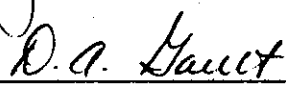
4. There is only one class of shares and the number of
shares outstanding is 200.

We further declare under penalty of perjury under the laws
of the State of California that the matters set forth in
this certificate are true and correct of our own knowledge.

Date: 12/10/82



J. R. McLeod, President



D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Pacific Gas Equipment Company, a California corporation.

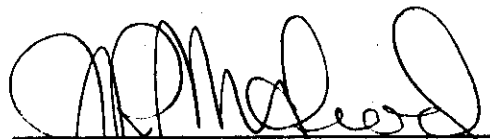
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.


4. There is only one class of shares and the number of shares outstanding is 2,205 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82



J. R. McLeod, President



D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF


AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:


1. They are the vice president and the secretary, respectively, of ProCarb Corp., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 100.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82



J. R. McLeod, Vice President



D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Propane Leasing Corp., an Ohio corporation.


2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82



J. R. McLeod, President

D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Propane Stand-By & Storage Corporation, an Ohio corporation.

2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.

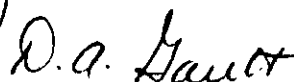
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

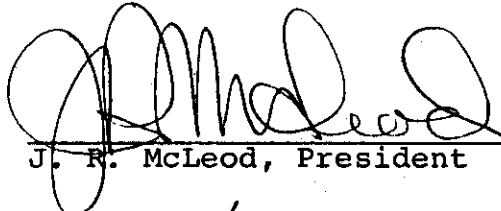
CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

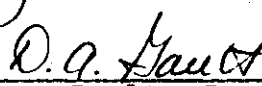
1. They are the president and the secretary, respectively, of Servagas Corp., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82



J. R. McLeod, President



D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

AGREEMENT OF MERGER

J. R. McLeod and D. A. Gault certify that:

1. They are the president and the secretary, respectively, of Tank Lease Corporation, a California corporation.


2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.


3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.

4. There is only one class of shares and the number of shares outstanding is 17,000 .

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, President


D. A. Gault, Secretary

CERTIFICATE OF APPROVAL

OF

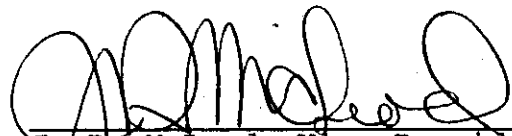
AGREEMENT OF MERGER

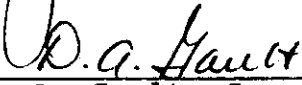
J. R. McLeod and D. A. Gault certify that:

1. They are the vice president and the secretary, respectively, of Transport Supply, Inc., an Ohio corporation.
2. The Agreement of Merger in the form attached was duly approved by the board of directors and shareholders of the corporation.
3. The shareholder approval was by the holders of 100% of the outstanding shares of the corporation.
4. There is only one class of shares and the number of shares outstanding is 200.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 12/10/82


J. R. McLeod, Vice President


D. A. Gault, Secretary