

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
10/13/92

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H0454-1352

CORPORATION:

DOCUMENT NUMBER	CODE	FEE
92100219901	AMD	35.00

THE TOLEDO EDISON COMPANY

032392

RETURN TO: CENTERION ENERGY
ATTN B A SMITH
6200 OAK TREE BLVD
INDEPENDENCE OH 44131

0268

H454-1353



The State of Ohio

Bob Taft

Secretary of State

15974

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Fillings; that said records show the filing and recording of: **AMD**

of:

THE TOLEDO EDISON COMPANY

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

Recorded on Roll H454 at Frame 1354 of
the Records of Incorporation and Miscellaneous Fillings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 2ND day of OCT

A.D. 19 92 .



Bob Taft
Bob Taft
Secretary of State

HC454-1354

15974
APPROVED
BY RB
DATE 10/2/92
FEE \$35.00
RECEIVED 10-7

CERTIFICATE OF AMENDMENT
to
AMENDED ARTICLES OF INCORPORATION
of
THE TOLEDO EDISON COMPANY

Adopting the Express Terms of the Cumulative Preference Stock

RECEIVED

OCT 2 1992

BOB TAFT
SECRETARY OF STATE

Adopted by the Sole Common Share Owner
on September 30, 1992
and filed with the Secretary of State of Ohio
on October 2, 1992

Edgar H. Maugans, Vice President and Chief Financial Officer, and Janis T. Percio, Assistant Secretary, of The Toledo Edison Company, an Ohio corporation (hereinafter called the "Corporation"), with its principal place of business located in Toledo, Lucas County, Ohio, hereby do certify that in a writing approved and executed on behalf of the sole common share owner of the Corporation pursuant to Section 1701.54 of the Revised Code of Ohio, the following resolutions to amend the Amended Articles of Incorporation of the Corporation were adopted on the 30th day of September, 1992, the vote or action of no other outstanding shares of any class or series of stock being required by the Amended Articles of Incorporation of the Corporation or by law:

RESOLVED, that the phrase "Cumulative Preference Stock" set forth in Article FOURTH be and it hereby is amended by replacing each such phrase with the phrase "Preference Stock"; and further

RESOLVED, that the description under the heading "Cumulative Preference Stock" of Article FOURTH be and it hereby is deleted and replaced in its entirety by the following:

PREFERENCE STOCK

The Preference Stock will have the following express terms:

1. Preferences; Series. The Preference Stock shall rank junior to the Cumulative Preferred Stock as to the payment of dividends and as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation. The Preference Stock may be issued from time to time in one or more series. All shares of Preference Stock shall be of equal rank and shall be identical, except in respect of the matters that may be fixed by the Board of Directors as hereinafter provided, and each share of a series shall be identical with all other shares of such series, except as to the date from which dividends are cumulative. Subject to the provisions of paragraphs 2 through 7, inclusive, of this Article FOURTH, which provisions shall apply to all Preference Stock, the Board of Directors hereby is authorized to cause such shares to be issued in one or more series and with respect to each such series to determine and fix prior to the issuance thereof (and thereafter, to the extent provided in Clause (b) of this paragraph) the following:

- (a) The designation of the series, which may be by distinguishing number, letter or title;

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- (b) The number of shares of the series, which number the Board of Directors may (except where otherwise provided in the creation of the series) increase or decrease from time to time before or after the issuance thereof (but not below the number of shares thereof then outstanding);
- (c) The annual dividend rate or rates of the series;
- (d) The dates on which and the period or periods for which dividends, if declared, shall be payable and the date or dates from which dividends shall accrue and be cumulative;
- (e) The redemption rights and price or prices, if any, for shares of the series;
- (f) The terms and amount of the sinking fund, if any, for the purchase or redemption of shares of the series;
- (g) The amounts payable on shares of the series in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, which may be different for voluntary and involuntary liquidation, dissolution or winding up;
- (h) Whether the shares of the series shall be convertible into Common Stock or shares of any other class ranking junior to the Preference Stock or any series of the same class of stock of the Corporation, and, if so, the conversion rate or rates or price or prices, any adjustments thereof and all other terms and conditions upon which such conversion may be made; and
- (i) Restrictions (in addition to those set forth in paragraph 5, Clauses (d) and (e) of this Article FOURTH) on the issuance of shares of the same series or of any other class or series.

The Board of Directors is authorized to adopt from time to time amendments to these Articles fixing, with respect to each such series, the matters described in Clauses (a) through (i), inclusive, of this paragraph.

2. Dividends.

- (a) The holders of Preference Stock of each series, subject to the prior preference with respect to dividends upon Cumulative Preferred Stock set forth in paragraph B of this Article FOURTH and in preference to the holders of Common Stock and of any other class of shares ranking junior to the Preference Stock, shall be entitled to receive out of any funds legally available, and when and as declared by the Board of Directors, dividends in cash at the rate or rates for such series fixed in accordance with the provisions of paragraph 1 of this Article FOURTH and no more, payable on the dates fixed for such series. Such dividends shall be cumulative, in the case of shares of each particular series, from and after the date or dates fixed with respect to such series. No dividends shall be paid upon or declared or set apart for any series of the Preference Stock for any dividend period unless at the same time a like proportionate dividend for the dividend periods terminating on the same or any earlier date, ratably in proportion to the respective annual dividend rates fixed therefor,

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shall have been paid upon or declared or set apart for all Preference Stock of all series then issued and outstanding and entitled to receive such dividend.

- (b) So long as any Preference Stock shall be outstanding no dividend, except a dividend payable in Common Stock or other shares ranking junior to the Preference Stock, shall be paid or declared or any distribution be made, except as aforesaid, in respect of the Common Stock or any other shares ranking junior to the Preference Stock, nor shall any Common Stock or any other shares ranking junior to the Preference Stock be purchased, retired or otherwise acquired by the Corporation, except out of the proceeds of the sale of Common Stock or other shares of the Corporation ranking junior to the Preference Stock received by the Corporation subsequent to the date of first issuance of Preference Stock of any series unless:

- (1) All accrued and unpaid dividends on Preference Stock, including the full dividends for all current dividend periods, shall have been declared and paid or a sum sufficient for payment thereof set apart; and
- (2) There shall be no arrearages with respect to the redemption of Preference Stock of any series from any sinking fund provided for shares of such series in accordance with the provisions of paragraph 1 of this Article FOURTH.

3. Redemption.

- (a) Subject to the express terms of each series and to the provisions of paragraph 5(d)(2) of this Article FOURTH, the Corporation:

- (1) May, from time to time at the option of the Board of Directors, redeem all or any part of any redeemable series of Preference Stock at the time outstanding at the applicable redemption price for such series fixed in accordance with the provisions of paragraph 1 of this Article FOURTH; and
- (2) Shall, from time to time, make such redemptions of each series of Preference Stock as may be required to fulfill the requirements of any sinking fund provided for shares of such series at the applicable sinking fund redemption price fixed in accordance with the provisions of paragraph 1 of this Article FOURTH;

and shall in each case pay all accrued and unpaid dividends to the redemption date.

- (b) (1) Notice of every such redemption shall be mailed, postage prepaid, to the holders of record of the Preference Stock to be redeemed at their respective addresses then appearing on the books of the Corporation, not less than 30 days nor more than 90 days prior to the date fixed for such redemption, or such other time prior thereto as the Board of Directors shall fix for any series, pursuant to paragraph 1(e) of this Article FOURTH prior to the issuance thereof. At any time after notice as provided above has been deposited in the mail, the Corporation may deposit the aggregate redemption price of the shares of

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Preference Stock to be redeemed, together with accrued and unpaid dividends thereon to the redemption date, with any bank or trust company in Ohio or New York, New York, having capital and surplus of not less than \$25,000,000, named in such notice, directed to be paid to the respective holders of the shares of Preference Stock so to be redeemed, in amounts equal to the redemption price of all shares of Preference Stock so to be redeemed, on surrender of the stock certificate or certificates held by such holders; and upon the deposit of such notice in the mail and the making of such deposit of money with such bank or trust company, such holders shall cease to be stockholders with respect to such shares; and from and after the time such notice shall have been so deposited and such deposit of money shall have been so made, such holders shall have no interest in or claim against the Corporation with respect to such shares, except only the right to receive such money from such bank or trust company without interest or to exercise, before the redemption date, any unexpired privileges of conversion. In the event less than all of the outstanding shares of Preference Stock are to be redeemed, the Corporation shall select by lot or pro rata, as the Board of Directors may determine, the shares so to be redeemed in such manner as shall be prescribed by the Board of Directors.

- (2) If the holders of shares of Preference Stock which have been called for redemption shall not, within 6 years after such deposit, claim the amount deposited for the redemption thereof, any such bank or trust company shall, upon demand, pay over to the Corporation such unclaimed amounts and thereupon such bank or trust company shall be relieved of all responsibility in respect thereof and to such holders.
- (c) Except as otherwise provided in paragraph 5(d)(2) of this Article FOURTH, the Corporation may also from time to time purchase or otherwise acquire, for a consideration, shares of its outstanding Preference Stock of any series.
- (d) Any shares of Preference Stock which are (1) redeemed by the Corporation pursuant to the provisions of this paragraph, (2) purchased and delivered in satisfaction of any sinking fund requirements provided for shares of such series, (3) converted in accordance with the express terms thereof, or (4) otherwise acquired by the Corporation, shall resume the status of authorized but unissued shares of Preference Stock without serial designation.

4. Liquidation.

- (a) Subject to the prior preference with respect to distributions to holders of Cumulative Preferred Stock in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation:
 - (1) The holders of Preference Stock of any series shall, in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, be entitled to receive in full out of the assets of the Corporation, including

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its capital, before any amount shall be paid or distributed among the holders of the Common Stock or any other shares ranking junior to the Preference Stock, the amounts fixed with respect to shares of such series in accordance with paragraph 1 of this Article FOURTH, plus an amount equal to all dividends accrued and unpaid thereon to the date of payment of the amount due pursuant to such liquidation, dissolution or winding up of the affairs of the Corporation; and in the event the net assets of the Corporation legally available therefor are insufficient to permit the payment upon all outstanding shares of Preference Stock of the full preferential amount to which they are respectively entitled, then such net assets shall be distributed ratably upon outstanding shares of Preference Stock in proportion to the full preferential amount to which each such share is entitled; and

- (2) After payment to the holders of Preference Stock of the full preferential amounts as aforesaid, the holders of Preference Stock, as such, shall have no right or claim to any of the remaining assets of the Corporation.
- (b) The merger or consolidation of the Corporation into or with any other corporation, the merger of any other corporation into it, or the sale, lease or conveyance of all or substantially all the property or business of the Corporation, shall not be deemed to be a dissolution, liquidation or winding up for the purposes of this paragraph.
- (c) Nothing in this paragraph 4 of this Article FOURTH shall be deemed to prevent the purchase, acquisition or other retirement by the Corporation of any shares of its outstanding stock as now or in the future authorized or permitted by the laws of the State of Ohio.

5. Voting.

- (a) The holders of Preference Stock shall have no voting rights, except as provided in this paragraph 5 or required by law.
- (b) (1) If and when dividends payable on the Preference Stock shall be in default in an amount equivalent to four full quarterly dividends on all shares of Preference Stock then outstanding and until all dividends then in default on the Preference Stock shall have been paid, the record holders of a majority of the voting power of the shares of Preference Stock then outstanding, voting separately as one class, shall be entitled, at each meeting of the stockholders at which directors are elected, to elect two directors, subject to the prior rights of the holders of Cumulative Preferred Stock as hereinbefore provided in this Article FOURTH. The record holders of the shares of Common Stock, voting separately as a class, shall be entitled at any such meeting to elect the remaining directors of the Corporation. The term of office of each director of the Corporation shall terminate upon the election of his successor. At each election of directors by a class vote pursuant to the provisions of this Clause the class first electing the directors which it is entitled to elect shall name the directors who are to be succeeded by the directors then elected by such class,

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whereupon the term of office of the directors so named shall terminate. The term of office of the directors not so named shall terminate upon the election by the other classes of the numbers of directors which they are entitled to elect.

- (2) If and when all dividends then in default on the Preference Stock then outstanding shall be paid, the holders of the shares of the Preference Stock shall thereupon be divested of the special right with respect to the election of directors provided in the foregoing paragraph, and the voting power of holders of shares of the Preference Stock shall revert to the status existing before the occurrence of such default, but always subject to the same provisions for vesting such special right in the Preference Stock in case of further like default or defaults in dividends thereon. Dividends shall be deemed to have been paid, as that term is used in this Clause, whenever such dividends shall have been declared and paid, or declared and provision made for the payment thereof, or whenever there shall be surplus and net profits of the Corporation legally available for the payment thereof which shall have accrued since the date of the default giving rise to such special voting rights.
- (3) In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Preference Stock, voting separately as a class, or of a vacancy in the office of his or her successor appointed as below provided, the remaining director so elected may elect a successor to hold office for the unexpired term of the director whose place shall be vacant. Likewise, in case of any vacancy in the office of a director occurring among the directors not elected by the holders of the Cumulative Preferred Stock or the Preference Stock, or of a vacancy in the office of his or her successor appointed as below provided, the remaining directors not elected by the holders of the Cumulative Preferred Stock or the Preference Stock, by affirmative vote of a majority thereof, or the remaining such director if there be but one, may elect a successor or successors to hold office for the unexpired term of the director or directors whose place or places shall be vacant.
- (4) The aforesaid right of the holders of Preference Stock of the Corporation to vote separately for the election of members of the Board of Directors may be exercised at any annual meeting of stockholders of the Corporation or, within the limitations herein provided, at a special meeting of stockholders held for the purpose of electing directors. Whenever the holders of the shares of the Preference Stock, as a class, become entitled to elect directors of the Corporation pursuant to paragraph 1 preceding, then, upon the request in writing signed by the record holders of at least 10% of the shares of the Preference Stock of all series at the time outstanding, delivered by registered mail or in person to the President, a Vice President or Secretary of the Corporation, it shall be the duty of such officer forthwith to cause 15 days prior notice, in the manner provided by the Code of Regulations of the Corporation, to be given to the stockholders of a special meeting of stockholders to be held at such time as such officer may fix, not less than

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20 nor more than 30 days after the receipt of such request, for the purpose of electing directors. In the event that such officer shall not have issued such notice within 5 days after the delivery to him of such request, such record holders of Preference Stock aforesaid shall have the right to give such notice. If no such special meeting be called or if, having been called, the meeting (including any adjournments thereof) results in no election of directors prior to the date for mailing of the notice of the next annual meeting of stockholders of the Corporation, the election of the directors to be elected by the holders of the shares of the Preference Stock, voting as a class, shall take place at the next annual meeting of the stockholders of the Corporation next succeeding the accrual of such special voting right. At all meetings of stockholders at which directors are elected during such time as the holders of shares of the Preference Stock shall have the special right, voting separately as one class, to elect directors, the presence in person or by proxy of the holders of a majority of the outstanding shares of a class of stock then outstanding shall be required to constitute a quorum of such class, and the vote of the majority of such shares so present at any such meeting at which there shall be a quorum shall be sufficient for the election of such number of directors as such class may be entitled to elect as hereinabove provided; provided, however, that the absence of a quorum of the holders of the stock of any class entitled to vote for the election of directors shall not prevent the election at any such meeting or adjournment thereof of directors by any other class if the necessary quorum of the holders of such other class is present in person or by proxy at such meeting; and provided further that in the absence of a quorum of the holders of stock of any class of the Corporation's stock, a majority of those holders of the stock of such class who are present in person or by proxy shall have the power to adjourn the election of the directors to be elected by such class from time to time without notice other than announcement at the meeting until holders of the requisite amount of shares of such class shall be present in person or by proxy, but such adjournment shall not be made to a date beyond the date for the mailing of notice of the next annual meeting of stockholders of the Corporation. All directors elected at any such special meeting shall hold office only for the interim period until the next succeeding annual meeting of stockholders of the Corporation and the election of their successors at such meeting or thereafter.

- (5) Whenever, as provided in the foregoing paragraph 2, the holders of the shares of the Preference Stock shall be divested of the special right with respect to the election of directors provided in the foregoing paragraph 1 and the voting power of holders of shares of the Preference Stock shall revert to the status existing before the vesting of such special right in the Preference Stock, then, upon the request in writing signed by the record holders of at least 10% of the shares of the Common Stock at the time outstanding, delivered by registered mail or in person to the President, a Vice President or Secretary of the Corporation, it shall be the duty of such officer forthwith to

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cause 15 days' prior notice, in the manner provided by the Code of Regulations of the Corporation, to be given to the stockholders entitled to vote; of a special meeting of stockholders to be held at such time as officer may fix, not less than 20 nor more than 30 days after the receipt of such request, for the purpose of electing directors to succeed the directors theretofore elected by the holders of Preference Stock, voting as a class, as aforesaid. In the event that such officer shall not have issued such notice within 5 days after delivery to him of such request, such record holders of Common Stock aforesaid shall have the right to give such notice. Upon the election at such meeting of such successor directors, the term of office of the directors so succeeded shall terminate.

- (c) The holders of the outstanding shares of any series of Preference Stock shall not have any right under the provisions set forth in this paragraph 5 to vote in respect of the authorization or issuance of any shares of any class of stock of the Corporation if, through the application of proceeds thereof or otherwise in connection therewith, provision is to be made for redemption or retirement of all of the shares of such series of Preference Stock at the time outstanding.
- (d) The affirmative vote or consent of the holders of at least two-thirds of the shares of Preference Stock at the time outstanding, voting or consenting separately as a class, given in person or by proxy either in writing or at a meeting called for the purpose, shall be necessary to effect any one or more of the following (but so far as the holders of Preference Stock are concerned, such action may be effected with such vote or consent):
 - (1) Any amendment, alteration or repeal of any of the provisions of these Articles or of the Code of Regulations of the Corporation which affects adversely the preferences or voting or other rights of the holders of Preference Stock; provided, however, that for the purpose of this Clause only, neither the amendment of these Articles so as to authorize, create or change the authorized or outstanding amount of Preference Stock or of any shares of any class ranking on a parity with or junior to the Preference Stock nor the amendment of the provisions of the Code of Regulations so as to change the number of directors of the Corporation shall be deemed to affect adversely the preferences or voting or other rights of the holders of Preference Stock; and provided further, that if such amendment, alteration or repeal affects adversely the preferences or voting or other rights of one or more but not all series of Preference Stock at the time outstanding, only the affirmative vote or consent of the holders of at least two-thirds of the number of the shares at the time outstanding of the series so affected shall be required; or
 - (2) The purchase or redemption (for sinking fund purposes or otherwise) of less than all of the Preference Stock then outstanding except in accordance with a stock purchase offer made to all holders of record of Preference Stock, unless all dividends on all Preference Stock then outstanding for all

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previous dividend periods shall have been declared and paid or funds therefor set apart and all accrued sinking fund obligations applicable thereto shall have been complied with.

(e) The affirmative vote or consent of the holders of at least a majority of the shares of Preference Stock at the time outstanding, voting or consenting separately as a class, given in person or by proxy either in writing or at a meeting called for the purpose, shall be necessary to effect any one or more of the following (but so far as the holders of Preference Stock are concerned, such action may be effected with such vote or consent):

- (1) The sale, lease or conveyance by the Corporation of all or substantially all of its property or business;
- (2) The consolidation of the Corporation with or its merger into any other corporation, unless the corporation resulting from such consolidation or surviving such merger will not have after such consolidation or merger any class of shares either authorized or outstanding ranking prior to or on a parity with the Preference Stock except the same number of shares ranking prior to or on a parity with the Preference Stock and having the same rights and preferences as the shares of the Corporation authorized and outstanding immediately preceding such consolidation or merger (and each holder of Preference Stock immediately preceding such consolidation or merger shall receive the same number of shares with the same rights and preferences of the resulting or surviving corporation); provided, however, that no vote or consent of the holders of Preference Stock shall be necessary to effect the consolidation of the Corporation with or its merger into any company owning all or a majority of the Common Stock or any affiliate.
- (3) The authorization, creation or the increase in the authorized amount of any shares of any class or any security convertible into shares of any class, in either case ranking prior to the Preference Stock; or
- (4) The authorization of any shares ranking on a parity with or convertible into the Preference Stock, or convertible into a class of stock on parity with the Preference Stock, or an increase in the authorized number of shares of Preference Stock.

(f) Neither the vote, consent nor any adjustment of the voting rights of holders of shares of Preference Stock shall be required for an increase in the number of shares of Common Stock authorized or issued or for stock splits of the Common Stock or for stock dividends on any class of stock payable solely in Common Stock; and none of the foregoing actions shall be deemed to affect adversely the preferences or voting or other rights of Preference Stock within the meaning and for the purpose of this Article FOURTH.

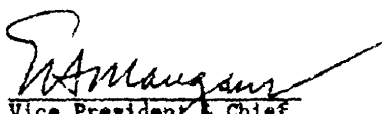
6. Pre-emptive Right. No holder of Preference Stock as such, shall have any pre-emptive right to purchase, have offered to him for purchase or subscribe for any of the Corporation's shares or other securities of any class, whether now or hereafter authorized.

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7. Definitions. For the purposes of this Article FOURTH:

- (a) Whenever reference is made to shares "ranking prior to the Preference Stock", such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends or as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation are given preference over the rights of the holders of Preference Stock;
- (b) Whenever reference is made to shares "on a parity with the Preference Stock", such reference shall mean and include all shares of the Corporation in respect of which the rights of the holders thereof as to the payment of dividends and as to distributions in the event of a voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation rank on an equality (except as to the amounts fixed therefor) with the rights of the holders of Preference Stock; and
- (c) Whenever reference is made to shares "ranking junior to the Preference Stock", such reference shall mean and include all shares of the Corporation other than those defined under Clauses (a) and (b) of this paragraph as shares "ranking prior to" or "on a parity with" the Preference Stock.

IN WITNESS WHEREOF, Edgar H. Maugans, Vice President and Chief Financial Officer, and Janis T. Percio, Assistant Secretary, of The Toledo Edison Company, acting for and on its behalf do hereunto subscribe their names and affix the seal of the Corporation this 30th day of September, 1992.


Vice President & Chief
Financial Officer


Assistant Secretary

PLEASE RETURN THE ATTACHED DOCUMENTS TO:

Centurian Energy
(Name of Firm or Company)

Barbara A. Smith
(Attention)

H0454-1364

6200 Oak Tree Boulevard
(Street Address)

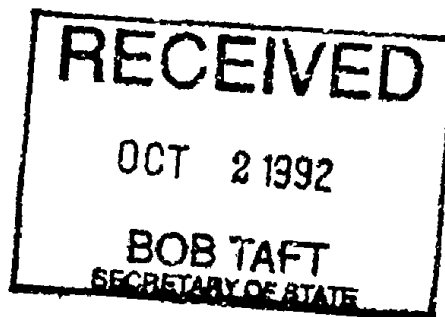
Independence Ohio 44131
(City, State and Zip code)

(216) 447-3200 (Telephone Number)

How many documents are being filed? 2

Type of payment

 Check (please indicate check #)
 ✓ Cash (receipt #)

Amount of payment \$ 

CORRESPONDENCE