

State of New Hampshire
Department of State

CERTIFICATE OF INCORPORATION

OF

UNITIL CORPORATION

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of UNITIL CORPORATION, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of UNITIL CORPORATION and attaches hereto a duplicate original of the Articles of Incorporation.



IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be
affixed the Seal of the State
of New Hampshire this 7th
day of September, 1984

Robert P. Ambrose

Robert P. Ambrose
Deputy Secretary of State

STATE OF NEW HAMPSHIRE

Filing fee: \$ 25.00
+ Licensing fee: \$ ~~3500.00~~ (See Section 136 II)
Total fees \$ ~~3525.00~~
Use black print or type.
Leave 1" margins both sides.

Form No. 11
RSA 293-A:54

FILED
SEP 7 1984
NEW HAMPSHIRE
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
UNITIL Corporation

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is UNITIL Corporation (Note 1)

SECOND: The period of its duration is perpetual.

THIRD: The principal purpose or purposes for which the corporation is organized are:

to purchase or otherwise acquire, hold, sell, assign and transfer its own securities and shares of capital stock, bonds or other evidences of ownership or indebtedness of other corporations or other business entities, and to exercise all the privileges of ownership, including voting upon the stock of other corporations so held, to carry on this business and have officers and agents therefor in other parts of the world,

and all other business not forbidden by law.

[if more space is needed, attach additional sheet(s)]

FOURTH: Approval, license or permit from another New Hampshire agency, board or commission required prior to receiving a Certificate of Incorporation from the Secretary of State, has been obtained from (Note 2) None required.

FIFTH: ^{A.} The aggregate number of shares which the corporation shall have authority to issue is: (Note 3) 2,000,000 shares of Common Stock, no par value.

B. Each share of Common Stock shall be equal in all respects to every other share thereof.

C. Holders of Common Stock shall have the exclusive right to vote for the election of Directors and for any other purpose or on any other subject and to be represented at and to receive notice of any meeting of stockholders.

D. Holders of Common Stock shall be entitled to receive such dividends as may be declared from time to time by the Board of Directors out of funds legally available therefor.

E. Shares of Common Stock when duly authorized may be issued from time to time for such consideration as may be fixed by the Board of Directors and, upon receipt by the Corporation of the consideration so fixed, such shares shall be deemed to have been fully paid and shall not be liable to any further call or assessment.

SIXTH: Provisions granting preemptive rights are: (Note 4) None.

SEVENTH: Provisions for the regulation of the internal affairs of the corporation are: (Note 5)

A. The Board of Directors of the Corporation may make, amend or repeal the By-Laws in whole or in part except with respect to any provision thereof which by law or these Articles of Incorporation requires action by the stockholders.

B. Commencing with the first annual meeting of stockholders, the Corporation shall have nine (9) Directors divided into three (3) classes, with their respective terms of office arranged so that the term of office of one class expires in each year. The terms of the directorships shall be as follows: three (3) Directors whose terms expire at the annual meeting of stockholders in 1986; three (3) Directors whose terms expire at the annual meeting in 1987; and three (3) Directors whose terms expire at the annual meeting in 1988. As the term of each class expires, a corresponding number of Directors shall be elected by ballot for a term of three (3) years and until their successors are elected and qualified.

(ARTICLES OF INCORPORATION)

Form No. 11
(cont.)

EIGHTH: The address of the initial registered office of the corporation is 436 South River Road (RFD 5), Bedford, New Hampshire 03102,
and the name of its initial registered agent at such address is
Charles J. Kershaw, Jr.


NINTH: The number of directors constituting the initial board of directors of the corporation is nine (9), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

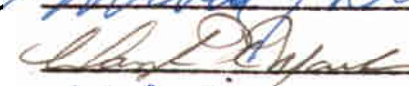
<u>Name</u>	<u>Address</u>
Richard L. Brickley	75 Federal St., Boston, MA 02110
Michael J. Dalton	<u>225 Water St., Exeter, NH 03833</u>
Theodore C. Haffenreffer, Jr.	50 Federal St., Boston, MA 02110
Douglas K. Macdonald	<u>One McGuire St., Concord, NH 03301</u>
Endicott Smith	28 State St., Boston, MA 02109
Peter J. Stulgis	<u>436 South River Rd. (RFD 5), Bedford, NH 03102</u>
Charles H. Tenney II	120 Royall St., Canton, MA 02021
William W. Treat	<u>100 Winnacunnet Rd., Hampton, NH 03842</u>
W. William VanderWolk, Jr.	<u>172 South Willow St., Manchester, NH 03101</u>


TENTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Michael J. Dalton	<u>225 Water St., Exeter, NH 03833</u>
Douglas K. Macdonald	<u>One McGuire St., Concord, NH 03301</u>
Peter J. Stulgis	<u>436 South River Rd. (RFD 5), Bedford, NH 03102</u>

Dated September 7, 19 84



Michael J. Dalton


Douglas K. Macdonald


Incorporator(s) Peter J. Stulgis
(Note 6)

Mail duplicate originals with total fees to:
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989

State of New Hampshire
Department of State

CERTIFICATE OF AMENDMENT OF

UNITIL CORPORATION

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that duplicate originals of Articles of Amendment to the Articles of Incorporation of UNITIL CORPORATION, duly signed pursuant to the provisions of the New Hampshire Business Corporation Act, have been received in this office.

ACCORDINGLY the undersigned, as such Deputy Secretary of State, and by virtue of the authority vested in him by law, hereby issues this Certificate of Amendment to the Articles of Incorporation of UNITIL CORPORATION and attaches hereto a duplicate original of the Articles of Amendment.

IN TESTIMONY WHEREOF, I hereto
set my hand and cause to be
affixed the Seal of the State
of New Hampshire, this 4th
day of March A.D. 1992



Robert P. Ambrose
Deputy Secretary of State



STATE OF NEW HAMPSHIRE

Filing fee: \$ 35.00
+ License fee: \$ _____ (See Section 136 II, IV
Total fees \$ _____ and Note 6)
Use black print or type.
Leave 1" margins both sides.

Form No. 14
RSA 293-A:61

FILED

MAR 4 1992

NEW HAMPSHIRE
SECRETARY OF STATE

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION
OF
UNITIL Corporation

PURSUANT TO THE PROVISIONS OF SECTION 61 OF THE NEW HAMPSHIRE BUSINESS CORPORATION ACT, THE UNDERSIGNED CORPORATION ADOPTS THE FOLLOWING ARTICLES OF AMENDMENT TO ITS ARTICLES OF INCORPORATION:

FIRST: The name of the corporation is UNITIL Corporation

SECOND: The following amendments of the Articles of Incorporation were adopted by the shareholders (Note 1) of the corporation on December 3, 19 91, in the manner prescribed by the New Hampshire Business Corporation Act: (Insert Amendments)

See attached additional sheet.

[if more space is needed, attach additional sheet(s)]

1. Paragraph A of Article Fifth of the Articles of Incorporation was amended to read in its entirety as follows:

- A. The aggregate number of shares which the corporation shall have authority to issue is: 8,000,000 shares of Common Stock, no par value.

2. Paragraph B of Article Seventh of the Articles of Incorporation was amended to read in its entirety as follows:

- B. The Corporation shall have such number of Directors as shall be fixed by the Board of Directors from time to time, provided, that such number shall be not less than nine (9) nor more than fifteen (15). The Directors shall be divided into three (3) classes, each class to be as nearly equal in number as possible as determined by the Board of Directors, with their respective terms of office arranged so that the term of office of one class expires in each year. The Directors comprising each class shall be elected by ballot for a term of three (3) years or, in the event that a Director is being elected to a class the term of office of which expires in less than three (3) years, then for the remaining term of such class, and until their successors are elected and qualified. Any vacancy occurring in the Board, whether due to the death, resignation or other inability to serve of any Director previously elected, or due to an increase in the number of Directors comprising the Board, may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. In the event that the number of Directors comprising the Board is increased by the Board and directorships created thereby filled by the Board, then the Directors so elected by the Board shall be assigned by the Board to each class in such manner so that the number of Directors comprising each class is as nearly equal as possible, and each such Director elected by the Board shall serve until the next meeting of shareholders at which Directors are elected and until his successor is elected and qualified.

THIRD: The number of shares of the corporation outstanding at the time of such adoption was 717,864; and the number of shares entitled to vote thereon was 717,864.

FOURTH: The designation and number of outstanding shares of each class entitled to vote thereon as a class were as follows: (Note 2)

<u>Class</u>	<u>Number of Shares</u>
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Not Applicable

FIFTH: The number of shares voted for such amendment was 635,240; and the number of shares voted against such amendment was 8171. (Note 2)

SIXTH: The number of shares of each class entitled to vote thereon as a class voted for and against such amendment, respectively, was: (Note 2)

<u>Class</u>	<u>Number of Shares voted</u>	
	<u>For</u>	<u>Against</u>

Not Applicable

SEVENTH: The manner in which any exchange, reclassification, or cancellation of issued shares provided for in the amendment shall be effected is as follows: (Note 3)

Not Applicable

EIGHTH: The manner in which such amendment effects a change in the amount of stated capital, and the amount of stated capital, expressed in dollars, as changed by such amendment, are as follows: (Note 2)

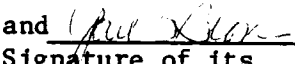
The amendment effects no change in the Corporation's stated capital.

Dated February 28, 19 92

UNITIL Corporation (Note 4)

By  (Note 5)
Signature of its _____ President

Michael J. Dalton
Print or type name

and  (Note 5)
Signature of its _____ Secretary

Gail S. Brown
Print or type name

- Notes:
1. Change to "board of directors" if no shares have been issued.
 2. If inapplicable, omit.
 3. This article may be omitted if the subject matter is set forth in the amendment or if it is inapplicable.
 4. Exact corporate name of corporation adopting the Articles of Amendment.
 5. Signatures and titles of officers signing for the corporation. Must be signed by President or Vice-President and Secretary or Assistant Secretary.
 6. If amendment increases the authorized stock, include fee according to schedule under RSA 293-A:136 II less amount previously paid in for original authorization and prior increases, provided however that the minimum fee shall be \$30.00.

Mail fee and DUPLICATE ORIGINALS (ORIGINAL SIGNATURES ON BOTH) to:
Secretary of State, Rm. 204, State House, Concord, NH 03301-4989