



DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
12/27/2007	200736100660	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
4400 EASTON COMMONS WAY, SUITE 125
ATTN: TIMOTHY ROBERSON
COLUMBUS, OH 43219

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner**15974**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

THE TOLEDO EDISON COMPANY

and, that said business records show the filing and recording of:

Document(s)

DOMESTIC/AMENDED RESTATED ARTICLES

Document No(s):

200736100660

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 18th day of December,
A.D. 2007.

Ohio Secretary of State



Prescribed by:

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

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)

Mail Form to one of the Following:

- ☐ Yes PO Box 1390
Columbus, OH 43216
*** Requires an additional fee of \$100 ***
- ☒ No PO Box 1028
Columbus, OH 43216

**Certificate of Amendment by
Shareholders or Members
(Domestic)
Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit ☒ Amended (122-AMAP)	PLEASE READ INSTRUCTIONS ☐ Amendment (125-AMDS)	(2) Domestic Nonprofit ☐ Amended (128-AMAN)	☐ Amendment (128-AMD)
---	---	---	---

Complete the general information in this section for the box checked above.

Name of Corporation THE TOLEDO EDISON COMPANY

Charter Number 15974

Name of Officer Edward J. Udovich

Title Assistant Corporate Secretary

☒ Please check if additional provisions attached.

The above named Ohio corporation, does hereby certify that:

- ☐ A meeting of the ☐ shareholders ☐ directors (*nonprofit amended articles only*)
- ☐ members was duly called and held on _____
(Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise _____ % as the voting power of the corporation.

- ☒ In a writing signed by all of the ☒ shareholders ☐ directors (*non-profit amended articles only*)
- ☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked. If an amendment box is checked, complete the areas that apply.	
FIRST:	The name of the corporation is: <u>THE TOLEDO EDISON COMPANY</u>
SECOND:	The place in the State of Ohio where its principal office is located is in the City of: <u>Akron</u> <u>Summit</u> (city, village or township) (county)
THIRD:	The purposes of the corporation are as follows: A. The production, generation, manufacture, transmission, transportation, distribution, furnishing, and supply of electricity to or for the public; and B. To engage in any other lawful act or activity for which a corporation may be formed under the Ohio General Corporation Law, Chapter 1701 of the Ohio Revised Code.
FOURTH:	The number of shares which the corporation is authorized to have outstanding is: <u>see attached</u> (Does not apply to box (2))

REQUIRED
 Must be authenticated
 (signed) by an authorized
 representative
 (See instructions)

E. Udovich
 Authorized Representative
Edward J. Udovich, Assistant Corporate Secretary
(Print Name)

12/17/2007
 Date

Authorized Representative
(Print Name)

Date

THE TOLEDO EDISON COMPANY
Amended and Restated Articles of Incorporation
Additional Provisions

FOURTH: The aggregate number of shares which the Corporation is authorized to issue shall be eighty million (80,000,000) shares, classified as follows:

- A. **Common Stock**, sixty million (60,000,000) shares, with a par value of five dollars (\$5) per share;
- B. **Cumulative Preferred Stock**, three million (3,000,000) shares, with a par value of one hundred dollars (\$100) per share;
- C. **Cumulative Preferred Stock**, twelve million (12,000,000) shares, with a par value of twenty-five dollars (\$25) per share; and
- D. **Preference Stock**, five million (5,000,000) shares, with a par value of twenty-five dollars (\$25) per share.

FIFTH: The Board of Directors may adopt an amendment to these Articles of Incorporation determining, in whole or in part, the express terms, within the limits set forth in these Articles of Incorporation or the Ohio General Corporation Law, of any class of shares before the issuance of any shares of that class, or of one or more series within a class before the issuance of shares of that series; including, without limitation, division of shares into classes or into series within any class or classes, determination of the designation and the number of shares of any class or series, and the determination of the relative voting rights, preferences, limitations, rights to dividends, conversion rights, redemption rights, stated value, and other special rights of the shares of any class or series.

SIXTH: The Corporation may wind up its affairs and dissolve pursuant to a resolution adopted, at a meeting of shareholders called for such purpose, by the affirmative vote of the holders of record of shares entitling them to exercise the majority of the voting power of the Corporation.

SEVENTH: The Corporation may purchase its shares, regardless of class, from time to time, to such extent, in such manner, and upon such terms as its Board of Directors shall determine; provided, however, that the Corporation shall not purchase any of its shares if, after such purchase, its assets would be less than its liabilities plus stated capital.

EIGHTH: The shareholders shall have no right to vote cumulatively in the election of Directors.

- NINTH:** Sections 1701.70(B)(6) through (10) of the Ohio Revised Code shall apply to the Corporation. Thus, as provided in ORC §§ 1701.70(B)(6) through (10) and subject to the terms thereof, the Board of Directors may adopt amendments to these Articles of Incorporation: (a) changing the name of the Corporation; (b) changing the location of the principal office of the Corporation; (c) increasing proportionately the authorized number of shares of a class of shares for the purpose of a dividend or distribution to be paid in shares of that class; (d) changing shares of a class of shares into a greater number of shares of that class and increasing proportionately the authorized number of shares of that class for the purpose of a stock split; or (e) decreasing the par value of shares of a class of shares to the extent necessary to prevent an increase in the aggregate par value of the shares of that class in the event of and concurrently with the adoption of an amendment as described in clauses (c) and (d) above for the purpose of a share dividend or stock split. *[Ohio Rev. Code §1701.70(D)]*
- TENTH:** These Amended and Restated Articles of Incorporation take the place of and supersede the existing articles of incorporation as previously amended.