

Enclosure 10  
to ULNRC-06272

Articles of Incorporation – Ameren Corporation Restated  
10/17/1995

RESTATED  
ARTICLES OF INCORPORATION  
OF  
AMEREN CORPORATION

Pursuant to the provisions of Section 351.107, R.S.Mo. 1986, as amended, the undersigned Corporation, with the consent of holders of all of the outstanding shares of the Corporation's capital stock, restates its Articles of Incorporation as follows:

FIRST

That the name of the Corporation shall be AMEREN CORPORATION.

SECOND

That the registered office of the Corporation in the State of Missouri shall be 1901 Chouteau Avenue, St. Louis, Missouri 63103, and the name of the registered agent at such address shall be William E. Jaudes.

THIRD

That the aggregate number of shares which the Corporation has the authority to issue is 500,000,000 classified into 400,000,000 shares of Common Stock, \$.01 par value per share, and 100,000,000 shares of Preferred Stock, \$.01 par value per share.

(a) Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (hereinafter referred to as the "Board") is hereby authorized to fix the voting rights, if any, designations, powers, preferences and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding). The number of shares of Preferred Stock may be increased without the consent of the holders of any class or series of Preferred Stock unless the resolution creating such

class or series of Preferred Stock specifically provides to the contrary.

(b) Except as otherwise provided by law or by the resolution or resolutions adopted by the Board designating the rights, powers and preferences of any series of Preferred Stock, the Common Stock shall have the exclusive right to vote for the election of directors and for all other purposes. Each share of Common Stock shall have one vote on all matters, including the election of directors, and the Common Stock shall vote together as a single class. The holders of Common Stock (and, unless specifically provided to the contrary, the holders of any class or series of Preferred Stock permitted to vote for the election of directors) will not be entitled to cumulate votes for the election of directors.

(c) Except as provided by law or by the resolution or resolutions adopted by the Board designating the rights, powers and preferences of any series of Preferred Stock, the holders of Preferred Stock shall not be entitled to any preemptive or preferential right to subscribe to or purchase shares of any class or series of stock of the Corporation, now or hereafter authorized, or any series convertible into, or warrants or other evidences of optional rights to purchase, or subscribe to, shares of any class or series of stock of the Corporation now or hereafter authorized. The holders of Common Stock shall not be entitled to any preemptive or preferential right to subscribe to or purchase shares of any class or series of stock of the Corporation, now or hereafter authorized, or any series convertible into, or warrants or other evidences of optional rights to purchase, or subscribe to, shares of any class or series of stock of the Corporation now or hereafter authorized.

FOURTH

is: That the name and mailing address of the incorporator

NAME

MAILING ADDRESS

Mark Gordon, Esq.

c/o Wachtell, Lipton, Rosen & Katz  
51 West 52nd Street  
New York, New York  
10019

FIFTH

That, except as otherwise provided by the resolution or resolutions adopted by the Board designating the rights, powers and preferences of any series of Preferred Stock, the number of the Board shall be fixed at fifteen or at the number and in the manner provided by the By-laws of the Corporation, as amended, and written notice shall be given to the Secretary of State of Missouri of the number of the Board within thirty (30) calendar days of the fixing of such number. The Board shall have the power to make, alter, amend or repeal the By-laws of the Company. Vacancies in the Board, including vacancies created by newly created directorships, shall be filled by a majority of the directors then in office, although less than a quorum, or by a sole remaining director.

SIXTH

That the Corporation shall have perpetual existence.

SEVENTH

That the purpose of the Corporation shall be to engage in any lawful activity for which corporations may be organized and incorporated under laws of Missouri.

EIGHTH

That the provisions of Missouri General and Business Corporation Law Section 351.407, "Control Shares Acquisitions Procedures - Exception", shall not apply to the Corporation.

NINTH

That any action required to be taken by stockholders at any meeting of stockholders of the Corporation, or any action which may be taken by stockholders at any such meeting, may be taken without a meeting, provided that consents in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

TENTH

That the Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

Dated: October 17, 1995

FILED AND CERTIFICATE  
ISSUED

OCT 19 1995

*Rebecca McDowell Cook*  
SECRETARY OF STATE

AMEREN CORPORATION

By:

*Donald E. Brandt*  
President

And:

*William E. Jaudes*  
Secretary

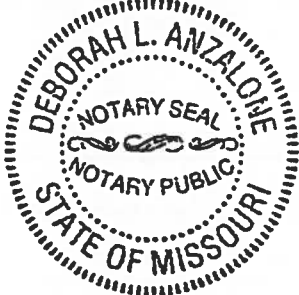
STATE OF MISSOURI )  
                                  ) SS  
CITY OF ST. LOUIS )

On this 17th day of October, 1995, before me appeared Donald E. Brandt, to me personally known, who, being by me duly sworn, did say that he is President of Ameren Corporation and that said instrument was signed on behalf of said Corporation by authority of its Board of Directors, and said Donald E. Brandt acknowledged said instrument to be the free act and deed of said corporation.

*William E. Jaudes*  
William E. Jaudes

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

I, Deborah L. Anzalone, a Notary Public, do hereby certify that on this 17th day of October, 1995, personally appeared before me William E. Jaudes who, being by me first duly sworn, declared that he is the Secretary of Ameren Corporation and acknowledged that he executed the foregoing secretary's certificate, and that he attested to and executed the within document as the free act and deed of said corporation.



*Deborah L. Anzalone*  
Deborah L. Anzalone

DEBORAH L. ANZALONE  
NOTARY PUBLIC—STATE OF MISSOURI  
ST. LOUIS COUNTY  
MY COMMISSION EXPIRES APR. 18, 1998

1. The Restated Articles of Incorporation were adopted by the unanimous written consent of the shareholders dated as of September 20, 1995.
2. Of the 100 shares outstanding, 100 of such shares were entitled to vote on and/or consent to adoption of the Restated Articles of Incorporation. The number of outstanding shares of any class entitled to vote and/or consent thereon as a class were as follows:

<u>Class</u>	<u>Number of Outstanding Shares</u>
Common Stock	100

3. The number of shares voted for and against the adoption of the Restated Articles of Incorporation was as follows:

<u>Class</u>	<u>No. Voted For</u>	<u>No. Voted Against</u>
Common Stock	100	None