# P96000046701

C T CORPORATION SYSTEM Requestor's Name 660 East Jefferson Str Address	***************************************	1 (10 nini 1 1 bashila 46/03/96-401054-40 4444(0.00 - 44444)
Tallahannea, Florida City State Zip CORPORATION(	32301 Phono S) NAME	96 JJN -3
Constellation Energy Sprolle acticles NonProlle	Corporation  () Amendment	
) Limited Liability Company ) Foreign ) Limited Partnership ) Reinstatement ) Limited Liability Partnership ) Certified Copy	() Dissolution/Withd	() Merger () Mark () Other () Change of R.A. () Fictitious Name () CUS
) Call When Ready YWalk In	() Call if Problem () Will Walt	() After 4:30 CEPICK Up
Mall Out		

CR2E031 (1-89)

#### STATE OF FLORIDA

FILED 96 JUN -3 PM 2/41

#### ARTICLES OF INCORPORATION

LATE TO CLUM

OF

#### CONSTRULATION ENERGY CORPORATION

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: CONSTELLATION ENERGY CORPORATION

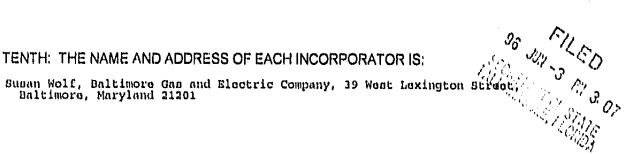
SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF
DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: Baltimore Gas and
Electric Company, 39 West Lexington Street, Baltimore, MD 21201 Attn: D.A. Brune
THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE
IS: 5,000 Shares Common Stock, without par value

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES. THE DESIGNA-

TION OF EACH C	LÀSS IS:		·
N/A			
			·
	STATEMENT OF THE PREF		S AND RELATIVE RIGHTS
CLASS	PREFERENCES	LIMITATIONS	RELATIVE RIGHTS
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*FIFTH: (a) OR SPECIAL CLA	IF THE CORPORATION IS SS IN SERIES, THE DESIGN	TO ISSUE THE SHARE NATION OF EACH SERIE	S OF ANY PREFERRED S IS:
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		<del>- 1</del>	· · · · · · · · · · · · · · · · · · ·
(*Optional)			

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SIX	TH: PROV	ISIONS G	RANTING I	PREEMPT	IVE RIGH	TS ARE:			
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See attach	ned.								
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DIRECTOR ADDRESSE	S OF TH ES OF TH EETING O	E CORP E PERSO F SHARE	ORATION NS WHO HOLDERS	IS three ARE TO S OR UNTIL	(3) SERVE A THEIR S	S DIREC	AND THE CTORS UNI SORS ARE	L BOARD NAMES A L THE FIR ELECTED A Nash.DC 200	ND RST ND

### TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:



THE UNDERSIGNED HAS (HAVE) EXE	CUTED THESE ARTICLES OF INCORPORATIO
THIS 2.3" DAY C	)F_May, 19_96
	In wy
	SIGNATURE/TITLE Susan Wolf, Incorporator
	SIGNATURE/TITLE
	SIGNATURE/TITLE
ACCEPTANCE BY THE REGISTERED 607.0501 (3) F.S.: CT CORPORATION S ACCEPTS THE OBLIGATIONS PROVIDE	O AGENT AS REQUIRED IN SECTION YSTEM IS FAMILIAR WITH AND D FOR IN SECTION 607.0505.
	CT CORPORATION SYSTEM
ATED 6-3 , 19 96	BY Comic Bryen
	Connie Bryan (TYPE NAME OF OFFICER)
	Spec. Asst. Secry.

## ARTICLES of INCORPORATION for CONSTELLATION ENERGY CORPORATION

SEVENTH: Other optional provisions:

The following provisions hereby are adopted for the purpose of defining, limiting and regulating the powers of the Company and of the directors and stockholders:

- (1) The Board of Directors of the Company hereby is empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class or classes, whether now or hereafter authorized, for such consideration as may be deemed advisable by the Board of Directors and without any action by the stockholders.
- (2) Each person made or threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Company, or, at its request, is or was a director or officer of another corporation, shall be indemnified by the Company (to the extent indemnification is not otherwise provided by insurance) against the liabilities, costs and expenses of every kind actually and reasonably incurred by him as a result of such action, suit or proceeding, or any threat thereof or any appeal thereon, but in each case only if and to the extent permissible under applicable common or statutory law, state or federal. The foregoing indemnity shall not be inclusive of other rights to which such person may stockholders be entitled.
- (3) A director or officer of the Company shall not be personally liable to the Company or its for monetary damages except (i) to the extent that it is proved that the person actually received an improper benefit or profit in money, property, or services for the amount of the benefit or profit in money, property, or services actually received; or (ii) to the extent that a judgment or other final adjudication adverse to the person is entered in a proceeding based on a finding in the proceeding that the person's action or failure to act was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding. It is the intent of this Article that the liability of directors and officers shall be limited to the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time.

## ARTICLES of INCORPORATION for CONSTELLATION ENERGY CORPORATION

Any repeal or modification of the foregoing paragraph by the stockholders of the Company shall not adversely affect any right or protection of a director or officer of the Company existing at the time of such repeal or modification.

amendment to these Articles of Incorporation which may now or hereafter be authorized by law, including any amendments changing the terms or contract rights, as expressly set forth in these Articles of Incorporation of any of its outstanding stock by classification, reclassification or otherwise; but no such amendment which changes such terms or contract rights of any of this outstanding stock shall be valid unless such amendment shall have been authorized by not less than a majority of the aggregate number of the votes entitled to be cast thereon, by a vote at a meeting or in writing with or without a meeting.

The enumeration and definition of particular powers of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to or inference from the terms of any other clause of this or any other Article of these Articles of Incorporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the general laws of the State of Florida now or hereafter in force.