

FILING RECEIPT

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ENTITY NAME: NORTHEAST POWER COORDINATING COUNCIL, INC.

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

TYPE: C COUNTY: NEWY

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

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FILED:04/27/2006 DURATION:PERPETUAL CASH#:060427000730 FILM #:060427000681

ADDRESS FOR PROCESS

THE CORPORATION
ATTN EDWARD A SCHWERDT
NEW YORK, NY 10036-8901

EXIST DATE

04/27/2006
1515 BROADWAY 43RD FLOOR

REGISTERED AGENT

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FILER	FEES		PAYMENTS	
-----	----	185.00	-----	185.00
	FILING	75.00	CASH	0.00
	TAX	0.00	CHECK	0.00
LEBOEUF LAMB GREENE & MACRAE LLP	CERT	0.00	CHARGE	0.00
125 WEST 55TH STREET	COPIES	10.00	DRAWDOWN	185.00
	HANDLING	100.00	OPAL	0.00
NEW YORK, NY 10019-5389			REFUND	0.00

State of New York }
Department of State } ss:

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.

Witness my hand and seal of the Department of State on

April 27, 2006



A handwritten signature in black ink, appearing to read "R. J. ...", is written over the seal area.

Special Deputy Secretary of State

F060427000 681

CSC 45
DRAFT

New York State
Department of State
Division of Corporations
Albany, NY 12231
www.dos.state.ny.us

CERTIFICATE OF INCORPORATION
OF

Northeast Power Coordinating Council, Inc.
(Insert Corporation Name)

Under Section 402 of the Not-for-Profit Corporation Law

FIRST: The name of the corporation is: Northeast Power Coordinating Council, Inc.

SECOND: The corporation is a corporation as defined in subparagraph (a)(5) of Section 102 (Definitions) of the Not-for-Profit Corporation Law.

THIRD: The purpose or purposes for which the corporation is formed are as follows *(type or print clearly)*:

The quasi-public objective of NPCC Inc. is to promote the reliable and efficient operation of the international, interconnected bulk power systems in Northeastern North America.

The purpose of NPCC Inc. is to fulfill this quasi-public objective through the establishment of criteria, the coordination of system planning, design and operations, assessment of reliability and assessment and enforcement of compliance with such criteria. In development of reliability criteria, to the extent possible, NPCC Inc. facilitates attainment of fair, effective and efficient competitive electric markets.

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FOURTH: The corporation shall be a Type C corporation pursuant to Section 201 of the Not-for-Profit Corporation Law. (Please insert Type A, B, C or D, as appropriate.)

FIFTH: The office of the corporation is to be located in the County of New York, State of New York.

SIXTH: The names and addresses of the initial directors of the corporation are (a minimum of three are required):

Charles J. Durkin, Jr., 828 The Hideout, Lake Ariel, Pennsylvania 18436
Richard J. Bolbrock, Long Island Power Authority, 333 Earle Ovington Blvd., Ste. 403,
Uniondale, New York 11553
Juan Villar, FLP Energy, LLC, 700 Universe Boulevard, Juno Beach, Florida 33408-2683
Michael C. Calimano, New York Independent System Operator, 3890 Carman Road,
Schenectady, New York 12303
Stephen G. Whitley, ISO-New England, Inc., One Sullivan Road, Holyoke, Massachusetts
01040-2841
Charles H. Moser, National Grid USA, 25 Research Drive, Westborough, Massachusetts 01582
Bruce B. Campbell, Independent Electricity System Operator, Station A, Box 4474, Toronto,
Ontario, Canada M5W 4E5
Michael Penstone, Hydro One Inc., 483 Bay Street, 10th Floor, South Tower, Toronto, Ontario,
Canada M5G 2P5
Yves Filion, TransEnergie Hydro-Quebec, 75 ouest, boulevard Rene-Levesque, Montreal,
Quebec, Canada H2Z 1A4
Wayne N. Snowdon, New Brunswick Power Transmission Corporation, PO Box 2030,
Fredericton, N.B., Canada E3B 5G4
Ralph R. Tedesco, Nova Scotia Power, Inc., P.O. Box 910, Halifax, N.S., Canada B3J 2W5
Daniel W. Allegretti, Constellation Energy Commodities, 111 Market Place, Suite 500,
Baltimore, Maryland 21202
Denise Foster, Exelon Power Team, 300 Exelon Way, Kennett Square, Pennsylvania 19348
Andrew Barrett, Ontario Power Generation Inc., 700 University Avenue, Toronto, Ont., Canada
M5G 1X6
Charles Weliky, Consolidated Edison Energy/Development, 701 Westchester Avenue – Suite
201 West, White Plains, New York 10604

SEVENTH: The Secretary of State is designated as agent of the corporation upon whom process against it may be served. The address which the Secretary of State shall mail a copy of any process accepted on behalf of the corporation is:

1515 Broadway – 43rd Floor
New York, New York 10036-8901
Attn: Edward A. Schwerdt

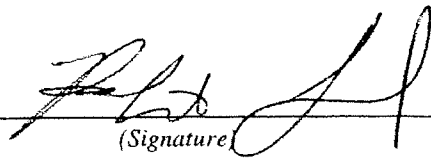
EIGHTH: The Corporation intends at all times to qualify and remain qualified as exempt from federal income tax under Section 501 (c)(6) of the Internal Revenue Code of 1986, as amended from time to time (the "Code") and, in connection therewith:

- (a) the Corporation is not formed for and shall not be conducted nor operated for pecuniary profit or financial gain, and no part of its assets, income or profit shall be distributed to or inure to the benefit of any private shareholders or individuals, provided that nothing herein shall prevent the Corporation from paying reasonable compensation to any person for services rendered to or for the Corporation in furtherance of one or more of its purposes;
- (b) Upon the dissolution of the Corporation, all of the Corporation's net assets must be distributed for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(6) of the Code, or corresponding section of any future federal tax code, or instead, may be distributed to the federal government or to a state or local government, for a public purpose.
- (c) the Corporation shall be supported primarily by membership dues and other income from activities substantially related to the purposes of the Corporation.

The incorporator or incorporators must sign the Certificate of Incorporation and type or print his/her name and address.

Robert M. Lamkin, Esq.
(Type or print name of incorporator)

X


(Signature)

c/o LeBoeuf, Lamb, Greene & MacRae LLP
(Mailing Address)

125 West 55th Street NY, NY 10019
(City, State and Zip Code)

FILING RECEIPT

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ENTITY NAME: NORTHEAST POWER COORDINATING COUNCIL, INC.

DOCUMENT TYPE: RESERVATION (NEW) (DOM. NFP)

SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

APPLICANT NAME : DONNA JOHNSON

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FILED:04/14/2006 DURATION:06/14/2006 CASH#:060414000690 FILM #:060414000656

ADDRESS FOR PROCESS

REGISTERED AGENT

** SUBMIT RECEIPT WHEN FILING CERTIFICATE **

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FILER	FEES	35.00	PAYMENTS	35.00
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	FILING	10.00	CASH	0.00
	TAX	0.00	CHECK	0.00
DONNA JOHNSON	CERT	0.00	CHARGE	0.00
LEBOEUF LAMB GREENE MACRAE LLP	COPIES	0.00	DRAWDOWN	35.00
125 WEST 55TH STREET	HANDLING	25.00	OPAL	0.00
NEW YORK, NY 10019-5389			REFUND	0.00

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DOS-1025 (11/89)

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CERTIFICATE OF INCORPORATION

OF

NORTHEAST POWER COORDINATING COUNCIL, INC.

2006 APR 27 AM 9:02

2006 APR 27 AM 11:55

Section 402 of the Not-For-Profit Corporation Law

Ice

2006 APR 25 AM 9:11

STATE OF NEW YORK
DEPARTMENT OF STATE

APR 27 2006

BE

Filer: Leboeuf Lamb Greene & Macrae L.L.P.
125 West 55th Street
New York, NY 10019-5389

Cust. Ref#041355MPJ

DRAWDOWN

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CSC 45
DRAW DOWN

2006 APR 24 AM 11:06

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