WASHINGTON GAS LIGHT COMPANY

CHARTER

AS RESTATED AND AMENDED BY ARTICLES OF AMENDMENT
DATED MAY 26, 1948

ARTICLE I

The name of the Company is
WASHINGTON GAS LIGHT COMPANY

ARTICLE II

The duration of the Company shall be perpetual.

ARTICLE III

The purposes for which the Company is organized are:

(A) To manufacture, own, produce, hold, store, buy, sell, lease, deal in,
process, transmit, and distribute (i) gas and products which may have the
characteristics of gas and any by-product thereof for light, heat, power,
and all other purposes, and (ii) appliances, equipment, facilities, and
fixtures appropriate, convenient, incidental or necessary for the use of
such gas, products, or by-products, or for the general corporate purposes
of the company;

(B) To acquire (by construction, purchase, condemnation, lease or otherwise),
use, maintain, operate, deal in and dispose of, plants, office buildings,
service buildings, land, easements and other rights or interests in, on, to,
or under land, transmission pipelines, distribution pipelines, gas and oil
wells, and all other buildings, machinery, property (real, personal or
mixed) and facilities, and all fixtures, equipment, and appliances,
necessary, appropriate, convenient, or incidental for its corporate
purposes;

(C) To conduct business as a public service company, which business is briefly
described as the purchase, manufacture, production, transmission, storage,
distribution, and sale of gas for light, heat, power, and all other purposes
in the District of Columbia, the Commonwealth of Virginia, the State of
Maryland, and elsewhere; and

(D) To manufacture, transmit, distribute, and sell gas in all parts of the
District of Columbia, the Commonwealth of Virginia, the State of Maryland,
and elsewhere for any purposes for which gas is now, or may hereafter be
used; and to lay, repair and replace gas mains and pipes in any of the
streets, avenues and alleys of the District of Columbia, as provided in
Public Act No. 577, 74th Congress, Second Session, approved May 11, 1936;
and in addition to the purposes set forth herein, to exercise any and all
the powers, rights, privileges and franchises conferred upon

1

the Company by or pursuant to the laws of the District of Columbia, the
Commonwealth of Virginia, the State of Maryland, or any other jurisdiction
or political subdivision.

ARTICLE IV

The Company shall have authority to issue 2,300,000 shares of capital stock
without par value, divided into 2,000,000 shares of Common Stock and 300,000
shares of Serial Preferred Stock.

ARTICLE V

The preferences, qualifications, limitations and restrictions, the special
or relative rights, and the voting power of the Common Stock and the Serial
Preferred Stock shall be as follows:

SECTION 1. AUTHORITY OF BOARD OF DIRECTORS -- SERIAL PREFERRED STOCK

The Board of Directors is hereby expressly authorized, within the
limitations and restrictions stated hereinafter, to provide from time to time
for the issue of Serial Preferred Stock in series and, with respect to each
series (except the $4.25 Series established hereby), to determine and fix:

(a) The serial designation and authorize number of the shares.
(b) The rate of dividend.
(c) The price at, and the terms and conditions on, which shares may be
redeemed.
(d) The amount payable upon shares in event of involuntary liquidation.
(e) The amount payable upon shares in event of voluntary liquidation.
(f) Sinking fund provisions (if any) for the redemption or purchase of
shares.
(g) The terms and conditions on which shares may be converted, if the shares
of any series are issued with the privilege of conversion.

SECTION 2. $4.25 SERIES

There is hereby established a series of Serial Preferred Stock consisting of
70,600 shares designated the "$4.25 Series" with the relative rights and
preferences herein set forth.

SECTION 3. RANK

All series of Serial Preferred Stock shall rank on a parity as to dividends and assets with all other series according to the respective dividend rates and amounts distributable upon any liquidation, dissolution, or winding up of the Company fixed for each such series and without preference or priority of any series over any other series; but all shares of Serial Preferred Stock shall be entitled to receive, pari passu with the Common Stock, and amounts distributable upon any liquidation, dissolution, or winding up of the Company. All shares of any one series shall be identical.

SECTION 4. DIVIDEND RIGHTS

(a) The holders of Serial Preferred Stock shall be entitled to receive cumulative cash dividends at the annual rate (and no more) theretofore fixed for each series, when and as declared by the Board of Directors, payable quarterly on the first day of the month following the end of each dividend period, to stockholders of record on the respective dates fixed by the Board of Directors for the purpose.

(b) Dividends on shares of Serial Preferred Stock shall be cumulative from the first day of the quarterly dividend period in which such shares are issued unless otherwise provided.

(c) If dividends on the Serial Preferred Stock then outstanding are not declared in full, then such dividends shall be declared ratable on all shares of such stock in proportion to the respective unpaid cumulative dividends, if any, to the end of the then current dividend period.

(d) Unless dividends on all outstanding shares of the Serial Preferred Stock shall have been fully paid for all past quarterly dividend periods, and the full dividends thereon for the quarterly dividend period current at the time shall have been paid or declared and funds set apart therefor, and unless all required sinking fund payments, if any, shall have been made or provided for, no sum or sums shall be set apart for or applied to the purchase of any shares of Common Stock, and no dividend (except a dividend payable in Common Stock) or other distribution shall be paid upon or declared or set apart for the Common Stock.

(e) Subject to the foregoing provisions, such dividends (payable in cash, stock or otherwise) as may be determined by the Board of Directors may be declared and paid on the Common Stock, to the extent permitted by law.

SECTION 5. LIQUIDATION RIGHTS

(a) In the event of any liquidation, dissolution or winding up of the Company (hereinafter referred to as "liquidaition") the holders of the Serial Preferred Stock shall be entitled to receive in cash, out of the assets of the Company available for distribution to its stockholders (whether consisting of capital, earnings, surplus, or other assets), full payment of the applicable liquidation preference theretofore fixed for each series plus unpaid cumulative dividends thereon to the date of liquidation (and no more) before any distribution of the assets of the Company shall be made to the holders of the Common Stock. The liquidation preference of the $4.25 Series shall be $100 per share in the event of involuntary liquidation, and $105 per share in the event of voluntary liquidation.

(b) If, upon any liquidation of the company, the assets of the Company available for distribution to its stockholders shall be insufficient to permit the payment in full of the preferential amounts payable to the holders of the Serial Preferred Stock, then all such assets shall be distributed ratable among the holders of the Serial Preferred Stock according to the respective amounts that would be payable per share if such assets were sufficient to permit the payment in full of said amounts.

(c) After satisfaction of the preferential requirements of the Serial Preferred Stock upon any liquidation of the Company, the holders of Common Stock shall be entitled to share ratably in the distribution of all remaining assets of the Company available for distribution.

(d) A consolidation or merger of the Company with or into any other corporation or corporations, or the sale or conveyance (whether for cash, securities, or other property) of all or substantially all of the assets of the Company as an entirety, shall not be deemed or construed to be a liquidation of the Company for the purpose of the foregoing provisions of this Section 5.
SECTION 6. PRE-EMPTIVE RIGHTS

(a) No holder of Serial Preferred Stock shall, as such holder, be entitled to subscribe for or purchase any shares of capital stock of any class, or any other security, of the Company which it may issue.

(b) Each holder of Common Stock shall, as such holder, be entitled to subscribe for and purchase, in proportion to the number of shares of Common Stock held by him, any additional issue of Common Stock or securities convertible into or carrying or evidencing any right to purchase Common Stock, if issued for cash but not if issued in payment for property or services or to employees pursuant to a plan approved by the stockholders; and no holder of Common Stock shall, as such holder, be as entitled to any issue of stock other than Common Stock (unless such stock is convertible into, or carries or evidences a right to purchase, Common Stock), whether issued for cash, property, services, or otherwise.

SECTION 7. REDEMPTION

(a) At the election of the Company, expressed by resolution of its Board of Directors, or by operation of the charters, if any, provided for any series of the Serial Preferred Stock, the shares of Serial Preferred Stock or of any series thereof at any time outstanding may, subject to such terms and conditions, if any, as may be fixed by the Board of Directors with respect to any series as herein provided, be redeemed in whole or in part at any time at a price in cash equal to the applicable redemption price theretofore fixed for the particular series as herein provided, plus unpaid cumulative dividends thereon to the redemption date. The redemption price for the 14.25 Series shall be $105 per share.

(b) If less than all of the outstanding shares of any series of Serial Preferred Stock are to be redeemed, such shares to be redeemed may be selected by lot or pro rata in such manner as may be determined by the Board of Directors of the Company to be fair and proper.

(c) Notice of redemption of any of the Serial Preferred Stock shall be given by publication, not less than 30 nor more than 60 days prior to the redemption date, once in a newspaper published and of general circulation in the City of Washington, District of Columbia, and once in a newspaper published and of general circulation in the Borough of Manhattan, the City of New York. A similar notice shall be mailed by the Company, postage prepaid, not less than 30 nor more than 60 days prior to

the redemption date, addressed to the holders of record of the shares of Serial Preferred Stock to be redeemed, at their respective addresses as the same shall appear on the stock records of the Company. The failure of any holder of Serial Preferred Stock to receive any such notice so mailed, or any defect or irregularity in the notice or the mailing thereof, shall not affect the validity of such redemption.

(d) The Company shall provide the funds for the payment of the redemption price, plus unpaid cumulative dividends through the redemption date, by depositing in trust the amount thereof on or before the redemption date with a bank or trust company, designated in the notice of redemption, doing business either in the City of Washington, District of Columbia, or in the Borough of Manhattan, the City of New York, having capital, surplus and undivided profits aggregating at least $10,000,000.

(e) All dividends upon the shares of Serial Preferred Stock thereby called for redemption shall cease to accumulate from and after the redemption date, unless default shall be made by the Company in providing said funds.

(f) From and after the date of deposit of said funds with such bank or trust company as aforesaid, provided that notice shall have been published as hereinabove required or irrevocable authorization for such publication shall have been given to such bank or trust company, the shares called for redemption shall no longer be deemed outstanding (notwithstanding that any certificates for the shares of Serial Preferred Stock called for redemption shall not have been surrendered for cancellation) and all rights (including voting rights) with respect to such shares shall forthwith cease and terminate, except only the right of the holders thereof to receive at any time after the time of deposit the funds so deposited (but without interest), and the right to exercise on or before the redemption date privileges of conversion or exchange, if any, which have not theretofore expired.

Any funds deposited in trust with a bank or trust company as aforesaid and unclaimed at the end of five years from the redemption date shall be returned to the Company, after which the holders of the shares called for redemption shall look only to the Company for payment of the redemption price.

(g) If and so long as the Company shall be in default in the payment of any dividend on shares of any series of the Serial Preferred Stock, or shall be in default in the payment of funds into or the setting aside of funds for any sinking fund created for any series of the Serial Preferred Stock, the Company may not (other than by the use of unapplied funds, if any, paid into or set aside for a sinking fund or
funds prior to such default (i) redeem any shares of the Serial Preferred Stock unless all shares thereof are redeemed, or (ii) purchase or otherwise acquire for a consideration any shares of the Serial Preferred Stock, except pursuant to offers of sale made by holders of the Serial Preferred Stock in response to an invitation for tenders given simultaneously by the Company by mail to the holders of record of all shares of the Serial Preferred Stock then outstanding.

SECTION 8. REDEMPTION

Any shares of Serial Preferred Stock redeemed or otherwise acquired by the Company shall have the status of authorized and unissued shares, undesignated as to series, and may thereafter, in the discretion of the Board of Directors and to the extent permitted by law, be sold or reissued from time to time, as part of the same or another series, subject to the terms and conditions herein set forth.

SECTION 9. VOTING RIGHTS

(a) The holders of the Serial Preferred Stock and of the Common Stock shall be entitled, for all purposes except as hereinafter provided, to one vote for each share held by them of record on the books of the Company.

(b) (1) When and if dividends payable on Serial Preferred Stock are in default in an amount equivalent to four full quarterly dividends on the Serial Preferred Stock at the time outstanding, and until such default shall have been remedied as hereinafter provided, the holders of Serial Preferred Stock, voting as a class, shall be entitled to elect the largest number of directors that does not exceed twenty-five percent of the Board of Directors, but in no event less than two directors; and the holders of Common Stock, voting separately as a class, shall be entitled to elect the remaining directors of the Company. Upon accrual of such special right of the Serial Preferred Stock, a meeting of the holders of Serial Preferred Stock and of Common Stock for the election of directors shall be held upon notice promptly given by the President of the Company as provided in the By-laws for a special meeting. If, within fifteen days after the accrual of such special right, the President of the Company shall fail to call such special meeting, then such meeting shall be held upon notice, as provided in the By-laws for a special meeting, given by the holders or not less than 1,000 shares of Serial Preferred Stock after filing with the Company notice of their intention to do so. The terms of office of all persons as directors of the Company at the time shall terminate upon the election of directors by the holders of Serial Preferred Stock, whether or not the holders of Common Stock shall at the time of such termination have elected the remaining directors of the Company, except that, if the holders of the Common Stock shall not have elected the remaining directors of the Company because of the lack of a quorum, then such remaining directors shall be elected by those directors whose term of office is then being terminated and who have not been elected by the holders of the Serial Preferred Stock as a class; and, in that event, such elected directors shall hold office for the interim period pending such time as there shall be a quorum at a meeting of stockholders held for the election of directors by the holders of Common Stock as a class. Thereafter and during the continuance of such special right of the holders of Serial Preferred Stock, the Board of Directors shall be divided into two classes, one class consisting of the directors to be elected by the holders of Serial Preferred Stock and the other class consisting of the directors to be elected by the holders of Common Stock, and the directors of each such class elected at such meeting, or at any adjournment thereof, and the directors of such such class elected at any subsequent annual meeting for the election of directors, held during the continuance of such special right, shall hold office until the next succeeding annual election and until their respective successors by classes are elected and qualified.

(2) In case of any vacancy in the office of a director occurring among the directors elected by the holders of the Serial Preferred Stock, pursuant to the special right herein provided, the remaining directors elected by the holders of the Serial Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected 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. Likewise, in the event of any vacancy in the office of a director occurring among the directors not elected by the holders of the Serial Preferred Stock, the remaining directors not elected by the holders of the Serial Preferred Stock, by affirmative vote of a majority thereof, or the remaining director so elected 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.

(3) If and when all dividends then in default on the Serial Preferred Stock shall be paid (and such dividends shall be declared and paid out of any funds legally available therefor as soon as reasonably practicable), the holders of Serial Preferred Stock shall thereafter be divested of such special right to elect directors, but subject always to the same provisions for the vesting of such
special right in such stock in the case of any similar future default or defaults. At the next succeeding annual meeting of stockholders, or any adjournment thereof, following the divestment of such special right, all directors shall be elected by the holders of Common Stock and of the Serial Preferred Stock, voting together, and the terms of office of all persons who may be directors of the Company at the time of such divestment shall terminate upon the election of directors at such annual meeting or adjournment thereof.

4. At the first meeting for the election of directors after any accrual of the special right of the holders of Serial Preferred Stock to elect directors, as provided herein, and at any subsequent annual meeting for the election of directors held during the continuance of such special right, (a) the presence in person or by proxy of the holders of a majority of the outstanding shares of Serial Preferred Stock shall be necessary to constitute a quorum for the election of the directors when the holders of Serial Preferred Stock are entitled to elect, and (b) the presence in person or by proxy of the holders of a majority of the outstanding shares of Common Stock shall be necessary to constitute a quorum for the election of the directors when the holders of Common Stock are entitled to elect. It at any such meeting there shall not be such a quorum of the holders of Serial Preferred Stock, the meeting shall be adjourned from time to time without notice other than announcement at the meeting until such quorum shall have been obtained; provided that, if such quorum shall not have been obtained within ninety days from the date of such meeting as originally called for, in the case of any annual meeting held during the continuance of such special right, from the date fixed for such annual meeting, the presence in person or by proxy of the holders of more than one-third of the outstanding shares of the Serial Preferred Stock shall then be sufficient to constitute a quorum for the election of the directors when such stockholders are entitled to elect.

5. The absence of a quorum of the holders of Serial Preferred Stock as a class, or of the holders of Common Stock as a class, shall not, except as hereinafter provided, prevent or invalidate the election by the other class of stockholders of the directors whom they are entitled to elect, if the necessary quorum of stockholders of such other class is present in person or represented by proxy at any such meeting or any adjournment thereof. However, at the first meeting for the election of the directors after any accrual of the special right of the holders of Serial Preferred Stock to elect directors, the absence of a quorum of such stockholders shall prevent the election of directors by the holders of Common Stock until a quorum of the holders of Serial Preferred Stock shall be obtained.

(c) So long as any shares of the Serial Preferred Stock are outstanding, the Company shall not, without the affirmative consent (given by a vote at a meeting duly called for the purpose) of the holders of more than two-thirds of the aggregate number of shares of Serial Preferred Stock then outstanding:

(1) make any change or amendment which would change the designations, preferences, limitations, voting rights, or relative or other rights of the Serial Preferred Stock, provided, however, if such change or amendment affects one or more but not all series of such stock at the time outstanding, it may be made with the consent of the holders of more than two-thirds of the outstanding shares of each series so affected, together with any other consent then required by law, and provided, further, that the dividend rate of any series of Serial Preferred Stock shall not be decreased without the affirmative consent (given by a vote at a meeting duly called for the purpose) of the holders of all the shares of such series at the time issued and outstanding; or

(2) increase the total number of authorized shares of Serial Preferred Stock or authorize any senior or parity stock.

(d) So long as any shares of the Serial Preferred Stock are outstanding, the Company shall not, without the affirmative consent (given by a vote at a meeting duly called for the purpose) of the holders of not less than a majority of the aggregate number of shares of Serial Preferred Stock then outstanding:

(1) issue any additional shares of Serial Preferred Stock or senior or parity stock, or any security convertible into Serial Preferred Stock or senior or parity stock, unless (i) the net income of the Company (determined in accordance with generally accepted accounting principles), for any period of twelve consecutive calendar months during the period of eighteen calendar months next preceding the first day of the calendar month in which such shares shall be issued, shall have been in the aggregate equal to at least two and one-half times the dividend requirements for one year on all shares of Serial Preferred Stock and all shares of senior or parity stock to be outstanding immediately after such proposed issue, excluding any shares of Serial Preferred Stock or senior or parity stock to be retired through such proposed issue; (ii) the gross income of the Company (determined in accordance with generally accepted accounting principles), for any period of twelve consecutive calendar months during the period of eighteen calendar months next preceding the first day of the calendar month in which such shares shall be issued, shall have been in the aggregate equal to at least one and one-half times the sum of the interest required.
ments for one year on all of the indebtedness of the Company to be outstanding at the date of such proposed issue and the dividend requirements for one year on all shares of Serial Preferred Stock and all shares of senior or parity stock to be outstanding immediately after such proposed issue, excluding all indebtedness, Serial Preferred Stock and senior or parity stock, to be retired through such proposed issue; and (iii) the aggregate of the capital applicable to Common Stock and all the surplus of the Company shall be not less than the aggregate amount payable upon involuntary liquidation of the Company to the holders of all shares of Serial Preferred Stock and all shares of senior or parity stock to be outstanding immediately after such proposed issue, excluding from such computation all stock to be retired through such proposed issue.

In the event that any property or a subsidiary shall have been acquired by the Company during or after the period of any computation of net income and gross income, and shall be owned by the Company at the time of the issue of any shares in connection with which such computation is required to be made under the foregoing provisions (unless such property shall have been acquired in exchange for or by means of other property theretofore owned by the Company or the proceeds thereof), then the earnings derived from such property or subsidiary during the period of computation, computed as hereinabove provided, whether by the Company or previous owners, may, at the option of the Company, be included in net income and gross income.

In the event that the Company has any subsidiary companies, the provisions of this Section 9(d)(1) shall be interpreted and applied on a consolidated basis.

21 Merge or consolidate with or into any other corporation or corporations or sell or lease all or substantially all of its assets unless such merger, consolidation, sale or lease, or the issue or assumption of all securities to be issued or assumed in connection therewith, shall have been ordered, approved, or permitted by the regulatory authority or authorities having jurisdiction in the premises.

For the purposes of this Section 9, the term "senior or parity stock" shall mean any class of stock ranking in its claim to assets or dividends prior to or on a parity with the Serial Preferred Stock.

ARTICLE VI

The number of directors of the Company shall be three of such greater number as may from time to time be specified in the By-laws.

ARTICLE VII

The Board of Directors may from time to time issue additional Refunding Mortgage Bonds without limitation as to amount and without action by or approval of stockholders.

CERTIFICATE OF SECRETARY

WASHINGTON GAS LIGHT COMPANY

I, R.W. REAMY, the duly elected, qualified and acting secretary of Washington Gas Light Company, a corporation of the District of Columbia and Virginia:

DO HEREBY CERTIFY, That attached hereto is a true and correct copy of the Charter of said Washington Gas Light Company.

In witness whereof, I have hereunto affixed my hand and the seal of Washington Gas Light Company this day of .

R.W. REAMY

STATEMENT OF RESOLUTION

ESTABLISHING SERIES OF SHARES

AND

ARTICLES OF SERIAL DESIGNATION

OF

WASHINGTON GAS LIGHT COMPANY

Pursuant to the provisions of Section 14 of the District of Columbia Business Corporation Act and Section 13.1-14 of the Virginia Stock Corporation Act, the undersigned corporation submits the following statement and articles for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is Washington Gas Light Company.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof,
was duly adopted by the Board of Directors of the corporation on July 14, 1958:

RESOLVED, That this Board of Directors does hereby establish a series of Serial Preferred Stock of Washington Gas Light Company to consist of 60,000 shares and to be designated "$5.00 Series" (hereinafter sometimes called the "$5.00 Series") and that this Board of Directors does hereby fix and determine the following relative rights and preferences for such series:

(1) The rate of dividend payable on the $5.00 Series shall be $5.00 per annum per share; and the initial dividend thereon shall be cumulative from July 21, 1958, and shall be payable on November 1, 1958;

(2) The shares of the $5.00 Series shall be redeemable, in whole or in part, at $607.50 per share on or before August 1, 1983, $605 thereafter and on or before August 1, 1973, and $102 per share thereafter, in each case plus an amount, in the case of each share, computed at the rate of $5.00 per annum, from the date on which dividends on such share became cumulative to the date fixed for such redemption, less the aggregate of the dividends paid thereon to such redemption date; and

(3) In the event of any voluntary liquidation, dissolution or winding up of the Company, the amount payable upon shares of the $5.00 Series shall be $607.50 per share if paid on or before August 1, 1983, $605 per share if paid thereafter and on or before August 1, 1973, $102 per share if paid thereafter and on or before August 1, 1973, $102 per share if paid therein and in the event of any involuntary liquidation, dissolution or winding up of the Company, the amount payable upon said shares of the $5.00 Series shall be $100 per share, in each case in addition to accrued and unpaid dividends.

July 14, 1958.

Attest: WASHINGTON GAS LIGHT COMPANY

RODNEY W. REARD

RODNEY W. REARD

Assistant Secretary

By

EDM. T. STAFFORD

Secretary

(Corporate Seal)

DISTRICT OF COLUMBIA, SS:

I, Joseph M. Streets, a Notary Public, do hereby certify that on this 14th day of July, 1958, personally appeared before me Everett J. Boothby, who being by me first duly sworn, declared that he is President of Washington Gas Light Company, that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

(Notarial Seal)

JOSEPH M. STREETT

Notary Public, D.C.


COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, JULY 15, 1958

The accompanying articles having been delivered to the State Corporation Commission on behalf of Washington Gas Light Company and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the CIRCUIT COURT OF ARLINGTON COUNTY.

STATE CORPORATION COMMISSION

By

H. LEITER HOKER

Chairman

(PAGE)
Pursuant to the provisions of Section 14 of the District of Columbia Business Corporation Act and Section 13.1-14 of the Virginia Stock Corporation Act, the undersigned corporation submits the following statement and articles for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is Washington Gas Light Company.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on April 24, 1959:

RESOLVED, That this Board of Directors does hereby establish a series of Serial Preferred Stock of Washington Gas Light Company to consist of 100,386 shares and to be designated "54.60 Convertible Series" (hereinafter sometimes called the "Convertible Series") and that this Board of Directors does now hereby fix and determine the following relative rights and preferences for such series:

(A) The rate of dividend payable on the Convertible Series shall be 4.60% per annum per share; and the initial dividend thereon shall be cumulative from May 12, 1959, and shall be payable on August 1, 1959;

(B) The shares of the Convertible Series shall be redeemable, in whole or in part, at $105 per share on or before June 1, 1961, $104 per share thereafter and on or before June 1, 1963, $103 per share thereafter and on or before June 1, 1965, $102 per share thereafter and on or before June 1, 1967, $101 per share thereafter and on or before June 1, 1969, and $100 per share thereafter. In each case plus an amount, in the case of each share, computed at the rate of 4.60% per annum, from the date on which dividends on such share became cumulative on the date fixed for redemption, less the aggregate of the dividends paid thereon prior to such redemption date;

(C) In the event of any voluntary liquidation, dissolution or winding up of the Company, the amount payable upon shares of the Convertible Series shall be $105 per share if paid on or before June 1, 1961, $104 per share if paid thereafter and on or before June 1, 1963, $103 per share if paid thereafter and on or before June 1, 1965, $102 per share if paid thereafter and on or before June 1, 1967, $101 per share if paid thereafter and on or before June 1, 1969, and $100 per share if paid thereafter; and in the event of any involuntary liquidation, dissolution or winding up of the Company, the amount payable upon said shares of the Convertible Series shall be $100 per share in each case in addition to accrued and unpaid dividends; and

(D) On or after, but not before August 1, 1959, the holders of shares of the Convertible Series shall have the right, at their option, to convert such shares into shares of Common Stock of the Company at any time during usual business hours on and subject to the following terms and conditions:

1

(1) The shares of the Convertible Series shall be convertible at the option of the record holder or holders thereof, to the extent of their ownership of shares of the Convertible Series at the time of such conversion. The conversion price shall be $52.50 per share of Common Stock. The conversion price shall be reduced in certain instances as provided in paragraphs (3), (5) and (10) below, and shall be increased in certain instances as provided in paragraph (10) below. No payment or adjustment shall be made upon any conversion on account of any dividends accrued on the shares of the Convertible Series surrendered for conversion or on account of any dividends on the Common Stock issued upon such conversion.

(2) In order to convert shares of the Convertible Series into Common Stock, the holder thereof shall surrender at any office hereinabove mentioned the certificate or certificates thereof, duly endorsed to the Company or in blank, and give written notice to the Company at said office that he elects to convert such shares. Shares of the Convertible Series shall be deemed to have been converted immediately prior to the close of business on the day of the surrender of such shares for conversion as provided above, and the person or persons entitled to receive the Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such Common Stock at such time. As promptly as practicable on or after the conversion date, at the Company's sole expense, the Company shall issue and deliver to the holder of the certificate or certificates for the number of full shares of Common Stock issuable upon such conversion, together with a dividend certificate for, or cash in lieu of, any fraction of a share, as hereinafter provided, to the person or persons entitled to receive the same. In case shares of the Convertible Series are called for redemption, the right to convert such shares shall cease and terminate at the close of business on the day prior to the date fixed for redemption, unless default shall be made in payment of the redemption price.
(3) In case the conversion price in effect immediately prior to the close of business on any day shall exceed the amount determined at the close of business on such day by dividing:

(i) a sum equal to (a) $1,405,392 multiplied by $125.00 (being the initial conversion price), plus (b) the aggregate of the amounts of all Consideration received by the Company upon the issuance of Additional Shares of Common Stock (as hereinafter defined), minus (c) the aggregate of the amounts of all dividends and other distributions which have been paid or made, after the date of issuance of the Convertible Series on Common Stock of the Company, other than in cash out of its earned surplus or in Common Stock of the Company, by

the sum of (a) $1,405,392 and (b) the number of Additional Shares of Common Stock which shall have been issued,

the conversion price shall be reduced, effective immediately prior to the close of business on the next succeeding day, by an amount equal to the amount by which such conversion price shall exceed the amount so determined.

2

(4) The term "Additional Shares of Common Stock" as used herein shall mean all shares of Common Stock issued by the Company after the date of issuance of the Convertible Series (including shares deemed to be "Additional Shares of Common Stock" pursuant to paragraph (10) below), whether or not subsequently reacquired or retired by the Company, other than:

(i) shares issued upon conversion of shares of the Convertible Series,

(ii) shares issued upon exercise of options which may be granted pursuant to any stock option plan of the Company approved by the stockholders of the Company, plus any additional shares which may be offered for sale to officers or employees of the Company or of any subsidiary of the Company and issued pursuant to such offers; and

(iii) shares issued by way of dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses (i) or (ii) or this clause (iii) or on shares of Common Stock resulting from any subdivision or combination of shares of Common Stock so excluded.

The sale or other disposition of any shares of Common Stock or other securities held in the treasury of the Company shall not be deemed an issuance thereof.

(5) In case of the issuance of Additional Shares of Common Stock for a consideration part or all of which shall be cash, the amount of the cash consideration therefor shall be deemed to be the amount of cash received by the Company for such shares (or, if such Additional Shares of Common Stock are offered by the Company for subscription, the subscription price, or, if such Additional Shares of Common Stock are sold to underwriters or dealers for public offering without a subscription offering, the initial public offering price), without deducting therefrom any compensation or discount in the sale, underwriting or purchase thereof by underwriters or dealers or others performing similar services or for any expenses incurred in connection therewith.

(6) In case of the issuance (otherwise than as a dividend or other distribution on any stock of the Company or upon conversion or exchange of other securities of the Company) of Additional Shares of Common Stock for a consideration part or all of which shall be other than cash, the amount of the consideration therefore other than cash shall be deemed to be the value of such consideration as determined by the Board of Directors, irrespective of the accounting treatment thereof. The reclassification of securities other than Common Stock into securities including Common Stock shall be deemed to involve the issuance for a consideration other than cash of such Common Stock immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such Common Stock.

(7) Additional Shares of Common Stock issuable by way of dividend or other distribution on any class of capital stock of the Company shall be deemed to have been issued without consideration, and shall be deemed to have been issued immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution, except that if the total number of shares constituting such dividend or other distribution exceeds five per cent of the total number of shares of Common Stock outstanding at the close of business on the date fixed for the determination of stockholders entitled to receive
such dividend or other distribution.

A dividend or other distribution in cash or in property (including any dividend or other distribution in securities other than Common Stock) shall be deemed to have been paid or made immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution and the amount of such dividend or other distribution in property shall be deemed to be the value of such property as of the date of the adoption of the resolution declaring such dividend or other distribution, as determined by the Board of Directors at or as of that date. In the case of any such dividend or other distribution on Common Stock which consists of securities which are convertible into or exchangeable for shares of Common Stock, such securities shall be deemed to have been issued for a consideration equal to the value thereof as so determined.

If, upon the payment of any dividend or other distribution in cash or in property (excluding Common Stock but including all other securities), outstanding shares of Common Stock are cancelled or required to be surrendered for cancellation on a pro rata basis, the excess of the number of shares of Common Stock outstanding immediately prior thereto over the number to be outstanding immediately thereafter (less that portion of such excess attributable to the cancellation of shares excluded from the definition of Additional Shares of Common Stock by clauses (i), (ii) or (iii) of paragraph (4) above), shall be deducted from the sum computed pursuant to clause (ii) of paragraph (3) above for the purposes of all determinations under such paragraph (3) made immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution and at any time thereafter.

The reclassification (including any reclassification upon a consolidation or merger in which the Company is the continuing corporation) of Common Stock into securities including other than Common Stock shall be deemed to involve (a) a distribution on Common Stock of such securities other than Common Stock made immediately prior to the close of business on the effective date of the reclassification, and (b) a combination or subdivision, as the case may be, of the number of shares of Common Stock outstanding immediately prior to such reclassification into the number of shares of Common Stock outstanding immediately thereafter.

(8) In case of the issuance of Additional Shares of Common Stock upon conversion or exchange of other securities of the Company, the amount of the consideration received by the Company for such Additional Shares of Common Stock shall be deemed to be the total of (a) the amount of the consideration, if any, received by the Company upon the issuance of such other securities, plus (b) the amount of the consideration, if any, other than such other securities, received by the Company (except in adjustment of interest or dividends) upon such conversion or exchange. In determining the amount of the consideration received by the Company upon the issuance of such other securities (i) the amount of the consideration in cash and other than cash shall be determined pursuant to paragraphs (5), (6) and (7) above, and (ii) if securities of the same class or series of a class as such other securities were issued for different amounts of consideration, or if some were issued for no consideration, then the amount of the consideration received by the Company upon the issuance of each of the securities of such class or series, as the case may be, shall be deemed to be the average amount of the consideration received by the Company upon the issuance of all the securities of such class or series, as the case may be.

(9) In case Additional Shares of Common Stock are issued as a dividend or other distribution on any class of capital stock of the Company, and the total number of shares constituting such dividend or other distribution exceeds five per cent of the total number of shares of Common Stock outstanding at the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution, the conversion price in effect at the opening of business on the day following the date fixed for such determination shall be reduced by multiplying such conversion price by a fraction of which the numerator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination and the denominator shall be the sum of such number of shares and the total number of shares constituting such dividend or other distribution, such reductions to become effective immediately after the opening of business on the day following the date fixed for such determination. For the purposes of this paragraph (9), the number of shares of Common Stock at any time outstanding shall not include shares held in the treasury of the Company but shall include shares issuable in respect of scrip certificates issued in lieu of fractions of shares of Common Stock (other than the shares of Common Stock which, upon issuance, would not constitute Additional Shares of Common Stock). The Company will not pay any dividend or make any distribution on shares of Common Stock held in the treasury of the Company.

(10) In case at any time after the date of issuance of the Convertible Series outstanding shares of Common Stock shall be subdivided into a greater number of shares of Common Stock, the
conversion price in effect at the opening of business on the day following the day upon which such subdivision becomes effective shall be proportionately reduced, and, conversely, in case outstanding shares of Common Stock shall be combined into a smaller number of shares of Common Stock, the conversion price is in effect at the opening of business on the day following the day upon which such combination becomes effective shall be proportionately increased, such reductions or increases as the case may be, to become effective immediately after the opening of business on the day following the day upon which such subdivision or combination becomes effective. In the event of any such subdivision or combination, the number of shares of Common Stock outstanding immediately thereafter, to the extent of the excess thereof over the number outstanding immediately prior thereto (less that portion of such excess attributable to the subdivision of shares excluded from the definition of Additional Shares of Common Stock by clauses (i), (ii) or (iii) of paragraph (4) above), shall be deemed to be "Additional Shares of Common Stock" and to have been issued immediately after the opening of business on the day following the day upon which such subdivision shall have become effective and without consideration. In the event of any such combination, the excess of the number of shares of Common Stock outstanding immediately prior thereto over the number outstand-

ing immediately thereafter (less that portion of such excess attributable to the combination of shares excluded from the definition of Additional Shares of Common Stock by clauses (i), (ii) or (iii) of paragraph (4) above), shall be deducted from the sum computed pursuant to clause (iii) of paragraph (3) above for the purposes of all determinations under such paragraph; (3) made on any day after the day upon which such combination becomes effective.

Shares of Common Stock held in the treasury of the Company and shares issuable in respect to scrip certificates issued in lieu of fractions of shares of Common Stock (other than shares of Common Stock which, upon issuance, would not constitute Additional Shares of Common Stock) shall be considered outstanding for the purposes of this paragraph (10).

(11) Whenever the conversion price is adjusted as herein provided:

(a) the Company shall compute the adjusted conversion price in accordance with this paragraph (D) and shall prepare a certificate signed by an officer of the Company setting forth the adjusted conversion price and showing in reasonable detail the facts upon which such adjustment is based, including a statement of the consideration received or to be received by the Company for, and the amount of, any Additional Shares of Common Stock issued since the last such adjustment, and such certificate shall forthwith be filed with the Transfer Agent or Agents for the Convertible Series; and

(b) a notice stating that the conversion price has been adjusted and setting forth the adjusted conversion price shall forthwith be required, and as soon as practicable after it is required, such notice shall be mailed to the holders of record of the outstanding shares of this Series; provided, however, that if within ten days after the completion of mailing of such a notice, an additional notice is required, such additional notice shall be deemed to be required pursuant to this clause (b) as of the opening of business on the tenth day after the completion of mailing and shall set forth the conversion price as adjusted at such opening of business, and upon the mailing of such additional notice no other notice need be given of any adjustment in the conversion price occurring at or prior to such opening of business and after the time that the next preceding notice given by mail became required.

(12) In the event:

(a) the Company shall declare a dividend (or any other distribution) on its Common Stock payable otherwise than in cash out of its earned surplus; or

(b) the Company shall authorize the granting to the holders of its Common Stock of rights to subscribe for or purchase any shares of capital stock of any class or of any other rights; or

(c) of any reclassification of the capital stock of the Company (other than a subdivision or combination of its outstanding shares of Common Stock), or of any consolidation or merger to which the Company is a party and for which approval of any stockholders of the Company is required, or of the sale or transfer of all or substantially all of the assets of the Company; or

(d) of the voluntary or involuntary dissolution, liquidation or winding up of the Company;

then the Company shall cause to be mailed to the Transfer Agent or Agents for
the Convertible Series and to the holders of record of the outstanding shares of the Convertible Series, at least twenty days (or ten days in any case specified in clause (a) or (b) above) prior to the applicable record date hereinafter specified, a notice stating (a) the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or (b) if a record is not to be taken, the date as of which the holders of Common Stock of record to be entitled to such dividend, distribution or rights are to be determined, or (c) the date on which such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up.

(13) The Company shall at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, for the purpose of effecting the conversion of the shares of the Convertible Series, the full number of shares of Common Stock then deliverable upon the conversion of all shares of the Series then outstanding.

(14) No fractional shares of Common Stock shall be issued upon conversion of shares, but instead of any fraction of a share which would otherwise be issuable, the Company shall, at its option, either

(a) issue nondividend bearing and nonvoting scrip certificates for such fraction, such certificates to be in such form and to contain such terms and conditions as the Board of Directors shall at any time or from time to time in its discretion fix and determine, provided that the certificates shall be exchangeable, within such period (which shall end not less than two years following the date of issue thereof) as the Board of Directors shall determine, together with other scrip certificates issued upon conversion of shares of this Series, for stock certificates representing a full share or shares, and upon the expiration of such period shall be exchangeable for cash, as provided in the scrip certificates, within such further period (which shall end not less than six years following the date of issue of such certificates) as the Board of Directors shall determine; or

(b) pay a cash adjustment in respect of such fraction in an amount equal to the same fraction of the market price per share of Common Stock (as determined by the Board of Directors) at the close of business on the day of conversion.

(15) The Company will pay any and all taxes that may be payable in respect of the issue or delivery of shares of Common Stock on conversion of shares of the Convertible Series pursuant hereto. The Company shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of the Convertible Series so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Company the amount of any such tax, or has established, to the satisfaction of the Company, that such tax has been paid.

(16) For the purpose of this paragraph (16), the term "Common Stock" shall include any stock of any class of the Company which has no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, and which is not subject to redemption by the Company. However, shares issuable on conversion of shares of this Series shall include only shares of the class designated as Common Stock of the Company as of the date of issuance of the Convertible Series, or shares of any class or classes resulting from any reclassification or recategorizations thereof and which have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company and which are not subject to redemption by the Company; provided that if at any time there shall be more than one such resulting class, the shares of each such class then so issuable shall be substantially in the proportion which the total number of shares of such class resulting from all such recategorizations bears to the total number of shares of all such classes resulting from all such recategorizations.

THIRD: The said resolution was duly adopted by vote of a majority of the directors present at a meeting thereof, at which a quorum was present and acting, duly held and convened on the 24th day of April, 1959.

April 24, 1959
WASHTON GAS LIGHT COMPANY

By DONALD S. BITTINGER

DONALD S. BITTINGER
DISTRICT OF COLUMBIA, SS:

I, John M. Kent, a Notary Public, do hereby certify that on this 24th day of April, 1959, personally appeared before me Donald R. Bittenger, who being by me first duly sworn, declared that he is President of Washington Gas Light Company, that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

JOHN M. KENT
Notary Public, D.C.


COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, April 27, 1959

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the Corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By JESSE W. DILLON,
Chairman.

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, March 29, 1960

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the Corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By RALPH T. CATTERALL,
DISTRICT OF COLUMBIA
OFFICE OF SUPERINTENDENT OF CORPORATIONS

CERTIFICATE OF AMENDMENT
OF
WASHINGTON GAS LIGHT COMPANY

The undersigned, as Superintendent of Corporations of the District of Columbia, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of WASHINGTON GAS LIGHT COMPANY duly signed and verified pursuant to the provisions of the District of Columbia Business Corporations Act, have been received in the office and are found to conform to law.

ACCORDINGLY, the undersigned as such Superintendent of Corporations and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of WASHINGTON GAS LIGHT COMPANY and attaches hereto a duplicate original of the Articles of Amendment.

Date: March 29, 1960

By:

ALFRED GOLSTEIN
Superintendent of Corporations

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. ARTICLE IV of the Charter of the Company shall be amended to read as follows:

   The Company shall have authority to issue 2,500,000 shares of capital stock without par value, divided in 2,500,000 shares of Common Stock and 500,000 shares of Serial Preferred Stock.

3. January 27, 1960 was the date of the meeting of the Board of Directors, at which the above amendment was found in the best interests of the Company and directed to be submitted to a vote at a meeting of the stockholders. Notice of such meeting of stockholders was given on February 9, 1960, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act, and was accompanied by a copy of these Articles of Amendment. The date of the adoption of the amendment by the stockholders was March 28, 1960. Said amendment to the Charter of the Company neither provides for any exchange, reclassification, or cancellation of issued shares, nor effects any change in the amount of the Company's stated capital or paid-in surplus.

4. The number of shares outstanding and entitled to vote thereon was 1,636,378, of which 1,405,392 shares were shares of Common Stock without par value, and 130,986 shares were shares of Serial Preferred Stock without par value entitled to vote thereon as a class. 1,291,165 shares (including 1,114,723 shares of Common Stock and 176,442 shares of Serial Preferred Stock) voted for such amendment and 29,555 shares (including 27,781 shares of Common Stock and 2,164 shares of Serial Preferred Stock) voted against such amendment.

Dated: March 29, 1960

WASHINGTON GAS LIGHT COMPANY

By:

DONALD S. BITTINGER
Donald S. Bittinger
President

By:

EDM. T. STAFFORD
Edm. T. Stafford
Secretary

[Corporate Seal]
DISTRICT OF COLUMBIA, SS:
Donald S. Bittinger, being duly sworn, deposes and says that he executed the
above Articles of Amendment as President of Washington Gas Light Company, and
that the facts stated therein are true.

DONALD S. BITTINGER

Subscribed and sworn to before me this 29th day of March, 1960.

JOHN W. KENT
Notary Public
[Notarial Seal]

<PAGE> 26

ARTICLES OF AMENDMENT
TO THE
CHARTER
OF
WASHINGTON GAS LIGHT COMPANY

1. The name of the corporation is Washington Gas Light Company.

2. Paragraphs (A) and (C) of ARTICLE III of the Charter of the Company hereby
are amended to read as follows:

(A) To manufacture, own, produce, hold, store, buy, sell, lease, deal in,
process, transmit, and distribute (i) gas and products which may have
the characteristics of gas, and any by-product thereof for light, heat,
power, and all other purposes, (ii) appliances, equipment, facilities,
and devices appropriate, convenient, incidental or necessary for the
use of such gas, products, or by-products, or for the general corporate
purposes of the Company, and (iii) all forms of heat, including steam,
hot water, and hot air, and all forms of cooling, including cooled
water, cooled air, and other coolants, and all forms of light and
power, so far as the foregoing may be related to or incidental to the
use of gas:

(C) To conduct business as a public service company in the District of
Columbia, the Commonwealth of Virginia, the State of Maryland, and
elsewhere, which business is briefly described as the purchase,
manufacture, production, transmission, storage, distribution, and sale
of (i) gas for light, heat, power, and all other purposes, and (ii) heat,
cooling, light and power so far as they may be related to or incidental
to the use of gas;

3. (a) In order to provide for the split-up of shares of Common Stock on the
basis of two shares for each presently authorized share, each
authorized share of Common Stock without par value, whether issued or
unissued, hereby is changed into two shares of Common Stock without par
value, at the close of business on the date hereinafter called the
"Record Date", on which these Articles of Amendment become effective,
and ARTICLE IV of the Charter of the Company shall be amended to read
as follows:

The Company shall have authority to issue 4,500,000 shares of
common stock without par value, divided into 4,000,000 shares of
Common Stock and 500,000 shares of Serial Preferred Stock.

(b) Subsequent to such change, all shares of Common Stock issued and
outstanding at the close of business on the Record Date shall represent
the same aggregate amount of capital as the shares of Common Stock
issued and outstanding immediately prior to such change at the close of
business on the Record Date. Each holder of shares of Common Stock of
record at the close of business on the Record Date, may retain the
stock certificates then held, and shall be entitled to receive an
additional certificate for the same number of shares of Common Stock
held of record immediately prior to the close of business on the Record
Date.

4. September 12, 1961, was the date of the meeting of the Board of Directors, at
which the above amendments were set forth in resolutions adopted by the
Board, which found them

<PAGE> 27

in the best interest of the Company, and directed them to be submitted to a
vote at a meeting of the stockholders, notice of such meeting of
stockholders was given on October 11, 1961, in the manner provided by the
District of Columbia Business Corporation Act and the Virginia Stock
Corporation Act, and was accompanied by a copy of these Articles of
Amendment. The date of the adoption of the amendments by the stockholders
was November 13, 1961. Said amendments to the Charter of the Company
neither provide for any exchange or cancellation of issued shares, nor
affect any change in the amount of the Company's stated capital or paid-in
surplus.

5. The number of shares outstanding and entitled to vote thereon was
1,667,063, of which 1,470,409 shares were shares of Common Stock without
par value, entitled to vote thereon as a class with respect to the
amendment of ARTICLE IV of the Charter of the Company. As to the
amendment of ARTICLE III of the Charter of the Company, 1,437,971 shares voted for
such amendment and 3,189 shares voted against such amendment. As to the
amendment of ARTICLE IV of the Charter of the Company, 1,437,971 shares
(including 1,321,668 shares of Common Stock) voted for such amendment and
6,080 shares (including 6,016 shares of Common Stock), voted against such
amendment.


WASHINGTON GAS LIGHT COMPANY

By DONALD S. BITTINGER

-------------------------------

Donald S. Bittinger
President

ATTEST:

RODNEY W. REAY

------------------------------

Rodney W. Reay, Assistant Secretary

By Edw. T. Stafford

------------------------------

Edw. T. Stafford
Secretary

DISTRICT OF COLUMBIA, SS:

Donald S. Bittinger, being duly sworn, deposes and says that he executed
the foregoing Articles of Amendment as President of Washington Gas Light
Company, and that the facts stated therein are true.

DONALD S. BITTINGER

------------------------------

Donald S. Bittinger
President

Subscribed and sworn to before me this 13th day of November, 1961.

JOHN M. KENT

------------------------------

Notary Public

My Commission Expires Nov. 14, 1962

(NOTARIAL SEAL)

The accompanying articles having been delivered to the State Corporation
Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements
of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order,
together with the articles, be admitted to record in the office of the
Commission; and that the corporation have the authority conferred on it by law
in accordance with the articles, subject to the conditions and restrictions
imposed by law.

Upon the completion of such recordation, this order and the articles shall
be forwarded for recordation in the office of the clerk of the Circuit Court of
Arlington County.

STATE CORPORATION COMMISSION

By RALPH T. CATTEAL.

-------------------------------

ACTING Chairman.

VIRGINIA:

In the Clerk's Office of the

The foregoing certificate (including the accompanying articles) has been
duly recorded in my office this day of

and is

now returned to the State Corporation Commission by certified mail.

----------------------------------

Clerk

DISTRICT OF COLUMBIA

OFFICE OF SUPERINTENDENT OF CORPORATIONS

CERTIFICATE OF AMENDMENT

OF

WASHINGTON GAS LIGHT COMPANY
The undersigned, as Superintendent of Corporations of the District of Columbia, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of

WASHINGTON GAS LIGHT COMPANY
duly signed and verified pursuant to the provisions of the District of Columbia Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY, the undersigned as such Superintendent of Corporations and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of

WASHINGTON GAS LIGHT COMPANY

and attaches hereto a duplicate original of the Articles of Amendment.

Filed

Dated: November 13, 1961

11-13-61

By AG

(Seal of Office of Superintendent of Corporations)

ALFRED GOLDFEIN
Superintendent of Corporations

STATEMENT OF RESOLUTION

ESTABLISHING SERIES OF SHARES

and

ARTICLES OF SERIAL DESIGNATION

WASHINGTON GAS LIGHT COMPANY

Pursuant to the provisions of Section 14 of the District of Columbia Business Corporation Act and Section 13.1-14 of the Virginia Stock Corporation Act, the undersigned corporation submits the following statement and articles for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is Washington Gas Light Company.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on April 25, 1962:

RESOLVED, That this Board of Directors does hereby establish a series of Serial Preferred Stock of Washington Gas Light Company to consist of 150,000 shares and to be designated "$4.80 Series" (hereinafter sometimes called the "$4.80 Series"), and that this Board of Directors does hereby fix and determine the following relative rights and preferences for such series:

(1) The rate of dividend payable on the $4.80 Series shall be $4.80 per annum per share, and the initial dividend thereon shall be cumulative from May 1, 1962, and shall be payable on August 1, 1962:

(2) The shares of the $4.80 Series shall be redeemable, in whole or in part, at $110 per share on or before May 1, 1967, $107 thereafter and on or before May 1, 1972, $104 per share thereafter and on or before May 1, 1977, and $101 per share thereafter, in each case plus an amount, in the case of each share so redeemed, which amount shall be computed at the rate of $4.80 per annum, from the date on which dividends on such share became cumulative to the date fixed for such redemption, less the aggregate of the dividends paid thereon prior to such redemption date; and

(3) In the event of any voluntary liquidation, dissolution or winding up of the Company, the amount payable upon shares of the $4.80 Series shall be $110 per share if paid on or before May 1, 1967, $107 per share paid thereafter and on or before May 1, 1972, $104 per share if paid thereafter and on or before May 1, 1977, and $101 per share if paid thereafter; and in the event of any involuntary liquidation, dissolution or winding up of the Company, the amount payable upon said shares of the $4.80 Series shall be $100 per share; in each case in addition to accrued and unpaid dividends.

April 25, 1962

WASHINGTON GAS LIGHT COMPANY

By DONALD S. BITTINGER

DONALD S. BITTINGER

RODNEY M. REAMY

RODNEY M. REAMY

Assistant Secretary

By EDM. T. STAFFORD

EDM. T. STAFFORD

Secretary
DISTRICT OF COLUMBIA, SS:

I, John M. Kent, a Notary Public, do hereby certify that on this 25th day of April, 1962, personally appeared before me Donald E. Stutting, who being by me first duly sworn, declared that he is President of Washington Gas Light Company, that he signed the foregoing document as President of the corporation, and that the statements contained therein are true.

JOHN M. KENT
Notary Public. D.C.


COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, APRIL 26, 1962

The accompanying articles having been delivered to the State Corporation Commission on behalf of WASHINGTON GAS LIGHT COMPANY and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the CIRCUIT COURT OF ARLINGTON COUNTY.

STATE CORPORATION COMMISSION

By JESSE M. DILLON
Chairman

STATEMENT OF RESOLUTION
ESTABLISHING SERIES OF SHARES
and
ARTICLES OF SERIAL DESIGNATION
of the Serial Preferred Stock 4.36
Convertible Series -- without par value
WASHINGTON GAS LIGHT COMPANY

Pursuant to the provisions of Section 29-908a of the District of Columbia Code (1961 Edition) and Section 13.1-14 of the Code of Virginia (1950 Edition), the undersigned corporation submits the following statement and articles for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is Washington Gas Light Company.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on May 27, 1965:

RESOLVED, That this Board of Directors does hereby establish a series of Serial Preferred Stock of Washington Gas Light Company to consist of 150,000 shares and to be designated "4.36 Convertible Series" (hereinafter sometimes called "this Series") and that this Board of Directors does now hereby fix and determine the following relative rights and preferences for such series:

A) The rate of dividend payable on this Series shall be 4.36 per annum per share; and the initial dividend thereon shall be cumulative from June 14, 1965 and shall be payable on August 2, 1965:

B) The shares of this Series shall be redeemable, in whole or in part, at $105 per share on or before June 1, 1966, $104 per share thereafter and on or before June 1, 1967, $103 per share thereafter and on or before June 1, 1968, $102 per share thereafter and on or before June 1, 1969, $101 per share thereafter and on or before June 1, 1970, and $100 per share thereafter, in each case plus an amount, in the case of each share, computed at the rate of 4.36 per annum, from the date on which dividends on such share become cumulative to the date fixed for such redemption, less the aggregate of the dividends paid thereon prior to such redemption date:

C) In the event of any voluntary liquidation, dissolution or winding up of the Company, the amount payable upon shares of this Series shall be $105 per share if paid on or before June 1, 1966, $104 per share if paid
thereafter and on or before June 1, 1967, $10 per share if paid thereafter
and on or before June 1, 1968, $102 per share if paid thereafter and on or
before June 1, 1969, $101 per share if paid thereafter and on or before
June 1, 1970, and $100 per share if paid thereafter and in the event of
any involuntary liquidation, dissolution or winding up of the Company, the
amount payable upon said shares of this Series shall be $100 per share: in
each case in addition to accrued and unpaid dividends; and

[D] The holders of shares of this Series shall have the right, at
their option, to convert such shares into shares of Common Stock of the
Company at any time during usual business hours on and subject to the
following terms and conditions:

- = = = = = = = = = = = =

The statement "of which 81,636 were heretofore treasury shares of the
$4.60 Convertible Series" was included after the word "156,901 shares" in the
second line of this Resolution as filed with the State Corporation Commission
of Virginia in order to comply with Virginia law.

(PAGE) 33

(1) The shares of this Series shall be convertible at the office
of any Transfer Agent, and at such other office or offices, if any, as
the Board of Directors may designate, into fully paid and
nonassessable shares (calculated as to each conversion to the nearest
1/100th of a share) of Common Stock of the Company, at the conversion
price, determined as hereinafter provided, in effect at the time of
conversion, each share of this Series being taken at $100 for the
purpose of such conversion. The price at which shares of Common Stock
shall be delivered upon conversion (herein called the "conversion
price") shall be initially $40 per share of Common Stock. The
conversion price shall be reduced in certain instances as provided in
paragraphs (3), (9) and (10) below, and shall be increased in certain
instances as provided in paragraph (10) below. No payment or
adjustment shall be made upon any conversion on account of any
dividends accrued on the shares of this Series surrendered for
conversion or on account of any dividends on the Common Stock issued
upon such conversion.

(2) In order to convert shares of this Series into Common Stock,
the holder thereof shall surrender at any office hereinafter mentioned
the certificate or certificates therefor, duly endorsed to the Company
or in blank, and give written notice to the Company at said office
that he or she elects to convert such shares. Shares of this Series shall be
delivered to have been converted immediately prior to the close of
business on the day of the surrender of such shares for conversion as
provided above, and the person or persons entitled to receive the
Common Stock issuable upon such conversion shall be entitled for all
purposes as the record holder or holders of such Common Stock at such
time. As promptly as practicable on or after the conversion date, the
Company shall issue and deliver at said office a certificate or
certificates for the number of full shares of Common Stock issuable
upon such conversion, together with a scrip certificate for, or cash in
lieu of, any fraction of a share, as hereinafter provided, to the
person or persons entitled to receive the same. In case shares of
this Series are called for redemption, the right to convert such
shares shall cease and terminate at the close of business on the day
prior to the date fixed for redemption, unless default shall be made
in payment of the redemption price.

(3) In case the conversion price is not effective immediately prior to
the close of business on any day shall exceed by 50 cents of more the
amount determined at the close of business on such day by dividing:

(1) a sum equal to (a) 3,138,010 multiplied by $40 (being
the initial conversion price), plus (b) the aggregate of the
amounts of all consideration received by the Company upon the
issuance of Additional Shares of Common Stock (as hereinafter
deefined), minus (c) the aggregate of the amounts of all dividends
and other distributions which have been paid or made, after the
data of issuance of this Series, on Common Stock of the Company,
other than in cash out of its earned surplus or in Cumulative
Stock of the Company, by

(11) the sum of (a) 3,138,010 and (b) the number of
Additional Shares of Common Stock which shall have been
issued,

the conversion price shall be reduced, effective immediately prior to
the opening of business on the next succeeding day, by an amount equal
to the amount by which such conversion price shall exceed the amount
so determined. The foregoing amount

2

of 50 cents (or such amount as theretofore adjusted) shall be subject
to adjustment as provided in paragraphs (9) and (10) below, and such
amount (or such amount as theretofore adjusted) is referred to in such
paragraphs as the "Differential Amount."

(4) The term "Additional Shares of Common Stock" as used herein
shall mean all shares of Common Stock issued by the Company after the
date of issuance of this Series (including shares deemed to be
"Additional Shares of Common Stock" pursuant to paragraph (10) below),
whether or not subsequently reacquired or retired by the Company,
orther th
shares issued upon conversion of shares of this Series,

shares issued upon conversion of convertible securities outstanding at the date of issuance of this Series, or upon exercise of options which may be granted pursuant to any stock option plan of the Company approved by the stockholders of the Company, plus any additional shares which may be offered for sale to officers or employees of the Company or of any subsidiary of the Company and issued pursuant to any such offers; and

shares issued by way of dividend or other distribution on shares of Common Stock excluded from the definition of Additional Shares of Common Stock by the foregoing clauses (i) or (ii) or this clause (iii) or on shares of Common Stock resulting from any subdivision or combination of shares of Common Stock so excluded.

The sale or other disposition of any shares of Common Stock or other securities held in the treasury of the Company shall not be deemed an issuance thereof.

(5) In case of the issuance of Additional Shares of Common Stock for a consideration part or all of which shall be cash, the amount of the cash consideration therefor shall be deemed to be the amount of cash received by the Company for such shares (or, if such Additional Shares of Common Stock are offered by the Company for subscription, the subscription price, or, if such Additional Shares of Common Stock are sold to underwriters or dealers for public offering without a subscription offering, the initial public offering price), without deducting therefrom any compensation or discount in the sale, underwriting or purchase thereof by underwriters or dealers or others performing similar services or for any expenses incurred in connection therewith.

(6) In case of the issuance (otherwise than as a dividend or other distribution on any stock of the Company or upon conversion or exchange of other securities of the Company) of Additional Shares of Common Stock for a consideration part or all of which shall be other than cash, the amount of the consideration therefor other than cash shall be deemed to be the value of such consideration as determined by the Board of Directors, irrespective of the accounting treatment thereof. The reclassification of securities other than Common Stock into securities including Common Stock shall be deemed to involve the issuance for a consideration other than cash of such Common Stock immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such Common Stock.

(7) Additional Shares of Common Stock issuable by way of dividend or other distribution on any class of capital stock of the Company shall be deemed to have been issued without consideration, and shall be deemed to have been issued immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution, except that if the total number of shares constituting such dividend or other distribution exceeds five per cent of the total number of shares of Common Stock outstanding at the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution, such Additional Shares of Common Stock shall be deemed to have been issued immediately after the opening of business on the day following the date fixed for the determination of stockholders entitled to receive such dividend or other distribution.

A dividend or other distribution in cash or in property (including any dividend or other distribution in securities other than Common Stock) shall be deemed to have been paid or made immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution and the amount of such dividend or other distribution in property shall be deemed to be the value of such property as of the date of the adoption of the resolution declaring such dividend or other distribution, as determined by the Board of Directors at or as of that date. In the case of any such dividend or other distribution on Common Stock which consists of securities which are convertible into or exchangeable for shares of Common Stock, such securities shall be deemed to have been issued for a consideration equal to the value thereof as so determined.

If, upon the payment of any dividend or other distribution in cash or in property (excluding Common Stock but including all other securities), outstanding shares of Common Stock are cancelled or required to be surrendered for cancellation on a pro rata basis, the excess of the number of shares of Common Stock outstanding immediately prior thereto over the number to be outstanding immediately thereafter (less that portion of such excess attributable to the cancellation of shares excluded from the definition of Additional Shares of Common Stock by clauses (i), (ii) or (iii) of paragraph (4) above), shall be deducted from the sum computed pursuant to clause (iii) of paragraph (3) above for the purposes of all determinations under such paragraph (3) made immediately prior to the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution and at any time thereafter.
The reclassification (including any reclassification upon a consolidation or merger in which the Company is the continuing corporation) of Common Stock into securities including other than Common Stock shall be deemed to involve (a) a distribution on Common Stock of such securities other than Common Stock made immediately prior to the close of business on the effective date of the reclassification, and (b) a combination or subdivision, as the case may be, of the number of shares of Common Stock outstanding immediately prior to such reclassification into the number of shares of Common Stock outstanding immediately thereafter.

The issuance by the Company of rights or warrants to subscribe for or purchase securities of the Company shall not be deemed to be a dividend or distribution of any kind.

(8) In case of the issuance of Additional Shares of Common Stock upon conversion or exchange of other securities of the Company, the amount of the considera-

<PAGE>

(9) In case Additional Shares of Common Stock are issued as a dividend or other distribution on any class of capital stock of the Company, and the total number of shares constituting such dividend or other distribution exceeds five per cent of the total number of shares of Common Stock outstanding at the close of business on the date fixed for the determination of stockholders entitled to receive such dividend or other distribution, the conversion price and the Differential Amount in effect at the opening of business on the day following the date fixed for such determination shall be reduced by multiplying such conversion price by a fraction of which the numerator shall be the number of shares of Common Stock outstanding at the close of business on the date fixed for such determination and the denominator shall be the sum of such number of shares and the total number of shares constituting such dividend or other distribution, such reductions to become effective immediately after the opening of business on the day following the date fixed for such determination. For the purposes of this paragraph (9), the number of shares of Common Stock at any time outstanding shall not include shares held in the treasury of the Company but shall include shares issuable in respect to scrip certificates issued in lieu of fractions of shares of Common Stock (other than shares of Common Stock which, upon issuance, would not constitute Additional Shares of Common Stock). The Company will not pay any dividend or make any distribution on shares of Common Stock held in the treasury of the Company.

(10) In case at any time after the date of issuance of this Series outstanding shares of Common Stock shall be subdivided into a greater number of shares of Common Stock, the conversion price and the Differential Amount in effect at the opening of business on the day following the day upon which such subdivision becomes effective shall be proportionately reduced, and conversely, in case outstanding shares of Common Stock shall be combined into a smaller number of shares of Common Stock, the conversion price and the Differential Amount in effect at the opening of business on the day following the day upon which such combination becomes effective shall be proportionately increased, such reductions or increases as the case may be, to become effective immediately after the opening of business on the day following the day upon which such subdivision or combination becomes effective. In the event of any such subdivision, the number of shares of Common

<PAGE>

Stock outstanding immediately thereafter, to the extent of the excess thereof over the number outstanding immediately prior thereto (less that portion of such excess attributable to the subdivision of shares excluded from the definition of Additional Shares of Common Stock by clauses (I), (II) or (III) of paragraph (4) above), shall be deemed to be "Additional Shares of Common Stock" and to have been issued immediately after the opening of business on the day following the day upon which such subdivision shall have become effective and without consideration. In the event of any such combination, the excess of the number of shares of Common Stock outstanding immediately prior thereto over the number outstanding immediately thereafter (less that portion of such excess attributable to the combination of shares excluded from the definition of Additional
Shares of Common Stock by clauses (i), (ii) or (iii) of paragraph (4) above, shall be deducted from the sum computed pursuant to clause (ii) of paragraph (3) above for the purposes of all determinations under such paragraph (3) made on any day after the day upon which such combination becomes effective. Shares of Common Stock held in the treasury of the Company and shares insusceptible in respect to scrip certificates issued in lieu of fractions of shares of Common Stock (other than shares of Common Stock which, upon issuance, would not constitute Additional Shares of Common Stock) shall be considered outstanding for the purposes of this paragraph (10).

(11) Whenever the conversion price is adjusted as herein provided:

(a) the Company shall compute the adjusted conversion price in accordance with this paragraph (11) and shall prepare a certificate signed by an officer of the Company setting forth the adjusted conversion price and showing in reasonable detail the facts upon which such adjustment is based, including a statement of the consideration received or to be received by the Company for, and the amount of, any Additional Shares of Common Stock issued since the last such adjustment, and such certificate shall forthwith be filed with the Transfer Agent or Agents for this Series; and

(b) a notice stating that the conversion price has been adjusted and setting forth the adjusted conversion price shall forthwith be required, and as soon as practicable after it is required, such notice shall be mailed to the holders of record of the outstanding shares of this Series: provided, however, that if within ten days after the completion of mailing of such a notice, an additional notice is required, such additional notice shall be deemed to be required pursuant to this clause (b) as of the opening of business on the tenth day after such completion of mailing and shall set forth the conversion price as adjusted at such opening of business, and upon the mailing of such additional notice no other notice need be given of any adjustment in the conversion price occurring at or prior to such opening of business and after the time that the next preceding notice given by mail became required.

(12) In the event:

(a) the Company shall declare a dividend (or any other distribution) on its Common Stock payable otherwise than in cash out of its earned surplus; or

(b) the Company shall authorize the granting to the holders of its Common Stock of rights to subscribe for or purchase any shares of capital stock of any class or of any other rights; or

(c) of any reclassification of the capital stock of the Company (other than a subdivision or combination of its outstanding shares of Common Stock), or of any consolidation or merger to which the Company is a party and for which approval of any stockholders of the Company is required, or of the sale or transfer of all or substantially all of the assets of the Company; or

(d) of the voluntary or involuntary dissolution, liquidation or winding up of the Company;

then the Company shall cause to be mailed to the Transfer Agent or Agents for this Series and to the holders of record of the outstanding shares of this Series, at least twenty days or ten days in any case specified in clause (a) or (b) above) prior to the applicable record date hereinafter specified, a notice stating (x) the date on which a record is to be taken for the purpose of such dividend, distribution or rights, or, if a record is not to be taken, the date as of which the holders of this Series of record to be entitled to such dividend, distribution or rights are to be determined, or (y) the date on which such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up is expected to become effective, and the date as of which it is expected that holders of Common Stock of record shall be entitled to exchange their shares of Common Stock for securities or other property deliverable upon such reclassification, consolidation, merger, sale, transfer, dissolution, liquidation or winding up.

(13) The Company shall at all times reserve and keep available, free from preemptive rights, out of its authorized but unissued Common Stock, for the purpose of effecting the conversion of the shares of this Series, the full number of shares of Common Stock then deliverable upon the conversion of all shares of this Series then outstanding.

(14) No fractional shares of Common Stock shall be issued upon conversion, but, instead of any fraction of a share which would otherwise be issuable, the Company shall, at its option, either

(a) issue nondividend bearing and nonvoting scrip certificates for such fraction, such certificates to be in such form and to contain such terms and conditions as the Board of Directors shall at any time or from time to time in its discretion fix and determine, provided that the certificates shall be exchangeable, within such period (which shall end not less than
two years following the date of issue thereof] as the Board of Directors shall determine. Together with other scrip certificates issued upon conversion of shares of this Series, for stock certificates representing a full share or shares, and upon the expiration of such period shall be exchangeable for cash, as provided in the scrip certificates, within such further period (which shall not be less than six years following the date of issue of such certificates) as the Board of Directors shall determine; or

(b) pay a cash adjustment in respect of such fraction in an amount equal to the same fraction of the market price per share of Common Stock (as determined by the Board of Directors) at the close of business on the day of conversion.

(13) The Company will pay any and all taxes that may be payable in respect of the issue or delivery of shares of Common Stock on conversion of shares of this Series pursuant hereto. The Company shall not, however, be required to pay any tax which may be payable in respect of any transfer involved in the issue and delivery of shares of Common Stock in a name other than that in which the shares of this Series so converted were registered, and no such issue or delivery shall be made unless and until the person requesting such issue has paid to the Company the amount of any such tax, or has established, to the satisfaction of the Company, that such tax has been paid.

(14) For the purpose of this paragraph (13), the term "Common Stock" shall include any stock of any class of the Company which has no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company, and which is not subject to redemption by the Company. However, shares issuable on conversion of shares of this Series shall include only shares of the class designated as Common Stock of the Company as of the date of issuance of this Series, or shares of any class or classes resulting from any reclassification or reclassifications thereof and which have no preference in respect of dividends or of amounts payable in the event of any voluntary or involuntary liquidation, dissolution or winding up of the Company and which are not subject to redemption by the Company; provided that if at any time there shall be more than one such resulting class, the shares of each such class then so issuable shall be substantially in the proportion which the total number of shares of such class resulting from all such reclassification bears to the total number of shares of all such classes resulting from all such reclassification.

THIRD: The said resolution was duly adopted by vote of a majority of the directors present at a meeting thereof, at which a quorum was present and acting, duly held and convened on the 27th day of May, 1965.

May 28, 1965
WASHINGTON GAS LIGHT COMPANY

By DONALD S. BITTINGER

DONALD S. BITTINGER
President

Attest: (Corporate Seal)

C. BRUCE DICKINSON

C. BRUCE DICKINSON
Assistant Secretary

By R. W. REAMY

R. W. REAMY
Secretary

DISTRICT OF COLUMBIA, SS:

I, John M. Kent, a Notary Public, do hereby certify that on this 28th day of May, 1965, personally appeared before me Donald S. Bittinger, who being by me first duly sworn, declared that he is President of Washington Gas Light Company, that he signed the foregoing document as President of the Corporation, and that the statements contained therein are true.

JOHN M. KENT
Notary Public, D.C.


The accompanying articles having been delivered to the State Corporation
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION
By JESSE W. DILLON,
Chairman

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 26th day of October, 1966, the following resolution was adopted:

RESOLVED, That as of September 30, 1966, the Company had in its treasury 1,869 shares of $4.60 Convertible Preferred Stock which had been surrendered to the Company for conversion into shares of Common Stock, and that said 1,869 shares of $4.60 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1966, in the amount of $87,492,106.41 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>3,165,666</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,600</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>16,681</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>130,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>156,901</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Senior Vice President and its Secretary this 26th day of October, 1966, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY
By O. H. RÍTENOUR
Senior Vice President

By R. W. REAMY
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, November 9, 1966

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is
ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By RALPH T. CATERALL

Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County.

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 17th day of November 1966 and is now returned to the State Corporation Commission by certified mail.

H. BRUCE GREEN

Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 30th day of October, 1967, the following resolution was adopted:

RESOLVED, That as of September 30, 1967, the Company had in its treasury, 1,270 shares of Serial Preferred Stock, $4.60 Convertible Series which had been surrendered to the Company for conversion into shares of Common Stock, and that said 1,270 shares of $4.60 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1967, in the amount of $87,491,588.92 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>3,169,883</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv.</td>
<td>15,811</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv.</td>
<td>150,901</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Senior Vice President and its Secretary this 30th day of October, 1967, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By O. H. RITENOUR

Senior Vice President

By R. W. REANY

Secretary

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, November 3, 1967

The accompanying articles having been delivered to the State Corporation Commission on behalf of WASHINGTON GAS LIGHT COMPANY.
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By RALPH T. CATTERALL

Acting Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 10th day of November 1967 and is now returned to the State Corporation Commission by certified mail.

H. BRUCE GREEN

Clerk

<PAGE> 45

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. ARTICLE IV of the Charter of the Company shall be amended to read as follows:

The Company shall have authority to issue 5,000,000 shares of capital stock without par value, divided into 4,500,000 shares of Common Stock and 500,000 shares of Serial Preferred Stock.

3. January 31, 1968, was the date of the meeting of the Board of Directors, at which the above amendment was found in the best interests of the Company and directed to be submitted to a vote at a meeting of the stockholders. Notice of such meeting of stockholders was given on February 23, 1968, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act, and was accompanied by a copy of these Articles of Amendment. The date of the adoption of the amendment by the stockholders was March 25, 1968. Said amendment to the Charter of the Company neither provides for any exchange, reclassification, or cancellation of issued shares, nor effects any change in the amount of the Company's stated or paid-in capital.

4. The number of shares outstanding and entitled to vote thereon was 3,624,674, of which 3,172,218 shares were shares of Common Stock without par value entitled to vote thereon as a class. 3,073,915 shares (including 2,707,107 shares of Common Stock) voted for such amendment and 35,150 shares (including 17,266 shares of Common Stock) voted against such amendment.

Dated: March 26, 1968

WASHINGTON GAS LIGHT COMPANY

By DONALD S. BITTINGER

Donald S. Bittinger

President

C. E. DICKINSON

By R. W. REANY

C. E. Dickinson

Secretary

R. W. Reany

[Corporate Seal]

DISTRICT OF COLUMBIA, SS:

Donald S. Bittinger, being duly sworn, deposes and says that he executed the above Articles of Amendment as President of Washington Gas Light Company, and that the facts stated therein are true.

DONALD S. BITTINGER

Donald S. Bittinger

Subscribed and sworn to before me this 26th day of March, 1968.

JOSEPH H. STREETT

Notary Public

My Commission expires 2/14/72.

<PAGE> 46

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION
AT RICHMOND, March 26, 1968

The accompanying articles having been delivered to the State Corporation
Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements
of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order,
together with the articles, be admitted to record in the office of the
Commission; and that the corporation have the authority conferred on it by law
in accordance with the articles, subject to the conditions and restrictions
imposed by law.

Upon the completion of such recordation, this order and the articles shall
be forwarded for recordation in the office of the clerk of the Circuit Court of
Arlington County

STATE CORPORATION COMMISSION

By

JESSE M. DILLON

Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been
duly recorded in my office this day of and is now returned to the State Corporation Commission by Certified mail.

Clerk

OFFICE OF RECORDER OF DEEDS
Corporation Division
Sixth and D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of
Columbia Business Corporation Act have been complied with and ACCORDINGLY this
Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of
March 26, 1968.

PETER S. RIDDLE, Recorder of Deeds, D. C.

By

ALFRED GOLDSTEIN

Superintendent of Corporations

(Seal of the Office of
Superintendent of Corporations)

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of
Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 30th day of
October, 1968, the following resolution was adopted.

RESOLVED, That, Whereas, as of September 30, 1968, the Company
had in its treasury, 2,920 shares of Serial Preferred Stock, $4.40
Convertible Series, and 680 shares of Serial Preferred stock, $4.36
Convertible Series, which had been surrendered to the Company for
conversion into shares of Common Stock, and that said 2,920 shares of
$4.40 and 680 shares of $4.36 Convertible Preferred Stock be and they
hereby are cancelled, and that after such cancellation, the stated
capital of the Company, as of September 30, 1968, in the amount of
$97,741,260.26 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after
giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>3,576,580</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,800</td>
</tr>
<tr>
<td>Serial Preferred, $6.00 Series</td>
<td>60,600</td>
</tr>
<tr>
<td>Serial Preferred, $4.50 Convt. Series</td>
<td>12,601</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
</tbody>
</table>
IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and Chief Financial Officer and its Secretary this 7th day of October, 1968, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY
By
C. C. PIKE
Vice President and Chief Financial Officer
By
R. W. REAMY
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, November 7, 1968

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be recorded in the office of the Commission and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION
By
JESSE W. DILLON
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County.

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this ______ day of _______________ and is now returned to the State Corporation Commission by certified mail.

__________________________
Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 28th day of October, 1969, the following resolution was adopted.

RESOLVED, That, Whereas, as of September 30, 1969, the Company had in its treasury, 765 shares of Serial Preferred Stock, $4.60 Convertible Series, and 6,294 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 765 shares of $4.60 and 6,294 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1969, in the amount of $97,815,369.54 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>3,599,382</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,900</td>
</tr>
<tr>
<td>Serial Preferred, $4.65 Conv. Series</td>
<td>11,923</td>
</tr>
<tr>
<td>Serial Preferred, $4.95 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>149,927</td>
</tr>
</tbody>
</table>
IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and Chief Financial Officer and its Secretary this 29th day of October, 1969, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By

C. C. Pike
Vice President and Chief Financial Officer

By

R. W. Reamy
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, November 5, 1969

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Arlington County.

STATE CORPORATION COMMISSION

By RALPH T. CATTERALL
Chairman

H. BRUCE GREEN
Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 28th day of October, 1970, the following resolution was adopted.

RESOLVED, That, whereas, as of September 30, 1970, the Company had in its treasury, 1,664 shares of Serial Preferred Stock, $4.60 Convertible Series, and 11,076 shares of Serial Preferred stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 1,664 shares of $4.60 and 11,076 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1970, in the amount of $97,834,515.73 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>834,392</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>10,276</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>138,851</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and Chief Financial Officer.
and its Secretary this 28th day of October, 1970, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By

C. C. Pike
Vice President and Chief Financial Officer

By

R. W. Beamy
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, November 9, 1970

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By H. Lester Hooper
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County,

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this day of _ and is now returned to the State Corporation Commission by certified mail.

--------------------------------------------------------------------------------
Clerk

AT ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. ARTICLE IV of the Charter of the Company shall be amended to read as follows:

   The Company shall have authority to issue 6,000,000 shares of capital stock without par value, divided into 5,000,000 shares of Common Stock and 500,000 shares of Serial Preferred Stock.

3. January 27, 1971 was the date of the meeting of the Board of Directors, at which the above amendment was found in the best interests of the Company and directed to be submitted to a vote at a meeting of the stockholders. Notice of such meeting of stockholders was given on February 15, 1971, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act, and was accompanied by a copy of these Articles of Amendment. The date of the adoption of the amendment by the stockholders was March 22, 1971. Said amendment to the Charter of the Company neither provides for any exchange, reclassification, or cancellation of issued shares, nor effects any change in the amount of the Company's stated or paid-in capital.

4. The number of shares outstanding and entitled to vote thereon was 4,083,533, of which 3,664,636 shares were shares of Common Stock without par value entitled to vote thereon as a class, 3,347,953 shares (including 3,028,037 shares of Common Stock) voted for such amendment and 87,533 shares (including 84,171 shares of Common Stock) voted against such amendment.

Dated: March 23, 1971

WASHINGTON GAS LIGHT COMPANY

By

Paul L. Reichardt
President
DISTRICT OF COLUMBIA, SS:

Paul E. Reichardt, being duly sworn, deposes and says that he executed the
above Articles of Amendment as President of Washington Gas Light Company, and
that the facts stated therein are true.

PAUL E. REICHARDT

Paul E. Reichardt

Subscribed and sworn to before me this 23d day of March, 1971.

MADELEINE M. RUSH
Notary Public


COMMNHWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, March 23, 1971

The accompanying articles having been delivered to the State Corporation
Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements
of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order,
together with the articles, be admitted to record in the office of the
Commission; and that the corporation have the authority conferred on it by law
in accordance with the articles, subject to the conditions and restrictions
imposed by law.

Upon the completion of such recordation, this order and the articles shall
be forwarded for recordation in the office of the clerk of the Circuit Court of
Arlington County

STATE CORPORATION COMMISSION

By JESSE W. DILLON
Chairman

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been
duly recorded in my office this day of , and is now returned to
the State Corporation Commission by certified mail.

------------------------
Clerk

OFFICE OF RECORDER OF DEEDS
Corporation Division,
Sixth and D Streets, N.W.
Washington, D.C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of
Columbia Business Corporation Act have been complied with and ACCORDINGLY this
Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of

PETER S. RIDLEY,
Recorder of Deeds, D.C.

By ALFRED GOLDSMITH
Superintendent of Corporations

(Seal of the Office of
Superintendent of Corporations)
ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 21st day of October, 1971, the following resolution was adopted:

RESOLVED, That, Whereas, as of September 30, 1971, the Company had in its treasury, 3,350 shares of Serial Preferred Stock, $4.40 Convertible Series, and 31,312 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 3,350 shares of $4.40 and 31,312 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1971, in the amount of $106,215,145.89 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,136,266</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,610</td>
</tr>
<tr>
<td>Serial Preferred, $4.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>8,926</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>350,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>107,539</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and Chief Financial Officer and its Secretary this 29th day of October, 1971, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By

C. C. Pike
Vice President and Chief Financial Officer

R. W. Reany
Secretary

COMMANDELT OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, November 3, 1971

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County

STATE CORPORATION COMMISSION

By

RALPH T. CATTERALL
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this day of and is now returned to the State Corporation Commission by certified mail.

Clerk
ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 25th day of October, 1972, the following resolution was adopted.

RESOLVED, That, Whereas, as of September 30, 1972, the Company had in its treasury, 424 shares of Serial Preferred Stock, $4.60 Convertible Series, and 21,899 shares of Serial Preferred stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 424 shares of $4.60 and 21,899 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1972, in the amount of $410,311,412.26 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>42,200,588</td>
</tr>
<tr>
<td>Serial Preferred, 54.25 Series</td>
<td>78,600</td>
</tr>
<tr>
<td>Serial Preferred, 55.01 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, 54.60 Conv. Series</td>
<td>6,502</td>
</tr>
<tr>
<td>Serial Preferred, 54.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, 54.36 Conv. Series</td>
<td>85,640</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President-Finance and its Secretary this 25th day of October, 1972, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By E. R. MELLON

E. R. Mellon
Vice President-Finance

By R. W. REAMY

R. W. Reamy
Secretary

STATE CORPORATION COMMISSION

AT RICHMOND. NOVEMBER 10, 1972

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this Order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By JUNIE BRADSHAW

Chairman

VIRGINIA

In the Clerk's Office of the Circuit Court of Arlington County.

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 20th day of November, 1972 and is now returned to the State Corporation Commission by certified mail.

H. BRUCE GREEN

Clerk
ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 31st day of October, 1973, the following resolution was adopted.

RESOLVED, that, Whereas, as of September 30, 1973, the Company had in its treasury, 438 shares of Serial Preferred Stock, $4.60 Convertible Series, and 21,674 shares of Serial Preferred stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 438 shares of $4.60 and 21,674 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1973, in the amount of $105,310,399.81 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>1,260,520</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>6,064</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>100,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>63,966</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 31st day of October, 1973, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By
S.S. Hollingsworth
S.S. Hollingsworth
Vice President and General Counsel

By
R.W. Reamy
R.W. Reamy
Secretary

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, November 14, 1973

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By THOMAS P. HARWOOD, JR.
Commissioner

VIRGINIA

In the Clerk’s Office of the Circuit Court of Arlington County.

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 20th day of November, 1973 and is now returned to the State Corporation Commission by certified mail.

H. BRUCE GREEN
Clerk
ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 30th day of October, 1974, the following resolution was adopted:

RESOLVED, That, Whereas, as of September 30, 1974, the Company had in its treasury, 586 shares of Serial Preferred Stock, $4.60 Convertible Series, and 2,109 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 586 shares of $4.60 and 2,109 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1974, in the amount of $105,109,602.46 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,268,388</td>
</tr>
<tr>
<td>Serial Preferred, 5.25 Series</td>
<td>76,000</td>
</tr>
<tr>
<td>Serial Preferred, 5.50 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, 5.60 Conv. Series</td>
<td>5,478</td>
</tr>
<tr>
<td>Serial Preferred, 5.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, 5.36 Conv. Series</td>
<td>61,057</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 30th day of October, 1974, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY
By S. S. HOLLINGSWORTH
Vice President and General Counsel

WASHINGTON GAS LIGHT COMPANY
By C. B. DICKINSON
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 4, 1974

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission, and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION
By THOMAS P. HAWKINS, JR.
Commissioner

WASHINGTON GAS LIGHT COMPANY

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County.

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 13th day of November, 1974 and is now returned to the State Corporation Commission by certified mail.

JOSEPH C. SMYTH
Clerk
ARTICLES OF AMENDMENT

1. The name of the Corporation is Washington Gas Light Company.

2. ARTICLE IV of the Charter of the Company shall be amended to read as follows:
   The Company shall have authority to issue 7,000,000 shares of capital stock without par value divided into 5,500,000 shares of Common Stock and 1,500,000 shares of Serial Preferred Stock.

3. ARTICLE V, Section 1, of the Charter of the Company shall be retitled to read as follows:
   ARTICLE V, Section 1(a), Authority of Board of Directors—Serial Preferred Stock (Voting)
   The word "(Voting)" shall be inserted after the words "Serial Preferred Stock" in the first sentence of Article V, Section 1(a).

4. A new section shall be added to ARTICLE V, designated as follows:
   Section 1(b), Authority of Board of Directors—Serial Preferred Stock (Nonvoting)
   The Board of Directors is hereby expressly authorized, within limitations and restrictions stated hereinafter, to provide from time to time for the issue of Serial Preferred Stock (Nonvoting) in series and, with respect to each series, to determine and fix:
   (a) The serial designation and authorized number of shares.
   (b) The rate of dividend.
   (c) The price at, and the terms and conditions on, which shares may be redeemed.
   (d) The amount payable upon shares in event of involuntary liquidation.
   (e) The amount payable upon shares in event of voluntary liquidation.
   (f) Sinking fund provisions (if any) for the redemption or purchase of shares.
   (g) The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion.

5. A new Section shall be added to ARTICLE V, designated as follows:
   Section 1(c), Definition—Serial Preferred Stock
   Unless otherwise stated, the words "Serial Preferred Stock" appearing in ARTICLES IV and V shall mean both Serial Preferred Stock (Voting) and Serial Preferred Stock (Nonvoting).

6. Paragraph (a) of Section 9 of ARTICLE V of the Charter of the Company shall be amended to read as follows:
   (a) The holders of the Serial Preferred Stock (Voting) and of the Common Stock shall be entitled, for all purposes except as hereinafter provided, to one vote for each share held by them of record on the books of the Company. Serial Preferred Stock, issued after January 1, 1975, may be nonvoting, subject, however, to the provisions of Sections 9(b), 9(c), and 9(d) of this ARTICLE V.

7. ARTICLE V, Section 6, Paragraph (b), of the Charter of the Company shall be amended to read as follows:
   (b) No holder of Common Stock shall be entitled as such a matter of right to subscribe for or purchase any part of any new or additional issue of stock or securities convertible into or carrying or evidencing any right to purchase stock, of any class whatever, whether now or hereafter authorized, and whether issued for cash, property, services or otherwise.

8. December 23, 1974, was the date of the meeting of the Board of Directors, at which the above amendments were set forth in resolutions adopted by the Board, which found them in the best interests of the Company, and directed them to be submitted to a vote at a meeting of the stockholders. Notice of such meeting of stockholders was given on February 21, 1975. In the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act, and was accompanied by a copy of these Articles of Amendment. The date of the adoption of the amendments by the stockholders was March 24, 1975. Said amendments to the Charter of the Company neither provide for any exchange, reclassification, or cancellation of issued shares, nor affect any change in the amount of the Company's stated or paid-in capital.

9. The number of shares outstanding and entitled to vote with respect to the amendment of ARTICLE IV of the Charter of the Company was 4,657,422, of which 4,270,116 shares were shares of Common Stock without par value and
347,306 shares were shares of Serial Preferred Stock without par value each entitled to vote thereon as a class. As to the amendment of ARTICLE IV of the Charter of the Company, 3,466,620 shares (including 3,203,987 shares of Common Stock and 262,633 shares of Serial Preferred Stock) voted for such amendment and 263,978 shares (including 254,547 shares of Common Stock and 9,431 shares of Serial Preferred Stock) voted against such amendment.

The number of shares outstanding and entitled to vote with respect to the amendments of SECTIONS 1 and 9 of ARTICLE V of the Charter of the Company was 4,619,422, of which 4,270,116 shares were shares of Common Stock without par value and 347,306 shares were shares of Serial Preferred Stock without par value, the latter entitled to vote thereon as a class. As to the amendments of SECTIONS 1 and 9 of ARTICLE V of the Charter of the Company, 3,718,021 shares (including 3,466,620 shares of Common Stock and 262,633 shares of Serial Preferred Stock) voted for such amendment and 263,978 shares (including 254,547 shares of Common Stock and 9,431 shares of Serial Preferred Stock) voted against such amendment.

The number of shares outstanding and entitled to vote with respect to the amendment of SECTION 6 of ARTICLE V of the Charter of the Company was 4,619,422, of which 4,270,116 shares were shares of Common Stock without par value, and 347,306 shares were shares of Serial Preferred Stock, Convertible Series, each entitled to vote thereon as a class, and 263,978 shares were shares of Serial Preferred Stock, other than Convertible Series. As to the amendment of SECTION 6 of ARTICLE V of the Charter of the Company, 1,146,816 shares (including 2,886,016 shares of Common Stock, 50,972 shares of Serial Preferred Stock, Convertible Series, and 205,928 shares of Serial Preferred Stock, other than Convert-

---

WASHINGTON GAS LIGHT COMPANY

By: PAUL E. REICHARDT

Paul E. Reichardt
Chairman of the Board and President

By: C. BRUCE DICKINSON

C. Bruce Dickinson
Secretary

DISTRICT OF COLUMBIA, SS:

Paul E. Reichardt, being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as Chairman of the Board and President of Washington Gas Light Company, and that the facts stated therein are true.

By: PAUL E. REICHARDT

Paul E. Reichardt

Subscribed and sworn to before me on this 28th day of March, 1975.

JOHN M. KENT
Notary Public


---

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND. April 8, 1975

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By THOMAS P. HARWOOD, JR.
STATEMENT OF RESOLUTION
Establishing Series of Shares
and
Articles of Serial Designation
of Serial Preferred Stock $2.55 Series

WASHINGTON GAS LIGHT COMPANY

Pursuant to the Provisions of Section 29-904a of the District of Columbia Code (1973 Edition) and Section 13.1-14 of the Code of Virginia (1973 Edition), the undersigned corporation submits the following statement and articles for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is Washington Gas Light Company.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on June 23, 1976:

RESOLVED, That the Board of Directors of Washington Gas Light Company does hereby establish a series of Serial Preferred Stock (Nonvoting) of Washington Gas Light Company to consist of 400,000 shares and to be designated "Serial Preferred Stock. $2.55 Series." (hereinafter called New Serial Preferred Stock) and that such Board of Directors does hereby fix and determine the following relative rights and preferences for such stock:

(A) The rate of dividend payable on this Series shall be $2.55 per annum per share; and the initial dividend thereon shall be cumulative from July 1, 1976, and shall be payable quarterly beginning August 1, 1976;

(B) The shares of the New Serial Preferred Stock may be redeemed upon at least 30 and not more than 60 days notice, in whole or in part at any time, at the following prices during the twelve months period commencing July 1 of the years indicated, in each case plus accrued and unpaid dividends: provided however, that no share of the New Serial Preferred Stock shall be redeemed prior to July 1, 1980, otherwise than pursuant to the Sinking Fund, if such redemption is for the purpose or in anticipation of refunding such shares through the use, directly or indirectly, of funds derived through the issuance by the Company of stock ranking prior to or on parity with the New Serial Preferred Stock as to dividends or assets, if such borrowed funds have an effective interest cost to the Company or such stock has an effective dividend cost to the Company of less than 10.68% per annum.


<PAGE>

(C) Holders of Serial Preferred Stock of each series are entitled to receive out of assets available for distribution to stockholders in the event of any liquidation, dissolution or winding up of the Company, full payment of the applicable liquidation preference fixed for each series, plus accrued and unpaid dividends, before any distribution or payment may be made to holders of Common Stock. The liquidation preferences fixed for the New Serial Preferred Stock are $25 per share on involuntary liquidation and, on voluntary liquidation, an amount equal to the applicable redemption price.

(D) The New Serial Preferred Stock will be entitled to a cumulative sinking fund sufficient to retire, by lot, a minimum of 20,000 shares of New Serial Preferred Stock on July 1 in each year beginning in 1978, at 25% plus accrued dividends. At its option, the Company may redeem, by lot, through the sinking fund on July 1 in each such year not more than 20,000 additional shares. The right to redeem such additional shares shall not be cumulative and shall not reduce the sinking fund requirement in any subsequent year. The sinking fund requirement may be satisfied in whole or in part by crediting shares of the New Serial Preferred Stock purchased by the Company other than through operations of the sinking fund. In the event that the Company should be in arrears in the redemption of the New Serial Preferred Stock pursuant to the sinking fund, the Company shall not purchase, redeem, or otherwise acquire for value, or pay dividends on, any stock junior to the New Serial Preferred Stock.

THIRD: The said resolution was duly adopted by vote of a majority of the directors present at a meeting thereof, at which a quorum was present and acting, duly held and convened on the 23rd day of June, 1975.

WASHINGTON GAS LIGHT COMPANY

June 24, 1975

By PAUL E. REICHARDT

Paul E. Reichardt,
Chairman of the Board
and President

Attest: (Corporate Seal)

ALFRED J. ABE

Alfred J. Abe,
Assistant Secretary

WITNESSES:

By C. BRUCE DICKINSON

C. Bruce Dickinson,
Secretary

DISTRICT OF COLUMBIA, SS:

I, John M. Kent, a Notary Public, do hereby certify that on this 24th day of June, 1975, personally appeared before me Paul E. Reichardt, who being by me first duly sworn, declared that he is Chairman of the Board and President of Washington Gas Light Company, that he signed the foregoing document as Chairman of the Board and President of the corporation, and that the statements contained therein are true.

JOHN M. KENT

Notary Public, D. C.

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, July 1, 1975

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.
Upon the completion of such recording, this order and the articles shall be forwarded for recording in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By PRESTON C. SHANNON

Commissioner

WASHINGTON GAS LIGHT COMPANY

Pursuant to the provisions of Section 29-908a of the District of Columbia Business Corporation Act and Section 13.1-14 of the Virginia Stock Corporation Act, the undersigned corporation submits the following statement and articles for the purpose of establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof:

FIRST: The name of the corporation is Washington Gas Light Company.

SECOND: The following resolution, establishing and designating a series of shares and fixing and determining the relative rights and preferences thereof, was duly adopted by the Board of Directors of the corporation on September 15, 1978:

RESOLVED, That the Board of Directors (the "Board") of Washington Gas Light Company (the "Company") does hereby establish a series of Serial Preferred Stock (Non-Voting) of the Company to consist of 50,000 shares and to be designated "Serial Preferred Stock, $10.00 Series" (hereinafter called the "$10.00 Series"). No shares of the $10.00 Series in excess of 50,000 shares shall be issued by the Company. The $10.00 Series shall in all respects conform to the terms, conditions and provisions set forth in Articles IV and V of the Charter of the Company relating to the 1,560,000 shares of Class Preferred Stock authorized in such Charter and shall have the following additional terms, conditions and provisions which are hereby fixed and determined by this Board pursuant to the powers conferred upon this Board by such Charter:

(A) The dividends on the $10.00 Series shall be cumulative from and after the date of issue and be paid at the annual rate of $10.00 per share, payable quarterly on the first day of November, February, May and August in each year commencing November 1, 1975, when and as declared by the Board. The dividend payable on November 1, 1975, shall be for the period from the date of the original issue of the $10.00 Series to October 31, 1975, both dates inclusive. The dividend payable on November 1, 1975, and dividends payable on the date of any redemption or purchase of the $10.00 Series, not occurring on a regular dividend payment date as provided in this paragraph (A), shall be calculated on the basis of a 360-day year.

(B) Except as provided in the second subparagraph of this paragraph (B) hereof, shares of the $10.00 Series shall not be redeemed at the option of the Company, prior to September 15, 1978. On or after September 15, 1978, shares of the $10.00 Series may be redeemed by the Company at any time upon not less than 30 days notice, in whole or in part, at the option of the Company at the following redemption prices per share, plus an amount equal to full cumulative dividends thereon to the redemption date ("full cumulative dividends") shall be computed at a rate of $10.00 per annum for the period from the date on which dividends on such share became cumulative to the date fixed for such redemption, less the aggregate of the dividends paid thereon prior to such redemption date:

<table>
<thead>
<tr>
<th>Redemption Occurring During 12-Month Period</th>
<th>Redemption Price</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>


Commencing September 15

<table>
<thead>
<tr>
<th>Year</th>
<th>Per Share</th>
</tr>
</thead>
<tbody>
<tr>
<td>1978</td>
<td>$144.00</td>
</tr>
<tr>
<td>1979</td>
<td>173.00</td>
</tr>
<tr>
<td>1980</td>
<td>192.00</td>
</tr>
<tr>
<td>1981</td>
<td>191.00</td>
</tr>
<tr>
<td>1982 and thereafter</td>
<td>140.00</td>
</tr>
</tbody>
</table>

In the event that, on or prior to September 15, 1977, a statute is enacted or a regulation is adopted which would permit certain or all corporations, including the Company, to deduct for Federal income tax purposes all or any part of the dividends paid on its or their preferred stock the $10.00 Series may be redeemed in whole, but not in part, on or prior to September 15, 1977, at the option of the Company, at $110.00 per share, plus an amount equal to full cumulative dividends thereon to the redemption date.

(C) In the event of any involuntary liquidation, dissolution or winding up of the Company, the holders of the shares of the $10.00 Series shall be entitled to receive $100 per share together with all accrued and unpaid dividends through the date of such involuntary liquidation, dissolution or winding up of the Company before any distribution shall be made to holders of Common or other junior stock, but if the liquidation, dissolution or winding up is voluntary, the holders of the shares of the $10.00 Series shall be entitled to receive an amount equal to the then applicable redemption price set forth in the schedule in paragraph (B) (plus full cumulative dividends thereon) before any distribution is made to the holders of Common or other junior stock. If such voluntary liquidation, dissolution or winding up should occur prior to September 15, 1978, the holders of the shares of the $10.00 Series shall be entitled to receive $104 per share (plus full cumulative dividends thereon).

IN WITNESS WHEREOF, this statement and articles has been made under the seal of Washington Gas Light Company and has been signed by Paul E. Reichardt, its Chairman of

2

PAGE 73

the Board and President, and C. Bruce Dickinson, its Secretary, this 11th day of September, 1975.

By Paul E. Reichardt

Chairman of the Board and President

Attest: (Corporate Seal)

ALFRED J. ABE

Alfred J. Abe

Assistant Secretary

By C. BRUCE DICKINSON

C. Bruce Dickinson

Secretary

DISTRICT OF COLUMBIA, SS:

I, John M. Kent, a Notary Public, do hereby certify that on this 11th day of September, 1975, personally appeared before me Paul E. Reichardt, who being by me first duly sworn, declared that he is Chairman of the Board and President of Washington Gas Light Company, that he signed the foregoing document as such officer of the Company, and that the statements contained therein are true.

JOHN M. KENT

Notary Public, D. C.

Notarial Seal


3

PAGE 74

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, September 12, 1975

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF SERIAL DESIGNATION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County

STATE CORPORATION COMMISSION

By THOMAS F. HARKWOOD, JR.

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this day of and is now returned to the State Corporation Commission by certified mail.

Clerk

<PAGE> 75

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 29th day of October, 1975, the following resolution was adopted:

RESOLVED, That, Whereas, as of September 30, 1975, the Company had in its treasury, 283 shares of Serial Preferred Stock, $4.60 Convertible Series, and 2,971 shares of Serial Preferred Stock, $4.36 Convertible Series which had been surrendered to the Company for conversion into shares of Common Stock, and that said 283 shares of $4.60 and 2,971 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1975, in the amount of $123,387,997.31 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,277,415</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>5,195</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>58,986</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>405,000</td>
</tr>
<tr>
<td>Serial Preferred, $10.00 Series</td>
<td>50,000</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 29th day of October, 1975, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By L. CARROLL

Vice President and General Counsel

By C. B. DICKINSON

Secretary

<PAGE> 76

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, November 7, 1975
The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is
ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this Order, together with the articles, be admitted to record in the office of the Commission and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County

STATE CORPORATION COMMISSION

By THOMAS P. HAMMOND, JR.

Commissioner

Virginia:

In the Clerk's Office of the Circuit Court of Arlington County
The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 26th day of November, 1976 and is now returned to the State Corporation Commission by certified mail.

JOSEPH C. CALHOUN

Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-83 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 27th day of October, 1976, the following resolution was adopted:

RESOLVED, That, Whereas, as of September 30, 1976, the Company had in its treasury, 256 shares of Serial Preferred Stock, $4.60 convertible Series, and 2,511 shares of Serial Preferred Stock, $4.36 convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 256 shares of $4.60 and 2,511 shares of $4.36 convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1976, in the amount of $123,307,900.64 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,295,039</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>4,919</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>100,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>56,375</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>400,000</td>
</tr>
<tr>
<td>Serial Preferred, $10.00 Series</td>
<td>50,000</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 27th day of October, 1976, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By LEMIE CARROLL

Lewis Carroll
Vice President and General Counsel

By C.B. DICKINSON

C.B. Dickinson
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION
AT RICHMOND, November 13, 1976

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By THOMAS P. HARKWOOD, JR.

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County
The foregoing certificate (including the accompanying articles) has been duly recorded in my office this day of , 1976, and is now returned to the State Corporation Commission by certified mail.

-----------------------------------------------
Clerk

PAGE 79

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these articles of reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 28th day of October, 1977, the following resolution was adopted:

RESOLVED. That, Whereas, as of September 30, 1977, the Company had in its treasury, 257 shares of Serial Preferred Stock, $4.60 Convertible Series, and 22,050 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock, and that said 257 shares of $4.60 and 22,050 shares of $4.36 Convertible Preferred Stock be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1977, in the amount of $123,306,244.99 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>CLASS OF STOCK</th>
<th>NO. OF ISSUED SHARES</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,345,342</td>
</tr>
<tr>
<td>Serial Preferred, 5.60 Series</td>
<td>70,000</td>
</tr>
<tr>
<td>Serial Preferred, 5.60 Conv. Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, 5.60 Conv. Series</td>
<td>4,692</td>
</tr>
<tr>
<td>Serial Preferred, 5.60 Conv. Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, 5.36 Conv. Series</td>
<td>34,325</td>
</tr>
<tr>
<td>Serial Preferred, 5.55 Series</td>
<td>400,000</td>
</tr>
<tr>
<td>Serial Preferred, 219.00 Series</td>
<td>50,000</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 28th day of October, 1977, who declare under penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By ________________________________

LEWIS CARROLL

Vice President and General Counsel

By ________________________________

C.B. DICKINSON
COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, NOVEMBER 14, 1977

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY
and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is
ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By THOMAS P. HARWOOD, JR.
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County.
The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 8th day of December 1977 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL
Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned Corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these Articles of Reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 25th day of October, 1978, the following resolution was adopted:

RESOLVED: That, Whereas, as of September 30, 1978, the Company had in its treasury 259 shares of Serial Preferred Stock, $4.60 Convertible Series, and 3,713 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock and 40,000 shares of Serial Preferred Stock, $2.55 Series, which had been redeemed through operation of the sinking fund, and that said 259 shares of $4.60, 3,713 shares of $4.36 Convertible Preferred Stock, and 40,000 shares of Serial Preferred Stock, $2.55 Series be and they hereby are cancelled, and that after such cancellation, the stated capital of the Company, as of September 30, 1978, in the amount of $122,304,778.28 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation will be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,356,312</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,000</td>
</tr>
<tr>
<td>Serial Preferred, $0.00 Series</td>
<td>69,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Conv. Series</td>
<td>4,474</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>30,592</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>360,000</td>
</tr>
<tr>
<td>Serial Preferred, $10.00 Series</td>
<td>50,000</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 25th day of October, 1978, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY
By

L. CARROLL

Lewis Carroll
Vice President and General Counsel

By

C. B. DICKINSON

C. B. Dickinson
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, November 8, 1978

The accompanying articles having been delivered to the State Corporation Commission on behalf of
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that the CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By

THOMAS P. HARMOD, JR.

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 17th day of November 1978 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL

Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executed these articles of reduction.

(a) The name of the corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 31st day of October, 1979, the following resolution was adopted:

WHEREAS, as of September 30, 1979, the Company had in its treasury:

(1) 799 shares of Serial Preferred Stock, $4.60 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock;

(2) 13,254 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock; and

(3) 40,000 shares of Serial Preferred Stock, $2.55 Series, which had been redeemed through operation of the sinking fund; it is therefore

RESOLVED, That these 799 shares of Serial Preferred Stock, $4.60 Convertible Series; 13,254 shares of Serial Preferred Stock, $4.36 Convertible Series; and 40,000 shares of Serial Preferred Stock, $2.55 Series, are cancelled; and that after such cancellation, the stated capital of the Company as of September 30, 1979, in the amount of $121,297,400.42 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation shall be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td></td>
</tr>
</tbody>
</table>

3

PAGE 83
IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this fifth day of November, 1979, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By

LEWIS CARROLL

Lewis Carroll
Vice President and General Counsel

By

DOUGLAS V. POPE

Douglas V. Pope
Secretary

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, November 28, 1979

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County.

STATE CORPORATION COMMISSION

By

THOMAS P. HARMWOOD, JR.

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 17th day of December, 1979 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL

Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these Articles of Reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 29th day of October, 1980, the following resolution was adopted:

WHEREAS, as of September 20, 1980, the Company had in its treasury:

(i) 185 shares of Serial Preferred Stock, $4.60 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock;

(ii) 1,635 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock; and
20,096 shares of Serial Preferred Stock, $2.65 Series, which had been redeemed through operation of the sinking fund; it is therefore

Resolved, That these 185 shares of Serial Preferred Stock, $4.60 Series; 1,635 shares of Serial Preferred Stock, $4.36 Convertible Series; and 20,096 shares of Serial Preferred Stock, $2.65 Series, are cancelled; and that after such cancellation, the stated capital of the Company as of September 30, 1960, in the amount of $196,929,979.86 shall remain unchanged.

The number of issued shares, itemized by classes and series, after giving effect to the cancellation shall be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>4,399,764</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,000</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>3,440</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>15,703</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>295,104</td>
</tr>
<tr>
<td>Serial Preferred, $10.00 Series</td>
<td>50,000</td>
</tr>
</tbody>
</table>

In Witness Whereof, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 30th day of September, 1960, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By

LEWIS CARROLL
Vice President and General Counsel

By

DOUGLAS V. POPE
Secretary

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, November 24, 1960

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court of Arlington County

STATE CORPORATION COMMISSION

By THOMAS F. HAYWOOD, JR.
Commissioner

VIRGINIA:
In the Clerk's Office of the Circuit Court of Arlington County
The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 30th day of December, 1960 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL
Clerk

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. ARTICLE IV of the Charter of the Company shall be amended to read as follows:

The Company shall have authority to issue 9,000,000 shares of capital
stock without par value, divided into 7,500,000 shares of Common Stock and 1,500,000 shares of Serial Preferred Stock.

3. January 28, 1981, was the date of the meeting of the Board of Directors at which the above amendment was adopted, and made known to the Company, and directed them to be submitted to a vote at a meeting of the stockholders. Notice of the meeting of stockholders was given on February 23, 1981. In the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act, and was accompanied by a copy of the Articles of Amendment. The date of the adoption of the amendment by the stockholders was March 23, 1981. The amendment to the Charter neither provides for any exchange, reclassification, or cancellation of issued shares, nor affects any change in the amount of the Company’s stated or paid-in capital.

4. The number of shares outstanding and entitled to vote with respect to the amendment of Article IV of the Charter of the Company was 4,715,473, of which 4,413,169 shares were shares of Common Stock without par value (which was entitled to vote as a class) and 302,304 shares of Serial Preferred Stock. As to the amendment of Article IV of the Charter, 3,506,673 shares voted in favor of the amendment and 199,294 shares voted against the amendment; 3,211,573 common shares voted as a class in favor of the amendment and 193,195 voted against the amendment.

Dated: March 24, 1981

WASHINGTON GAS LIGHT COMPANY
By PAUL E. REICHARDT
Chairman of the Board and Chief Executive Officer
By DOUGLAS V. POPE
Secretary

DISTRICT OF COLUMBIA, SS:

Paul E. Reichardt, being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as Chairman of the Board and Chief Executive Officer of Washington Gas Light Company, and that the facts stated therein are true.

PAUL E. REICHARDT
Chairman of the Board and Chief Executive Officer

Subscribed and sworn to before me on this 24th day of March, 1981.

GERALD G. EDWARDS
Notary Public

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, March 30, 1981

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Arlington County

STATE CORPORATION COMMISSION
By THOMAS P. HARWOOD, JR.
Commissioner

Virginia:

In the Clerk’s Office of the Circuit Court, Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 6th day of April, 1981; and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL
Clerk
ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these Articles of Reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 27th day of January, 1982, the following resolution was adopted:

WHEREAS, as of December 31, 1981, the Company had in its treasury:

(i) 668 shares of Serial Preferred Stock, $4.60 Convertible Series, which had been surrendered to the Company for conversion into shares of common stock;

(ii) 4,646 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of common stock; and

(iii) 40,454 shares of Serial Preferred Stock, $2.55 Series, which had been redeemed through operation of the sinking fund; and

(iv) 50,000 shares of Serial Preferred Stock, $10.00 Series, (private placement) which had been redeemed; it is therefore

RESOLVED, That these 668 shares of Serial Preferred Stock, $4.60 Series; 4,646 shares of Serial Preferred Stock, $4.36 Convertible Series; and 40,454 shares of Serial Preferred Stock, $2.55 Series; and 50,000 shares of Serial Preferred Stock, $10.00 Series, are cancelled; and that after such cancellation, the stated capital of the Company as of December 31, 1981, in the amount of $143,013,967.33 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation shall be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>5,468,694</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>65,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>2,772</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>11,057</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>259,450</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 2nd day of February, 1982, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By: LEWIS CARROLL
    Vice President and General Counsel

By: DOUGLAS V. PES
    Secretary
Commission on behalf of  
WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REJECTION be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Arlington County.

STATE CORPORATION COMMISSION

By THOMAS F. HAMWOOD, JR.

Virginia:

In the Clerk’s Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 23rd day of February, 1982 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL

Clerk

<PAGE> 91

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. The amendment adopted is to amend ARTICLE IV of the articles of incorporation of the Company to read as follows:

The Company shall have authority to issue 11,500,000 shares of capital stock without par value, divided into 10,000,000 shares of Common Stock and 1,500,000 shares of Serial Preferred Stock.

3. The Board of Directors, on January 27, 1982, found the amendment in the best interests of the Company, and directed that it be submitted to a vote at a meeting of the stockholders. Notice of the meeting of stockholders was given on March 12, 1982, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act to all holders of record at the close of business on February 25, 1982, the record date fixed by the Board of Directors, and the notice was accompanied by a copy of the proposed amendment. The date of the adoption of the amendment by the stockholders was April 12, 1982. The amendment to the Charter neither provides for any exchange, reclassification, or cancellation of issued shares, nor affects any change in the amount of the Company’s stated or paid-in capital.

4. The number of shares outstanding and entitled to vote with respect to the amendment was 5,777,607, of which 5,483,356 shares were shares of Common Stock without par value (which was entitled to vote as a class) and 294,311 shares were shares of Serial Preferred Stock. 4,533,267 shares were voted in favor of the amendment and 295,340 shares were voted against the amendment; 4,320,312 common shares were voted as a class in favor of the amendment and 287,351 common shares were voted against the amendment.

Dated: April 12, 1982

WASHINGTON GAS LIGHT COMPANY

By PAUL E. REICHARDT

Chairman of the Board

Alfred J. Abe

Secretary

Paul E. Reichardt

DOUGLAS V. POPE

Secretary

DISTRICT OF COLUMBIA, SS:

Paul E. Reichardt, being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as Chairman of the Board of Washington Gas Light Company, and that the facts stated therein are true.

PAUL E. REICHARDT

Paul E. Reichardt

Subscribed and sworn to before me on this 12th day of April, 1982.

GERALD D. EDWARDS

Notary Public

<PAGE> 92
COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, April 26, 1982

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in the office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Arlington County.

STATE CORPORATION COMMISSION

By THOMAS P. HAYWOOD, JR.

____________________________
Commissioner

OFFICE OF RECORDER OF DEEDS
CORPORATION DIVISION
Sixth and D Streets, S.W.
Washington, D.C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and ACCORDINGLY, this Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of April 15, 1982.

MARGARET C. STOKES
Recorder of Deeds, D.C.

By JOHN H. DUFFY

Superintendent of Corporations

---PAGE 91---

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these Articles of Reduction:

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 26th day of January, 1983, the following resolution was adopted:

WHEREAS, as of December 31, 1982, the Company had in its treasury:

(i) 174 shares of Serial Preferred Stock, $4.60 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock;

(ii) 869 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock; and

(iii) 20,069 shares of Serial Preferred Stock, $2.75 Series, which had been redeemed through operation of the sinking fund;

RESOLVED, That these 174 shares of Serial Preferred Stock, $4.60 Series, 869 shares of Serial Preferred Stock, $4.36 Convertible Series, and 20,069 shares of Serial Preferred Stock, $2.75 Series, are cancelled, and that after such cancellation, the stated capital of the Company as of December 31, 1982, in the amount of $173,163,599.24 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation shall be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>6,379,623</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>75,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>67,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>2,598</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>155,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>12,108</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>239,381</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 25th day of February, 1983, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By

LEWIS CARROLL

Lewis Carroll
Vice President and General Counsel

By

DOUGLAS V. POPE

Douglas V. Pope
Secretary

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

RICHMOND, March 28, 1983

The accompanying articles having been delivered to the State Corporation Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF REDUCTION be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, Arlington County.

STATE CORPORATION COMMISSION

By

THOMAS F. HAMMOCK, JR.

Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court of Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 27th day of April, 1983 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL

Clerk

ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these Articles of Reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on the 29th day of February, 1984, the following resolution was adopted:

WHEREAS, as of December 31, 1983, the Company had in its treasury:

(i) 191 shares of Serial Preferred Stock, $4.60 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock;

(ii) 1,959 shares of Serial Preferred Stock, $4.36 Convertible Series, which had been surrendered to the Company for conversion into shares of Common Stock; and
(iii) 16,711 shares of Serial Preferred Stock, $2.55 Series, which had been redeemed through operation of the sinking fund:

RESOLVED, That these 191 shares of Serial Preferred Stock, $4.60 Series; 1,959 shares of Serial Preferred Stock, $4.36 Convertible Series, and 16,711 shares of Serial Preferred Stock, $2.55 Series, are cancelled; and that after such cancellation, the stated capital of the Company as of December 31, 1983, in the amount of $210,652, $74.15 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation shall be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>7,889,193</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>2,407</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.16 Conv. Series</td>
<td>8,229</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>227,670</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 20th day of April, 1984, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By LEWIS CARROLL
Vice President and General Counsel

By DOUGLAS V. POPE
Secretary
1. The name of the corporation is Washington Gas Light Company.

2. The amendment adopted is to amend ARTICLE IV of the articles of incorporation of the Company to read:

   The Company shall have authority to issue 21,500,000 shares of capital stock without par value, divided into 20,000,000 shares of Common Stock and 1,500,000 shares of Serial Preferred Stock.

3. The Board of Directors, on January 25, 1984, found the amendment in the best interests of the Company, and directed that it be submitted to a vote at a meeting of the stockholders. Notice of the meeting of stockholders was given on March 9, 1984, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act to all holders of record at the close of business on February 21, 1984, the record date fixed by the Board of Directors, and the notice was accompanied by a copy of the proposed amendment. The date of the adoption of the amendment by the stockholders was April 9, 1984. The amendment to the Charter neither provides for any exchange, reclassification, or cancellation of issued shares, nor affects any change in the amount of the Company’s stated or paid-in capital.

4. The number of shares outstanding and entitled to vote with respect to the amendment was 6,220,605 of which was 7,930,725 shares were shares of Common Stock without par value (which was entitled to vote as a class) and 299,880 shares were shares of Serial Preferred Stock. 6,777,013 shares were voted in favor of the amendment and 375,932 shares were voted against the amendment; 6,570,640 common shares were voted as a class in favor of the amendment and 369,864 common shares were voted against the amendment.

Dated: April 24, 1984

WASHINGTON GAS LIGHT COMPANY

By

DONALD J. HEIM

Chairman of the Board

ALFRED J. ABE

Assistant Secretary

= = = = = = = = = = = = = = = = = = = =

DONALD J. HEIM, being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as Chairman of the Board of Washington Gas Light Company, and that the facts stated herein are true.

DONALD J. HEIM

= = = = = = = = = = = = = = = = = = = =

Subscribed and sworn to before me this 24th day of April, 1984.

GERALD G. EDWARDS

Notary Public
WASHINGTON, D.C. 20001-2782

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and ACCORDINGLY this Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of May 1, 1984.

CAROL B. THOMPSON
Director

By

SHELLY FINCH

Assistant Superintendent
of Corporations

<PAGE> 99

VIRGINIA:

In the Clerk's Office of the Circuit Court, Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 25th day of May, 1984 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL
Clerk

3

<PAGE> 100

WASHINGTON GAS LIGHT COMPANY

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. The amendment adopted is to amend ARTICLE VII of the articles of incorporation of the Company to read:

   The Board of Directors may from time to time issue additional Refunding Mortgage Bonds and other debt securities without limitation as to amount and without action or approval of stockholders.

3. The Board of Directors, on January 25, 1984, found the amendment in the best interests of the Company, and directed that it be submitted to a vote at a meeting of the stockholders. Notice of the meeting of stockholders was given on March 9, 1984, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act to all holders of record at the close of business on February 21, 1984, the record date fixed by the Board of Directors, and the notice was accompanied by a copy of the proposed amendment. The date of the adoption of the amendment by the stockholders was April 9, 1984. The amendment to the Charter neither provides for any exchange, reclassification, or cancellation of issued shares, nor affects any change in the amount of the Company's stated or paid-in capital.

4. The number of shares outstanding and entitled to vote with respect to the amendment was 8,220,603 of which 7,930,725 shares were shares of Common Stock without par value and 289,878 shares were shares of Serial Preferred Stock. 1,836,879 shares were voted in favor of the amendment and 241,971 shares were voted against the amendment.

Dated: April 24, 1984

WASHINGTON GAS LIGHT COMPANY

By

DONALD J. HEIM

Donald J. Heim
Chairman of the Board

Alfred J. Abe
Assistant Secretary

And By

DOUGLAS V. POPE

Douglas V. Pope
Secretary

DISTRICT OF COLUMBIA, SS:

DONALD J. HEIM, being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as Chairman of the Board of Washington Gas Light Company, and that the facts stated herein are true.

DONALD J. HEIM

Subscribed and sworn to before me this 24th day of April, 1984.

GERALD G. EDWARDS
STATE CORPORATION COMMISSION

By THOMAS P. HARRINGTON, JR.
Commissioner

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
Corporation Division
614 H Street, N.W.
Washington, D.C. 20001-2782

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and ACCORDINGLY this Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of April 25, 1984.

CAROL B. THOMPSON
Director

By SHELLY FINCH
Assistant Superintendent
of Corporations

WASHINGPNG AS LIGHT COMPANY

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.
2. The amendment adopted is to add a new ARTICLE VIII to the articles of incorporation of the Company to read:
A. PURPOSE. Article VIII seeks to assure fair treatment of each stockholder in the event of specified corporate actions.
B. DEFINITIONS. For purposes of Article VIII, the following terms mean:
1. "Business Combinations" include:
   a. any merger or consolidation of the Company or any Subsidiary (as hereinafter defined) with (1) any Interested Shareholder (as hereinafter defined), or (2) any other corporation
(whether or not it is an Interested Shareholder) which is, or after such merger or consolidation would be, an affiliate of an Interested Shareholder; or

b. any sale, lease, exchange, mortgage, pledge, transfer, or other disposition (in one transaction or a series of transactions) to or with an Interested Shareholder or any affiliate of any Interested Shareholder of any assets of the Company or any Subsidiary having an aggregate Fair Market Value of $1,000,000 or more; or

c. the issuance or transfer by the Company or any Subsidiary (in one transaction or a series of transactions) of any securities of the Company or any Subsidiary to any Interested Shareholder or any affiliate of any Interested Shareholder in exchange for cash, securities, or other property (or a combination thereof) having an aggregate Fair Market Value of $1,000,000 or more; or

d. the adoption of any plan or proposal for a statutory exchange of shares or the liquidation or dissolution of the Company initiated by an Interested Shareholder or any affiliate of any Interested Shareholder; or

e. any reclassification of securities (including any reverse stock split) or recapitalization of the Company, or any merger or consolidation of the Company with any of its Subsidiaries or any other transaction (whether or not with or into or otherwise involving an Interested Shareholder) which has the effect, directly or indirectly, of increasing the proportionate share of the outstanding shares of any class of equity or convertible securities of the Company or any Subsidiary which are directly or indirectly owned by any Interested Shareholder or any affiliate of any Interested Shareholder.

2. A "person" includes an individual, firm, corporation, association, or other entity. When two or more persons act as a partnership, limited partnership, syndicate, or other group for the purpose of acquiring Voting Stock of the Company, such partnership, syndicate, or group shall be deemed a "person."

3. "Voting Stock" includes those issued and outstanding shares of the stock of the Company entitled to vote generally in the election of Directors but shall not include any shares which may be issuable pursuant to any agreement, arrangement, or understanding, or upon exercise of conversion rights, exchange rights, warrants, or options.

4. "Affiliate" or "associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations under the Securities Exchange Act of 1934, as in effect on March 9, 1984.

5. A "beneficial owner" of Voting Stock is a person or any of its affiliates or associates who or which:

a. own, directly or indirectly, Voting Stock; or

b. have (1) the right to acquire Voting Stock (whether such right may be exercised immediately or only after the passage of time) pursuant to any agreement, arrangement, or understanding; or upon the exercise of conversion rights, exchange rights, warrants, or options, or (2) the right to vote Voting Stock pursuant to any agreement, arrangement, or understanding; or

c. have any agreement, arrangement, or understanding for the purpose of acquiring, holding, voting, or disposing of any shares of Voting Stock with any other person which owns the Voting Stock, directly or indirectly.

6. An "Interested Shareholder" is any person (other than the Company or any Subsidiary) who or which:

a. is the beneficial owner, directly or indirectly, of more than 10% of the Voting Stock; or

b. is an affiliate of the Company and at any time within the two-year period immediately prior to the date in question was the beneficial owner, directly or indirectly, of more than 10% of the Voting Stock; or

c. is an assignee of, or has otherwise succeeded to, any shares of Voting Stock which were at any time within the two-year period immediately prior to the date in question beneficially owned by an Interested Shareholder, if such assignment or succession shall have occurred in the course of a transaction or series of transactions not involving a public offering within the meaning of the Securities Act of 1933.

7. A "Subsidiary" is any corporation of which a majority of any class of equity security is owned, directly or indirectly, by the Company, provided that, for purposes of the definition of Interested Shareholder set forth in (6) above, the term "Subsidiary" shall mean only a corporation of which a majority of each class of equity security is owned, directly or indirectly, by the Company.

8. A "Continuing Director" is any member of the Board of Directors of the Company (the Board) who is unaffiliated with the Interested Shareholder and was a member of the Board immediately prior to the time that the Interested Shareholder became an Interested Shareholder, and any successor...
of a Continuing Director who is unaffiliated with the Interested Shareholder and is recommended to succeed a Continuing Director by a majority of Continuing Directors then on the Board.

9. "Fair Market Value" means:

a. in the case of stock, the highest closing price during the 30-day period immediately preceding the date in question of a share of such stock on the Composite Tape for New York Stock Exchange Listed Stock, or, if such stock is not quoted on the Composite Tape, on the New York Stock Exchange; or, if such stock is not listed or such exchange, on the principal securities exchange registered under the Securities Exchange Act of 1934 on which such stock is listed; or, if such stock is not listed on any such exchange, the highest closing-bid quotation with respect to a share of such stock during the 30-day period preceding the date in question as determined by the Board in good faith; or

b. in the case of property other than cash or stock, the fair market value of such property on the date in question as determined by the Board in good faith.

10. If the Company survives in any Business Combination, the phrase "consideration other than cash to be received" as used in Paragraph E shall include shares of Common Stock of the Company and/or the shares of any other class of stock of the Company entitled to vote generally in election of Directors.

C. POWERS OF THE BOARD OF DIRECTORS. The Board shall have the power to determine, after reasonable inquiry, (1) whether a person is an Interested Shareholder, (2) the number of shares of Voting Stock beneficially owned by any person, (3) whether a person is an affiliate or associate of another, and (4) whether the assets which are the subject of any Business Combination are, or the consideration to be received for the issuance or transfer of securities by the Company or any Subsidiary in any Business Combination has, an aggregate Fair Market Value of $1,000,000 or more.

D. REQUIRED STOCKHOLDER APPROVAL OF A BUSINESS COMBINATION. In addition to any affirmative vote required by law or other provision of this Charter, the consummation of any Business Combination shall require the affirmative vote of the holders of at least 80% of the shares of the outstanding Voting Stock, voting together as a single class. For purposes of this Article VIII, each share of the Voting Stock shall have the number of votes granted to it pursuant to Article V, Section 9, of this Charter. Such vote shall be taken at a duly called Annual Meeting or Special Meeting of Stockholders. Such affirmative vote shall be required notwithstanding the fact that no vote may be required by law or that a lesser percentage may be specified by law, in agreement with any national securities exchange, or otherwise.

E. WHEN VOTE SPECIFIED IN PARAGRAPH D IS NOT REQUIRED. The provisions of Paragraph D shall not be applicable to any Business Combination, and such Business Combination shall require only such affirmative vote as is required by law or other provision of this Charter, if:

1. the Business combination shall have been approved by a majority of the Continuing Directors; or

2. the following Minimum Price Condition and Specified Conditions have been met:

   a. As to the Minimum Price Condition, the following standards of fairness must be met:

      (1) COMMON STOCK. As of the date of the consummation of the Business Combination, the aggregate amount of the cash and the Fair Market Value of consideration other than cash to be received per share by holders of the Company's Common Stock upon the consummation of such Business Combination shall be at least equal to the highest of:

         (a) the highest per-share price (including any brokerage commissions, transfer taxes, and soliciting dealers' fees) paid by the Interested Shareholder for any shares of the Company's Common Stock acquired by it within the two-year period immediately prior to the first public announcement of the proposed Business Combination (the Announcement Date) or in the transaction by which it became an Interested Shareholder, whichever is higher;

         (b) The Fair Market Value per share of the Common Stock on the Announcement Date or on the date on which the Interested Shareholder became an Interested Shareholder (the Determination Date), whichever is higher; or

         (c) the price per share equal to the Fair Market Value per share of the Company's Common Stock determined pursuant to (b) above multiplied by the ratio of the highest per-share price (including any brokerage commissions, transfer taxes, and soliciting dealers' fees) paid by the Interested Shareholder for any shares of Common Stock acquired by it within the two-year period immediately prior to the Announcement Date to the Fair Market Value per share of common stock on the first day in such two-year period during which the Interested Shareholder acquired any shares of Common Stock.
(2) PREFERRED STOCK. As of the date of the consummation of
the Business Combination, the aggregate amount of the cash and the
Fair Market Value of consideration other than cash to be received
per share by holders of shares of any other class of outstanding
Voting Stock shall be at least equal to the highest of the
following: (it being intended that this Paragraph E-2a(2) must be
satisfied with respect to every class of outstanding Voting Stock
whether or not the Interested Shareholder has previously acquired
any shares of a particular class of Voting Stock):

(a) the highest per-share price (including any brokerage
commissions, transfer taxes, and soliciting dealers' fees) paid by the
Interested Shareholder for any shares of such class of Voting Stock
acquired by it within the two-year period immediately prior to the
Announcement Date or in the transaction by which it became an
Interested Shareholder, whichever is higher;

(b) the highest preferential amount per share to which the
holders of shares of such class of Voting Stock are entitled in the
event of any voluntary or involuntary liquidation, dissolution, or
winding up of the Company;

(c) the Fair Market Value per share of such class of Voting
Stock on the Announcement Date or on the Determination Date, whichever
is higher; or

(d) the price per share equal to the Fair Market Value per share
of such class of Voting Stock determined pursuant to (c) above
multiplied by the ratio of the highest per-share price (including any
brokerage commissions, transfer taxes, and soliciting dealers' fees)
paid by the Interested Shareholder for any shares of such class of
Voting Stock acquired by it within the two-year period immediately
prior to the Announcement Date to the Fair Market Value per share of
such class of Voting Stock on the first day in such two-year period
during which the Interested Shareholder acquired any shares of such
class of Voting Stock.

b. In addition to the Minimum Price Condition in Paragraph E-2a, the
following Specified Conditions in this Paragraph E-2b must also be met:

(1) FORM OF PAYMENT. The consideration to be received by holders of
a particular class of outstanding Voting Stock (including Common Stock)
shall be in cash or in the same form as the Interested Shareholder has
previously paid for shares of such class of Voting Stock. If the Interested
Shareholder has paid for shares of any class of Voting Stock with varying
forms of consideration, the form of consideration for such class of Voting
Stock shall be either in cash or in the same form used to acquire the
largest number of shares of such class of Voting Stock previously acquired
by it.

(2) CHANGES IN COMPANY DIVIDENDS. After the Interested Shareholder
has become an interested Shareholder and prior to the consummation of a
Business Combination,

(a) the Company shall have continued to declare and pay at the
regular date thereof the full quarterly dividends (whether or not
cumulative) on the outstanding Preferred Stock, except as otherwise
approved by a majority of the Continuing Directors; and

(b) the Company shall have continued to declare and pay at the
regular date the established dividends on the Common Stock (except as
necessary to reflect any subdivision of the Common Stock and as
otherwise approved by a majority of the Continuing Directors) and the
Company shall have declared and paid an increase in such established
rate of dividends as necessary to reflect any reclassification
(including any reverse stock split), recapitalization, reorganization,
or any similar transaction which has the effect of reducing the number
of outstanding shares of Common Stock, except as otherwise approved
by a majority of the Continuing Directors.

(3) NO CHANGE IN STOCK INTERESTS. The Interested Shareholder shall not
have become the beneficial owner of any additional shares of Voting Stock
except as part of the transaction which results in such Interested
Shareholder becoming an Interested Shareholder.

(4) FINANCIAL TRANSACTIONS WITH COMPANY. After becoming an Interested
Shareholder, the Interested Shareholder shall not have received the
benefit, directly or indirectly (except proportionately as a
stockholder), of any loans, advances, guarantees, pledges, or other
financial assistance, or any tax credits or other tax advantages provided
by the Company, whether in anticipation of, or in connection with, such
Business Combination or otherwise.

(5) STOCKHOLDERS PROVIDED WITH INFORMATION. The Company or the
Interested Shareholder shall have mailed to stockholders of the Company
at least 30 days prior to the consummation of such Business Combination
a proxy or information statement (whether or not such proxy or information
statement is required to be mailed pursuant to law or otherwise)
describing the proposed Business Combination and complying with the
requirements of the Securities Exchange Act of 1934 and the rules and 
regulations thereunder (or any subsequent provisions replacing such Act, 
rules, or regulations).

F. NO EFFECT ON FIDUCIARY OBLIGATIONS OF INTERESTED SHAREHOLDERS. Nothing 
contained in this Article VIII shall be construed to relieve any 
Interested Shareholder from any fiduciary obligation imposed by law.

G. AMENDMENT OR REPEAL OF ARTICLE VIII.

Notwithstanding any other provisions of law, this Charter, or the Bylaws 
of the Company, the affirmative vote of not less than 80% of the Voting 
Stock, voting together as one class, shall be required to amend, alter, 
repeal, or adopt any provision inconsistent with this Article VIII.

3. The Board of Directors, on March 1, 1984, found the amendment in the 
best interests of the Company, and directed that it be submitted to a vote 
at a meeting of the stockholders. Notice of the meeting of stockholders was 
given on March 9, 1984, in the manner provided by the District of Columbia 
Business Corporation Act and the Virginia Stock Corporation Act to all 
holders of record at the close of business on February 21, 1984, the record 
date fixed by the Board of Directors, and the notice was accompanied by a 
copy of the proposed amendment. The date of the adoption of the amendment 
by the stockholders was April 9, 1984. The amendment to the Charter neither 
provides for any exchange, reclassification, or cancellation of issued 
shares, nor affects any change in the amount of the Company's stated or 
paid-in capital.

WASHINGTON GAS LIGHT COMPANY

Dated: April 24, 1984

Attest:

ALFRED J. ABE

By: DONALD J. HEIM

Chairman of the Board

Secretary

[Corporate Seal]

DISTRICT OF COLUMBIA, SS:

DONALD J. HEIM, being duly sworn, deposes and says that he executed the 
foregoing Articles of Amendment as Chairman of the Board of Washington Gas 
Light Company, and that the facts stated therein are true.

DONALD J. HEIM

Secretary

Subscribed and sworn to before me this 24th day of April, 1984.

GERALD G. EDWARDS

Notary Public

COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

RICHMOND, MAY 7, 1984

The accompanying articles having been delivered to the State Corporation 
Commission on behalf of

WASHINGTON GAS LIGHT COMPANY

and the Commission having found that the articles comply with the requirements 
of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, 
together with the articles, be admitted to record in this office of the 
Commission; and that the corporation have the authority conferred on it by law 
in accordance with the articles, subject to the conditions and restrictions 
imposed by law.

Upon the completion of such recordation, this order and the articles shall 
be forwarded for recordation in the office of the clerk of the Circuit Court, 
Arlington County.
STATE CORPORATION COMMISSION

By THOMAS P. HAMWOOD, JR.
Commissioner

WASHINGTON:

In the Clerk's Office of the Circuit Court, Arlington County

The foregoing certificate (including the accompanying articles) has been
duly recorded in my office this 25th day of May, 1984 and is now returned to
the State Corporation Commission by certified mail.

DAVID A. REIL
Clerk

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
Corporation Division
614 H Street, N.W.
Washington, D.C. 20001-2782

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of
Columbia Business Corporation Act have been complied with and ACCORDINGLY this
Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of
April 26, 1984.

CAROL B. THOMPSON
Director

SHELBY FINCH
Assistant Superintendent
of Corporations

WASHINGTON GAS LIGHT COMPANY

ARTICLES OF AMENDMENT

1. The name of the Corporation is Washington Gas Light Company.

2. The amendment adopted is to amend ARTICLE IV of the articles of
   incorporation of the Company to read:

   "The Company shall have authority to issue 41,500,000 shares of
capital stock divided into 40,000,000 shares of Common Stock with
a $1.00 par value and 1,500,000 shares of Serial Preferred Stock
without par value."

3. The Board of Directors, on June 28, 1984, found the amendment in the
   best interests of the Company, and directed that it be submitted to a
   vote at a meeting of the stockholders. Notice of the meeting of
   stockholders was given on August 20, 1984, in the manner provided by
   the District of Columbia Business Corporation Act and the Virginia
   Stock Corporation Act to all holders of record at the close of
   business on August 9, 1984, the record date fixed by the Board of
   Directors, and the notice was accompanied by a copy of the proposed
   amendment. The date of the adoption of the amendment by the
   stockholders was September 26, 1984. The amendment to the articles
   of incorporation does not provide for any exchange, reclassification, or
   cancellation of issued shares.

4. The amendment to the articles of incorporation will reduce the
   Company's stated capital to an amount equal to $1.00 times the number
   of common shares outstanding, plus the current amount of Serial
   Preferred Stock. The remaining balance of the common stock account
   will be transferred to additional paid-in capital. Based on the number
   of shares outstanding as of August 31, 1984, the amount to be transferred
   from stated capital to paid-in surplus will be $171,787,276.48, leaving
   a balance in the stated capital account of $42,199,658.14, and paid-in
   surplus of $171,787,276.48.

5. The number of shares outstanding and entitled to vote with respect to
   the amendment was 8,309,205 of which 8,019,134 shares were shares of
   Common Stock without par value (which was entitled to vote as a class) and
   290,071 shares were shares of Serial Preferred Stock. 6,794,472
   shares were voted in favor of the amendment and 109,632 shares were
   voted against the amendment; 6,491,328 common shares were voted as a
   class in favor of the amendment and 107,395 common shares were voted
   against the amendment.

WASHINGTON GAS LIGHT COMPANY

Dated: September 26, 1984

[Corporate Seal]
DISTRICT OF COLUMBIA, SS:

DONALD J. HEIM, being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as Chairman of the Board of Washington Gas Light Company, and that the facts stated herein are true.

DONALD J. HEIM
Chairman of the Board

Subscribed and sworn to before me this 28th day of September, 1984.

GERALD G. EDWARDS
Notary Public

RICHMOND, October 2, 1984

The accompanying articles having been delivered to the State Corporation Commission on behalf of WASHINGTON GAS LIGHT COMPANY

And the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF AMENDMENT be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the clerk of the Circuit Court, Arlington County.

STATE CORPORATION COMMISSION

By THOMAS P. HARMWOOD, JR.
Commissioner

VIRGINIA:

In the Clerk's Office of the Circuit Court, Arlington County

The foregoing certificate (including the accompanying articles) has been duly recorded in my office this 16th day of October, 1984 and is now returned to the State Corporation Commission by certified mail.

DAVID A. BELL
Clerk

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATION DIVISION
614 H STREET, N.W.
Washington, D.C. 20001-2782

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the District of Columbia Business Corporation Act have been complied with and ACCORDINGLY this Certificate of Amendment is hereby issued to WASHINGTON GAS LIGHT COMPANY as of October 3, 1984.

CAROL B. THOMPSON
Director
ARTICLES OF REDUCTION BY CANCELLATION OF SHARES

The undersigned corporation, pursuant to Sec. 13.1-63 of the Code of Virginia, hereby executes these Articles of Reduction.

(a) The name of the Corporation is Washington Gas Light Company.

(b) At a meeting of the Board of Directors held on February 27, 1985, the following resolution was adopted:

WHEREAS, as of December 31, 1984, the Company had in its treasury:

(i) 600 shares of Serial Preferred Stock, $4.60 Convertible Series which have been surrendered to the Company for conversion into shares of Common Stock;

(ii) 2,434 shares of Serial Preferred Stock, $4.36 Convertible Series, which have been surrendered to the Company for conversion into shares of Common Stock; and

(iii) 23,565 shares of Serial Preferred Stock, $2.55 Series, which have been redeemed through operation of the sinking fund;

RESOLVED, That these 600 shares of Serial Preferred Stock, $4.60 Series, 2,434 shares of Serial Preferred Stock, $4.36 Convertible Series, and 23,565 shares of Serial Preferred Stock $2.55 Series are cancelled; and that after such cancellation, the stated capital of the Company as of December 31, 1984, in the amount of $215,595,631.73 shall remain unchanged.

(c) The number of issued shares, itemized by classes and series, after giving effect to the cancellation shall be:

<table>
<thead>
<tr>
<th>Class of Stock</th>
<th>No. of Issued Shares</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common</td>
<td>18,121,914</td>
</tr>
<tr>
<td>Serial Preferred, $4.25 Series</td>
<td>70,600</td>
</tr>
<tr>
<td>Serial Preferred, $5.00 Series</td>
<td>60,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.60 Conv. Series</td>
<td>1,759</td>
</tr>
<tr>
<td>Serial Preferred, $4.80 Series</td>
<td>150,000</td>
</tr>
<tr>
<td>Serial Preferred, $4.36 Conv. Series</td>
<td>5,755</td>
</tr>
<tr>
<td>Serial Preferred, $2.55 Series</td>
<td>199,105</td>
</tr>
</tbody>
</table>

IN WITNESS WHEREOF, the undersigned corporation has caused these articles to be executed in its name by its Vice President and General Counsel and its Secretary this 20th day of March, 1985, who declare under the penalties of perjury that the facts herein stated are true.

WASHINGTON GAS LIGHT COMPANY

By /s/ LEWIS CARROLL
Vice President and General Counsel

By /s/ DOUGLAS V. POPE
Secretary

ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. The amendment adopted is to amend ARTICLE V, Section 4, of the articles of incorporation of the Company to read:

SECTION 4. DIVIDEND RIGHTS

(a) The holders of Serial Preferred Stock $4.25 Series; $5.00 Series; $4.80 Series; $4.60 Convertible Series and $4.36 Convertible Series shall be entitled to receive cumulative cash dividends at the annual rate (and no more) therefore fixed for each series, when and as declared by the Board of Directors, payable quarterly on the first day of the month following the end of each dividend period, to stockholders of record on the respective dates fixed by the Board of Directors for the purpose (the quarterly periods commencing on the first day of February, May, August and November in each year being herein designated as "dividend periods"), except that the initial dividend for any new series may be made payable on such date and cumulative from such date as may be fixed in the Resolutions and Articles of Serial Designation establishing such series. The holders of the $4.25 Series shall be entitled to cumulative cash dividends at the rate of $4.25 per share per annum.
(d) The holders of Serial Preferred Stock of series other than the
$4.25 Series, $5.00 Series, $4.80 Series, $4.60 Convertible Series, and the
$4.35 Convertible Series, shall be entitled to receive cumulative cash
dividends at the rate (and no more) theretofore fixed for each series,
when and as declared by the Board of Directors, payable at such times and
to stockholders on such record dates as may be established by the Board of
Directors, and the Initial dividend for any new series may be made payable
on such date and cumulative from such date as may be fixed by resolutions
adopted by the Board of Directors.

(c) Dividends on shares of Serial Preferred Stock shall be cumulative
from the first day of the quarterly or other applicable dividend period in
which such shares are issued unless otherwise provided.

(d) If dividends on the Serial Preferred Stock then outstanding are not
declared in full, then such dividends shall be declared ratably on all
shares of such stock in proportion to the respective unpaid cumulative
dividends, if any, to the end of the then current dividend period.

(e) Unless dividends on all outstanding shares of the Serial
Preferred Stock shall have been fully paid for all past quarterly or other
applicable dividend periods, and the full dividends thereon for the
quarterly or other applicable dividend period current at the time shall
have been paid or declared and funds set apart therefor, and unless all
required sinking fund payments, if any, shall have been made or provided
for, no sum or sums shall be set apart for or applied to the purchase of
any shares of Common Stock, and no dividend (except a dividend payable in
Common Stock) or other distribution shall be paid upon or declared or
set apart for the Common Stock.

(f) Subject to the foregoing provisions, such dividends (payment in
cash, stock or otherwise) as may be determined by the Board of Directors
may be declared and paid on the Common Stock, to the extent permitted by
law.

3. The Board of Directors, on November 24, 1992, found the amendment in
the best interests of the Company, and directed that it be submitted to a
vote at a meeting of the stockholders. Notice of the meeting of
stockholders was given on December 31, 1992, in the manner provided by the
District of Columbia Business Corporation Act and the Virginia Stock
Corporation Act to all holders of record at the close of business on
December 23, 1992, the record date fixed by the Board of Directors, and
the notice was accompanied by a copy of the proposed amendment. The date
of the adoption of the amendment by the stockholders was February 11,
1993. The amendment to the articles of incorporation does not provide for
any exchange, reclassification, or cancellation of issued shares.

4. The number of shares outstanding and entitled to vote with respect
to the amendment was 20,689,444, of which 26,405,137 were shares of Common
Stock, $1.00 par value, and 294,307 shares were shares of Serial Preferred
Stock. The record date was entitled to vote as a class. There were 16,353,845
shares voted in favor of the amendment and 411,003 shares were voted
against the amendment; there were 268,341 preferred shares voted as a
class in favor of the amendment and 1,269 preferred shares were voted
against the amendment.

(Corporate Seal)
Dated: February 25, 1993

WASHINGTON GAS LIGHT COMPANY

By: /s/ PATRICK J. MAHER
===============================================
Patrick J. Maher
Chairman of the Board and
Chief Executive Officer

/s/ JOHN W. O'NEAL
===============================================
John W. O'Neal
Assistant Secretary

By: /s/ DOUGLAS V. POPE
===============================================
Douglas V. Pope
Secretary

DISTRICT OF COLUMBIA, SS:

PATRICK J. MAHER, being duly sworn, deposes and says that he executed the
foregoing Articles of Amendment as Chairman of the Board and Chief Executive
Officer of Washington Gas Light Company, and that the facts stated herein are
true.

/s/ PATRICK J. MAHER
===============================================
Patrick J. Maher

Subscribed and sworn to before me this 25th day of February, 1993.

/s/ SCOTTY M. CASPER
===============================================
GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

(DISTRICT OF COLUMBIA SEAL)

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE OF AMENDMENT is hereby issued to WASHINGTON GAS LIGHT COMPANY

as of MARCH 9th, 1993.

Joan Parrott-Ponseci
Acting Director

Barry K. Campbell
Acting Administrator
Business Regulation Administration

/s/ PATRICIA E. GRAVES
Assistant Superintendent of Corporations
Corporations Division

Sharon Pratt Kelly
Mayor

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

March 10, 1993

The State Corporation Commission has found the accompanying articles submitted on behalf of
WASHINGTON GAS LIGHT COMPANY

to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this
CERTIFICATE OF AMENDMENT

be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective March 10, 1993 at 11:15 AM.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By

[Signature]
Commissioner

WASHINGTON GAS LIGHT COMPANY
ARTICLES OF AMENDMENT

1. The name of the corporation is Washington Gas Light Company.

2. The amendment adopted is to amend ARTICLE IV of the articles of incorporation of the Company to read:
The Company shall have authority to issue 81,550,000 shares of capital stock divided into 80,000,000 shares of Common Stock with a $1.00 par value and 1,500,000 shares of Serial Preferred Stock without par value.

3. The Board of Directors, on September 28, 1994, found the amendment in the best interests of the Company, and directed that it be submitted to a vote at a meeting of the stockholders. Notice of the meeting of stockholders was given on January 15, 1995, in the manner provided by the District of Columbia Business Corporation Act and the Virginia Stock Corporation Act to all holders of record at the close of business on January 4, 1995, the record date fixed by the Board of Directors, and the notice was accompanied by a copy of the proposed amendment. The date of the adoption of the amendment by the stockholders was February 22, 1995. The amendment to the Articles of Incorporation does not provide for any exchange, reclassification, or cancellation of issued shares.

4. The number of shares outstanding and entitled to vote with respect to the amendment was 21,499,179 of which 21,215,375 were shares of Common Stock, $1.00 par value (which was entitled to vote as a class) and 283,504 shares were shares of Serial Preferred stock. There were 17,712,086 shares voted in favor of the amendment and 367,333 shares were voted against the amendment; there were 17,305,072 common shares voted as a class in favor of the amendment and 359,791 common shares were voted against the amendment.

WASHINGTON GAS LIGHT COMPANY

By: JAMES M. DeGRAFFENREID, Jr.

James H. DeGraffenreid, Jr.
President and Chief Operating Officer

By: DOUGLAS V. Pope

Douglas V. Pope
Secretary

DISTRICT OF COLUMBIA, SS:

JAMES M. DEGRAFFENREID, JR., being duly sworn, deposes and says that he executed the foregoing Articles of Amendment as President and Chief Operating Officer of Washington Gas Light Company, and that the facts stated herein are true.

JAMES M. DEGRAFFENREID, JR.

JAMES M. DEGRAFFENREID, JR.

Subscribed and sworn to before me this 27th day of February, 1995.

/s/ MARY BETH STEVENS
Notary Public

My Commission Expires: 12-14-96

COGNOMNEATH OF VIRGINIA
STATE CORPORATION COMMISSION

March 7, 1995

The State Corporation Commission has found the accompanying articles submitted on behalf of
WASHINGTON GAS LIGHT COMPANY
to comply with the requirements of law, and confirms payment of all related fees.

Therefore, it is ORDERED that this
CERTIFICATE OF AMENDMENT
be issued and admitted to record with the articles of amendment in the Office of the Clerk of the Commission, effective March 7, 1995.

The corporation is granted the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By T.V. MORRISON, JR.

Commissioner
GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and accordingly, this CERTIFICATE OF AMENDMENT is hereby issued to WASHINGTON GAS LIGHT COMPANY as of FEBRUARY 25th, 1993.

Hampton Cross
Director

Katherine A. Williams
Acting Administrator
Business Regulation Administration

/s/ PATRICIA E. GRAYS
Patricia E. Grays
Acting Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor