

P96000046701

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name  
660 East Jefferson Street

Address  
Tallahassee, Florida 32301

City State Zip Phone

CORPORATION(S) NAME

Constellation Energy Corporation

Profit Articles

NonProfit

Limited Liability Company

Foreign

Amendment

Dissolution/Withdrawal

Merger

Mark

Limited Partnership

Reinstatement

Limited Liability Partnership

Certified Copy

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Photo Copies

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FILED  
95 JUN -3 PM 2:45  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

FILED  
96 JUN -3 PM 2:41  
TALLAHASSEE, FLORIDA

CONSTELLATION 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. Bruno

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 DESIGNATION OF EACH CLASS IS:

N/A \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

See attached.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS c/o CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD,  
CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS three (3), AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Ellen Sheriff Rogers, 1900 Pennsylvania Ave., N.W. Wash.DC 20068  
Thomas E. Ruszin, Jr. 39 West Lexington Street, Balt., MD 21201  
Susan Wolf 39 West Lexington Street, Balt., MD 21201

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Susan Wolf, Baltimore Gas and Electric Company, 39 West Lexington Street,  
Baltimore, Maryland 21201

FILED  
96 JUN -3 PM 3:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 23<sup>rd</sup> DAY OF May, 1996.

*Susan Wolf*  
SIGNATURE/TITLE  
Susan Wolf, Incorporator

\_\_\_\_\_  
SIGNATURE/TITLE

\_\_\_\_\_  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED 6-3, 1996

BY Connie Bryan

Connie Bryan  
(TYPE NAME OF OFFICER)

Spec. Asst. Secy.  
(TITLE OF OFFICER)

**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.

(4) The Company reserves the right from time to time to make any 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.