



Prescribed by **J. Kenneth Blackwell**

Please obtain fee amount and mailing instructions from the **Forms Inventory List** (using the 3 digit form # located at the bottom of this form). To obtain the **Forms Inventory List** or for assistance, please

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Central Ohio: (614)-466-3910 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

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☒ Yes

CERTIFICATE OF AMENDMENT BY SHAREHOLDERS TO ARTICLES OF

Ohio Edison Company

(Name of Corporation)

260438

(charter number)

Nancy C. Ashcom, who is the Secretary

of the above named Ohio corporation organized for profit, does hereby certify that: (Please check the appropriate box and complete the appropriate statements.)

☐ a meeting of the shareholders was duly called and held on _____, at which meeting a quorum the shareholders was present in person or by proxy, and that by the affirmative vote of the holders of shares entitling them to exercise _____ % of the voting power of the corporation,

☒ in a writing signed by all the shareholders who would be entitled to notice of a meeting held for that purpose, the following resolution to amend the articles was adopted:

Please see attached.

RECEIVED

NOV 12 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

IN WITNESS WHEREOF, the above named officer, acting for and on behalf of the corporation, has hereunto subscribed her name on 11-18-99
(gender)

By: Nancy C. Ashcom

Title: _____

Secretary

Certificate of Amendment by Directors of Ohio Edison
November 10, 1999
Attachment

The Fourth Article of the Company's Amended Articles of Incorporation should be deleted in its entirety and replaced with the following:

FOURTH: The maximum number of shares which the Corporation is authorized to have outstanding is one hundred ninety-seven million (197,000,000), of which six million (6,000,000) are to have a par value of One Hundred Dollars (\$100) per share, eight million (8,000,000) are to have a par value of Twenty-five Dollars (\$25) per share, and one hundred eight-three million (183,000,000) are to have no par value. The shares so authorized are to be classified as follows:

(a) DESIGNATION OF CLASSES.

Preferred Stock, Six million (6,000,000) shares, with a par value of \$100 per share;

Class A Preferred Stock, Eight million (8,000,000) shares, with a par value of Twenty-five Dollars (\$25) per share;

Preference Stock, Eight million (8,000,000) shares, with no par value;

Common Stock, One hundred seventy-five million (175,000,000) shares, with no par value.

(b) EXPRESS TERMS AND PROVISIONS OF CLASSES.

See Exhibit A attached hereto which is made a part hereof as though fully set forth at this place.

OTHER PROVISIONS

Rights of Directors in Declaring Dividends:

A director shall be fully protected in relying in good faith upon the books of account of the Corporation or statements prepared by any of its officials as to the value and amount of the assets, liabilities and/or net profits of the Corporation, or any other facts pertinent to the existence and amount of surplus or other funds from which dividends might properly be declared and paid.

Rights to Treat Registered Holders as Owners:

The Corporation shall be entitled to treat the person in whose name any share, right or option is registered as the owner thereof, for all purposes, and shall not be bound to recognize any equitable or other claim to or interest in such share, right or option on the part of any other person, whether or not the Corporation shall have notice thereof, save as may be expressly provided by the laws of the State of Ohio.



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CORPORATIONS ONLY	
☒	EXPEDITE SERVICE

CORRESPONDENCE

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

RECEIVED

PORTER, WRIGHT, MORRIS & ARTHUR
NAME OF YOUR FIRM OR COMPANY

NOV 12 1999

J. KENNETH BLACKWELL
SECRETARY OF STATE

JOAN SANT
ATTN

41 S. HIGH STREET
STREET ADDRESS

COLUMBUS, OHIO 43215
CITY STATE ZIP

614-227-2039
TELEPHONE

UCC ONLY	
☐ MAIL	☐ PICK UP
IF NOT CHECKED, IT WILL BE MAILED	

	DATE	DOCUMENT NO	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
1.	11/16/1999	199931902034	AMD DOMESTIC/AMENDMENT TO ARTICLES	35.00	10.00	0.00	0.00	0.00
			TOTAL	35.00	10.00	0.00	0.00	0.00

Return To:
PORTER,WRIGHT,MORRIS & ARTHUR
ATTN J SANT
41 S HIGH ST
COLUMBUS, OH 43215-0000

-----cut along the dotted line-----



The State of Ohio
Certificate

Secretary of State - J. Kenneth Blackwell

26043B

It is hereby certified that the Secretary of State of Ohio has custody of the business records for OHIO EDISON COMPANY and that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
199931902034

United States of America
State of Ohio
Office of the Secretary of State



Witness my hand and the seal of the Secretary
of State at Columbus, Ohio, This 12th day of
November, A.D. 1999

J. Kenneth Blackwell
J. Kenneth Blackwell
Secretary of State