

Enclosure 15
to ULNRC-06168

Articles of Incorporation – Missouri Electric Light and
Power Company dated 11/20/1922

MISSOURI ELECTRIC LIGHT AND POWER COMPANY

ARTICLES OF INCORPORATION

KNOW ALL MEN BY THESE PRESENTS: That We, the undersigned, for the purpose of forming a corporation under the Laws of Missouri relating to manufacturing and business companies, have entered into the following agreements:

FIRST

That the name of the corporation shall be MISSOURI ELECTRIC LIGHT AND POWER COMPANY

SECOND

That the corporation shall be located in the City of St. Louis, State of Missouri.

THIRD

(1) That the number of shares with nominal or par value that may be issued by the Company is Two hundred and fifty thousand (250,000), of the par value of \$100. each, and the number of shares without nominal or par value that may be issued by the Company is Six hundred and Fifty thousand (650,000). The classes into which such shares are divided are as follows: Said Two hundred and fifty thousand (250,000) shares, with nominal or par value, shall be preferred stock, and said Six hundred and fifty thousand (650,000) shares, without nominal or par value, shall be common stock.

(a) The preferred stock may be issued from time to time in series, in such amounts as may be authorized from time to time by the Board of Directors.

(b) The holders of the preferred stock shall be entitled to receive cumulative cash dividends thereon, when and as declared by the Board of Directors out of the surplus or net profits of the Company, payable quarter-yearly on the first days of January, April, July and October in each year, at such fixed rate of dividend with respect to any series of the preferred stock, not exceeding the rate of dividend permitted by law at the time of the issuance of such series, as may be determined and fixed by the Board of Directors at the time of authorization by the Board of Directors of the issuance of such series; provided, however, that the rate of such dividend applicable to the initial issue of preferred stock, aggregating in par value Six Million Dollars (\$6,000,000) is hereby fixed at seven per cent. per annum. Such dividends on the preferred stock shall be cumulative from and after July 1, 1922 (except that on preferred stock issued after September 30, 1922, the dividends shall be cumulative from the first day of the quarter-yearly dividend period in which such stock is issued), so that if thereafter such fixed dividends for any past quarter-yearly dividend period shall not have been paid on the preferred stock, or set apart therefor, and the dividends, at such fixed rate or rates, for the then current quarter-yearly dividend period, shall not have been declared and funds set apart therefor, the deficiency shall be fully paid or funds for the payment thereof set apart, but without interest, before any dividends shall be paid or set apart for the common stock. Whenever dividends at such fixed rate or rates upon the preferred stock for all past quarter-

yearly dividend periods shall have been declared and paid or funds for the payment thereof set apart and the dividends, at such fixed rate or rates, for the then current quarter-yearly dividend period shall have been declared and funds for the payment thereof set apart, the Board of Directors may declare dividends on the common stock (payable in cash, stock or otherwise) out of any remaining surplus or net profits. The holders of the preferred stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this subdivision (b). With respect to dividends all series of the preferred stock shall rank ratably, according to their respective dividend rights as fixed in accordance with the provisions of this subdivision (b) without preference of any series of the preferred stock over any other series thereof.

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(c) The Company may redeem the whole or any or the whole or any part of any series or particular issue thereof part of the preferred stock, /on any dividend date, at the option of the Board of Directors, upon thirty (30) days' previous notice by mail or publication to the holders of record of such stock given in such manner as may be prescribed by resolution of such Board, by paying such redemption price with respect to the shares of any series of such stock as shall be determined and fixed by the Board of Directors of the Company at the time of authorization by the Board of Directors for the issuance of such series, - such redemption price to be not less than One Hundred Dollars (\$100.) nor more than One Hundred and Ten Dollars (\$110.) per share, in cash, together with all unpaid dividends accumulated or accrued, to the date fixed for such redemption, on the stock so to be redeemed; pro-

vided, however, that the redemption price applicable to the initial issue of preferred stock, aggregating in par value Six Million Dollars (\$6,000,000) is hereby fixed at One Hundred and Five Dollars (\$105.) per share, together with all unpaid dividends accumulated or accrued thereon to the date fixed for redemption. Any such redemption of less than the whole outstanding preferred stock shall be made in such manner as may be prescribed by resolution of the Board of Directors. Such notice of redemption having been duly given, if on or before the redemption date named in such notice the funds necessary for such redemption shall have been set aside and shall be and continue available therefor, then, notwithstanding that any certificate for the preferred stock, so called for redemption, shall not have been surrendered for cancellation, dividends thereon shall cease to accrue from and after the date of redemption so designated and all rights with respect to the preferred stock so called for redemption shall forthwith after such redemption date cease and terminate, except only the right of the holder to receive the redemption price therefor, but without interest. All or any shares of preferred stock redeemed at any time may, in the discretion of the Board of Directors, be re-issued at any time, and from time to time, upon such terms as to rates of dividend, redemption price and otherwise, as are authorized in these Articles of Incorporation with respect to any original issue of preferred stock of the Company.

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(d) In the event of any liquidation, dissolution or winding up of the affairs of the Company

whether voluntary or involuntary, the holders of the preferred stock shall be entitled to be paid the full par value thereof and all unpaid dividends accumulated or accrued thereon to the date fixed for the payment of such par value before any distribution shall be made to the holders of the common stock, and after such payment to the holders of the preferred stock, the remaining assets and funds of the Company shall be divided and paid to the holders of the common stock according to their respective shares. All such payments to the holders of the preferred stock shall be made ratably to such holders in accordance with their respective interests without preference of any series of the preferred stock over any other series thereof.

(e) All rights to vote and all voting power, except as otherwise herein provided or except as otherwise by statute specifically provided, shall be solely vested in the common stock, each share of which shall be entitled to one vote; provided, however, that if and whenever two quarter-yearly dividends payable on any series of the preferred stock shall be in default, each holder of the preferred stock shall have the right to vote thereon, with one vote for each share of preferred stock held by him, in like manner as the holder of shares of common stock, until such defaulted dividends shall have been paid in full, when the voting rights of the preferred stock shall revert to the status existing before the occurrence of such default; but always subject to the same provisions for the vesting of such voting power in the preferred stock in case of any similar

future default in the payment of two quarter-yearly dividends on any series of the preferred stock.

(f) No holder of the preferred stock shall be entitled as such, as a matter of right, to subscribe for or purchase or receive any part of any new or additional issue of stock, or securities, convertible into stock, of any class whatever, whether now or hereafter authorized, and whether issued for cash or property or by way of dividend.

(2) That the nominal or par value of each of said two hundred and fifty thousand (250,000) shares of preferred stock shall be One Hundred Dollars (\$100.).

(3) That the amount of capital with which the corporation will begin business is Nineteen Million Dollars (\$19,000,000).

(4) That Sixty thousand (60,000) shares of said preferred stock, of the par value of One Hundred Dollars (\$100.) per share, and said Six hundred and fifty thousand (650,000) shares of common stock without nominal or par value have been in good faith subscribed and actually paid up in law ful money of the United States or in property of the full value thereof, as hereinafter stated in this Article Third, and that said money and property are in the custody of the persons named as the first Board of Directors.

(5) That of said sixty thousand (60,000) shares of preferred stock, four thousand three hundred sixty-five (4,365) shares thereof have been actually paid up in lawful money of the United States in the amount of One Hundred Dollars (\$100.) per share, aggregating Four Hundred thirty-six thousand five hundred Dollars (\$436,500); and that of said sixty thousand (60,000) shares of preferred stock fifty-five

thousand six hundred thirty-five (55,635) shares thereof have been actually paid up, at One Hundred Dollars (\$100.) per share, in property, an itemized description of which, with the cash value of each item thereof, is as follows:

Fifty-five thousand six hundred thirty-five (55,635) shares of Seven per cent. non-cumulative preferred stock of the par value of One Hundred Dollars (\$100.) per share, of Union Electric Light and Power Company, a corporation of the State of Missouri, evidenced by certificates for said shares now in the custody of the persons named as the first Board of Directors. The actual cash value of each of said shares of stock of Union Electric Light and Power Company is One Hundred Dollars (\$100.), aggregating for said fifty-five thousand six hundred thirty-five (55,635) shares of stock the sum of Five million five hundred sixty-three thousand five hundred Dollars (\$5,563,500).

(8) That of said six hundred and fifty thousand (650,000) shares of common stock without nominal or par value, ninety-nine thousand two hundred and forty (99,240) shares thereof have been actually paid up in lawful money of the United States in the amount of Twenty Dollars (\$20.) per share, aggregating for said ninety-nine thousand two hundred and forty (99,240) shares the sum of One Million Nine Hundred Eighty-four Thousand and Eight Hundred Dollars (\$1,984,800); and that of said six hundred and fifty thousand (650,000) shares of common stock without nominal or par value five hundred fifty thousand seven hundred and sixty (550,760) shares have been actually paid up, at the rate of Twenty Dollars (\$20.) per share, in property, an itemized description of which, with the cash value of each item thereof, is as follows:

One hundred ten thousand one hundred and fifty-two (110,152) shares of common stock, of the par value of One Hundred Dollars (\$100.) per share, of said Union Electric Light and Power Company, evidenced by certificates for said shares, now in the custody of the persons named as the first Board of Directors. The

actual cash value of each of said shares of common stock is One hundred dollars (\$100.) aggregating for said one hundred ten thousand one hundred and fifty-two (110,152) shares the sum of \$11,015,200.

FOURTH

That the names and places of residence of the several shareholders, and the number of shares subscribed by each are:

NAME	RESIDENCE	NO. OF SHARES	
		Preferred	Common
L. H. Egan	St. Louis, Missouri	60,000	649,992
F. J. Boehm	St. Louis, Missouri		1
L. E. Young	St. Louis, Missouri		1
H. Spoehrer	St. Louis, Missouri		1
Wm. Avery	St. Louis, Missouri		1
C. E. Michel	St. Louis, Missouri		1
H. W. Eales	St. Louis, Missouri		1
G. K. Mittenberger	St. Louis, Missouri		1
B. S. King	St. Louis, Missouri		1
		<u>60,000</u>	<u>650,000</u>

FIFTH

That the number of the Board of Directors shall be seven and that the names of those agreed upon for the first year, all of whom are citizens and residents of Missouri, are: L. H. Egan, F. H. Boehm, L. E. Young, H. Spoehrer, Wm. Avery, C. E. Michel and H. W. Eales.

SIXTH

That the corporation shall continue for a term of fifty (50) years.

SEVENTH

That the purposes for which the corporation is formed are:

To acquire the properties, rights, privileges, franchises, business and other assets of Union Electric Light and Power Company, a corporation of the State of Missouri;

To manufacture, produce, develop, generate, store, acquire, lease, purchase, sell, control, use, dispose of, transmit, distribute and supply or otherwise utilize electricity and electrical energy or any other power or force in any form and for any purpose whatsoever;

To purchase or otherwise acquire, hold, use, operate, sell, pledge, mortgage, lease or otherwise dispose of machinery, generators, motors, lamps, plants, apparatuses, devices, supplies and articles of every kind pertaining to or in anywise connected with the production, use, distribution, regulation, control or application of electricity or electrical energy for any and all purposes:

To construct, purchase or otherwise acquire, hold, develop, use, operate, sell, lease, mortgage or otherwise dispose of hydraulic, electric and other works, water powers and the sites thereof, plants, power houses, buildings, machinery, equipments, apparatus, devices, processes, transmission and distribution lines, transforming and distributing stations and any and all rights of way and lands connected therewith or useful therefor; and to acquire any and all rights, or other property necessary and useful in connection with acquiring, owning and operating any or all

of said works, water powers or plants;

To construct, purchase or otherwise acquire, hold, use, operate, sell, lease, mortgage or otherwise dispose of reservoirs, dams, diversion structures, canals, ditches, flumes, water conduits, pipe lines, distributing or transmission lines and systems, and such other works, plants, equipments, appliances and appurtenances as may be necessary, useful or appropriate for impounding, storing, conveying, distributing and utilizing water for power, irrigation, fire, sanitary, domestic, manufacturing and other uses, and to appropriate, divert, use, apply, sell and otherwise dispose of water for such uses; to make applications, locations, entries, selections or filings in connection therewith;

To apply for, purchase or otherwise acquire, hold, use, operate, sell, mortgage, or otherwise dispose of permits or licenses issued by the United States or any state, territory or subdivision thereof for the purpose of constructing, operating and maintaining dams, water conduits, reservoirs, power houses, transmission or distribution lines, or other works or projects necessary or convenient for the development and improvement of navigation, and for the development, transmission and utilization of power across, along, from or in any of the navigable waters of the United States, or upon any part of the public lands and reservations of the United States, or for the purpose of utilizing the surplus water or water power from any dam of the United States or any state, territory or subdivision thereof.

To transform power generated by hydraulic or other plants into electrical or other energy and to transmit or otherwise dispose thereof for any and all purposes;

To purchase or otherwise acquire, hold, use, operate,

sell, pledge, mortgage, lease, or otherwise dispose of all water rights, water powers and water privileges;

To manufacture, acquire, purchase, sell and distribute for all purposes, natural and artificial gas, and to acquire, construct, purchase, own, maintain, operate, sell and lease all necessary and convenient works, conduits, plants, apparatus and connections for holding, receiving, purifying, manufacturing, selling, utilizing and distributing natural or artificial gas; to manufacture and sell or otherwise dispose of chemicals or other products derived wholly or in part from gas or gas works;

To manufacture, purchase, sell and distribute steam and hot water for heating and other purposes, and to acquire, construct, purchase, own, maintain, operate, sell and lease all necessary and convenient works, plants, apparatus and connections for manufacturing, selling and distributing steam and hot water;

To manufacture, purchase, sell and distribute ice and refrigeration; and to construct, purchase or otherwise acquire, hold, use, operate, sell, lease, mortgage or otherwise dispose of ice and refrigerating plants;

To purchase or otherwise acquire, hold, use, operate, sell, mortgage, pledge, lease, or otherwise dispose of such real and personal estate, property rights, rights of way, easements, privileges, grants, consents and franchises, as may be necessary, appropriate or useful in connection with the business, objects and purposes of the corporation;

To engage as a public utility in furtherance of each and all of the foregoing purposes, which are now or may hereafter become subject to the laws governing or regulating public utilities, and to that end to be authorized to trans-

mit, conduct or distribute, for public or private use, electrical energy, water, gas, steam and/or refrigeration under or over, along or across highways, streets, alleys, bridges and other public places;

To apply for, purchase or otherwise acquire, and to hold, use, own, operate and to sell, assign or otherwise dispose of, and to grant or receive licenses in respect of or otherwise to turn to account any and all inventions, improvements, patents, patent rights, processes, trademarks, and trade-names, secured by or issued under the laws of the United States of America or of any other government or country;

To the extent permitted by law and by the Public Service Commission of the State of Missouri, or other public regulatory body having authority in the premises, to acquire by purchase, subscription or otherwise, and to hold, sell, assign, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation; to exercise any and all rights, powers and privileges of ownership in respect of any and all such stocks, bonds, securities or evidences of indebtedness, including the right to vote on any shares of stock or other securities so held; to do any and all acts and things for the preservation, protection, improvement and enhancement in value of any and all such stock, bonds, securities or evidences of indebtedness; to aid in any manner any corporation whose stock, bonds or other obligations are owned or held by the corporation, and to guarantee such stocks, bonds, securities or other obligations of any such corporation, but only to such extent as the corporation may then lawfully do;

To borrow money, to issue bonds, notes, debentures, or other obligations, secured or unsecured, of the corporation, from time to time, for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the corporation; to secure the same by mortgage or mortgages upon, or by deed or deeds of trust of, or by a pledge of, or other lien upon any or all of the property real or personal, rights, privileges and franchises of the corporation wheresoever situated, acquired or to be acquired; and to sell or otherwise dispose of any or all such bonds, notes, debentures or obligations in such manner and upon such terms as may be deemed judicious, but only to the extent then permitted to the corporation under the laws of the State of Missouri;

In general, to do any and all of the things hereinbefore set forth, and such other things as are incidental or conducive to the attaining of the objects and purposes of the corporation; and in carrying on its business and for the purpose of attaining or furthering any of its objects, to enter into, make, perform and carry out contracts of every kind with any person, partnership, association, corporation, government, governmental subdivision or other body whatsoever; and to do such acts and things, and to exercise any and all such powers to the same extent as a natural person might or could lawfully do in so far as the same are authorized by the laws of the State of Missouri, now or hereafter applicable to the corporation;

To conduct its business in all or any of its branches so far as permitted by law, in the State of Missouri and elsewhere; and, for and in connection with such business, to acquire, hold, possess, purchase, lease, mortgage and

convey real and personal property to the extent permitted by law.

EIGHTH

The authorized amount of preferred stock of the corporation may, at any time and from time to time, be increased when authorized by the affirmative vote of the holders of at least two-thirds of all of the capital stock of the corporation, both preferred and common, then outstanding, provided that the vote of a greater number of stockholders is not, at the time of any such increase, required as a condition thereto by the laws of the State of Missouri; and all stock of the corporation shall be issued, and shall be held, expressly subject to the foregoing provision of this Article Eighth.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 20th day of November, 1922.

Louis H. Egau

F. J. Boehm

L. E. Young

H. Spachner

Wm Avery

C. E. Michel

H. W. Eales

G. K. Ultenberger

R. S. King

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STATE OF MISSOURI :
 : SS.:
CITY OF ST. LOUIS :

On this 20th day of November, 1922, before me personally appeared L. H. EGAN, F. J. BOEHM, L. E. YOUNG, H. SPOENNER, WM. AVERY, C. E. MICHEL, W. W. EALES, G. K. MILTENBERGER and R. S. KING, to me known to be the persons described in and who executed the foregoing instrument and acknowledged that they executed the same as their free act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal the day and year last above written.

My commission expires Feb. 8, - ~~1923~~ ¹⁹²⁵

N. Ruth Smith

Notary Public,
City of St. Louis, Missouri.

STATE OF MISSOURI " "
 " " SS.:
CITY OF ST. LOUIS " "

The undersigned, L. H. EGAN, F. J. BOEHM, L. E. YOUNG, H. SPOEHRER, WM. AVERY, C. E. MICHEL, H. W. EALES, G. K. MILTENBERGER and R. S. King, being all of the subscribers, including parties selected as Directors for the first year, to the above and foregoing Articles of Agreement for the incorporation of Missouri Electric Light and Power Company, being duly sworn, upon their oaths each did say that the statements and matters set forth therein are true; that they know the property described in Article III of said Articles of Agreement and taken in payment of capital stock, and that the value placed on same is the actual cash value of said property.

Louis H. Egan
F. J. Boehm
L. E. Young
H. Spohrer
Wm. Avery
C. E. Michel
H. W. Eales
G. K. Miltenberger
R. S. King

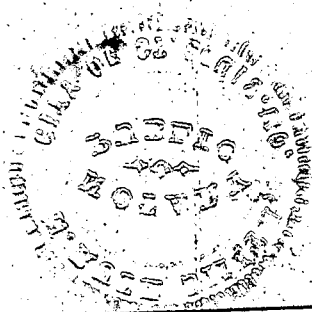
Subscribed and Sworn to before me this 20th day of November, 1922.

My commission expires Feb. 8, 1925, 1922.

N. Ruth Smith

Notary Public, City of St. Louis

Filed & Recorded Nov. 20, 1922 @ 4.16 P.M. Mrs. Charles P. J. Recorder



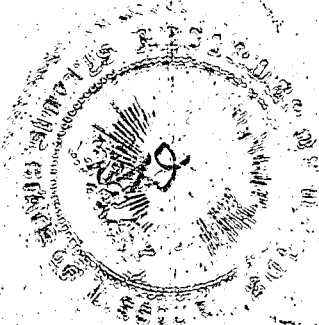
STATE OF MISSOURI, } ss.
CITY OF ST. LOUIS. }

I, the undersigned Recorder of Deeds for said City and State do hereby certify the foregoing to be a true copy of the Articles of Incorporation of the Missouri Electric Light and Power Company together with acknowledgment, affidavit and date of filing and recording thereof, as the same remains of record in my office in Corporation Book 77 Page 201

WITNESS my hand and official seal this

20th day of Sept. A.D., 1922

Wm. C. East Recorder



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No. 40447

Articles of Association

Mo Electric Light and Power Co.

Location St. Louis

Capital \$ 25,000,000 ⁰⁰ and 650,000 shares of no par value

For a term of 50 years.

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FILED IN THE OFFICE OF THE
RECORDS AND CLERK OF THE STATE

NOV 21 1922

RECORDED IN THE OFFICE OF THE
RECORDS AND CLERK OF THE STATE

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STATE OF MISSOURI

NO. 110111

Certificate of Incorporation

WHEREAS, An association organized under the name of
Missouri Electric Light & Power Company

has filed in the office of the Secretary of State Articles of Association or Agreement in writing, as provided by law, and has in all respects complied with the requirements of law governing the formation of Private Corporations for

Manufacturing and Business Purposes

NOW, THEREFORE, I, CHARLES U. BECKER, Secretary of State of the State of Missouri, in virtue and by authority of law, do hereby certify that said association has, on the day hereof, become a body corporate, duly organized under the name of

Missouri Electric Light & Power Company
located at *St. Louis* and is entitled to all the rights

and privileges granted to Manufacturing and Business Corporations under the laws of this State for a term of *Eight* years; and that the amount of the

Capital Stock of said corporation is *Five Hundred* Dollars.

IN TESTIMONY WHEREOF, I herewith set my hand and

affix the Great Seal of the State of Missouri. Done at the City of Jefferson, this *11th* day of *July* A. D. Nineteen Hundred and *1911*

[SEAL]

Charles U. Becker

Secretary of State

By

Chief Clerk